

THE GEELONG BUSINESS CLUB

RULES

1. Name

The name of the incorporated association is The Geelong Business Club (in these Rules called "the Club"). The Club shall consist of those persons who were members of the unincorporated voluntary association known as "The Geelong Business Club" at the time of incorporation of the Club and those persons elected or appointed to membership of the Club thereafter.

2. Definitions

2.1. In these Rules, unless the contrary intention appears or there is something in the subject matter or context inconsistent therewith, the singular shall include the plural and vice versa, and reference to the masculine gender of any word shall include the feminine gender of that word and vice versa.

- **"Act"** means the Associations Incorporation Reform Act, 2012;
- **"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 19;
- **"life member"** means a member who has been elected a life member in accordance with Rule 12 being any person who has given outstanding service to the Club or to the objects of the Club who is admitted to life membership in accordance with these Rules;
- **"foundation member"** means a person who was a member of the unincorporated voluntary association known as The Geelong Businessmen's Club from the date of its inception in 1961 until that association changed its name to The Geelong Business Club and who remained a member of that association at the date of the incorporation of the Club;
- **"member"** means a person of either gender who has been elected or appointed as a member of the Club in accordance with these Rules or who was a member of the unincorporated voluntary association known as The Geelong Business Club at the date of incorporation of the Club;
- **"officer of the Club"** means any of the President, Vice President or Executive Officer of the Club elected or appointed in accordance with Rule 31;
- **"ordinary member of the committee"** means a member of the committee who is not an officer of the Club under Rule 31;

- **"Pandemic Event"** A health event including a declared outbreak, whether declared by the Commonwealth of Australia or the State of Victoria resulting in government-imposed restrictions on public meetings or social interactions;
- **"Regulations"** means regulations under the Act;
- **"relevant documents"** has the same meaning as in the Act
- **"special resolution"** means a resolution which to be passed requires a majority of not less than three-quarters of the members of the Club who, being entitled under the Rules of the Club to do so, vote at a meeting for which not less than twenty-one days notice specifying the intention to propose a resolution as a special resolution was given in accordance with the Rules.

2.2. In these Rules, the Executive Officer of the Club means the person appointed as such by the committee. The Executive Officer shall act as Public Officer of the Club for the purposes of the Act.

2.3. Any notice required by these Rules to be given to a member shall be presumed to have been received by the member at the expiration of two business days from the time the notice was sent to the member by ordinary prepaid post or by facsimile transmission or electronic transmission.

3. **Objects**

The Club is established for the objects and purposes contained in the Statement of Purposes filed in accordance with the Act and as they may be amended from time to time which are set out below:

1. To provide a means by which members can meet together in a social atmosphere to promote and develop acquaintances.
2. To provide an opportunity for members of the Club to be informed on matters of business, civic and social importance.
3. To hold regular functions and meetings consistent with these purposes.
4. To provide a means by which newcomers to Geelong, of the required status, may be introduced to their professional and business associates without undue delay.
5. The Club shall be non-political and non-sectarian.

4. **Alteration of the Rules**

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

5. **Membership categories**

The membership of the Club shall be divided into the following categories:

- 5.1. Ordinary members;
- 5.2. Life members;
- 5.3. Foundation members;
- 5.4. Corporate members.

6. Membership, election to membership, entry fees and subscriptions

- 6.1. A person who is nominated and approved for membership and elected to membership in accordance with these Rules is eligible to be a member of the Club on payment of the entrance fee and annual subscription payable under these Rules.
- 6.2. A person who is not a member of the Club at the time of the incorporation of the Club (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless:
 - 6.2.1. he is nominated for membership in accordance with sub-Rule 6.6; and
 - 6.2.2. he is approved by the committee as being a suitable candidate for membership.
- 6.3. Subject to the discretion of the committee, a person is eligible to be nominated for membership of the Club if they are a principal or senior executive of a business, industry or profession who is in active full-time employment or significant employment and whose business activities are primarily located in Geelong.
- 6.4. The committee shall regulate the inflow of new members to maintain a balanced representation of the various industrial, commercial and professional groups in Geelong. It shall also regulate the inflow to restrict the total membership to a number that can be conveniently handled for catering purposes and to best enable the purposes of the Club to be achieved.
- 6.5. Members of the Club are bound by this Constitution and by any Rules, Regulations or By-laws of the Club made pursuant to this Constitution.
- 6.6. The nomination of a person for membership of the Club shall:
 - 6.6.1. Be made in writing in the form determined by the committee from time to time;
 - 6.6.2. Be proposed by three members of the Club, each of whom shall have been members for not less than twelve months; and
 - 6.6.3. Not be disclosed to the nominee by the proposers.
- 6.7. The nomination for membership must:
 - 6.7.1. Be signed by the three proposing members; and
 - 6.7.2. Be lodged with the Executive Officer.
- 6.8. As soon as is practicable after the receipt of a correctly completed nomination for membership, the Executive Officer must refer it to the committee.
- 6.9. The committee must determine whether to approve or reject the nomination or defer the nomination while the committee makes such further enquiries concerning any candidate as it sees fit, including interviewing the candidate and/or his proposers.
- 6.10. The decision of the committee on a nomination for membership is final and the committee is not required to give any reason for its decision.

7. Entrance to membership

- 7.1. If a candidate for membership is admitted to membership the Executive Officer shall notify the candidate of that election in writing within twenty-eight days of the committee's decision; and
- 7.2. Furnish the candidate with a copy of the Rules of the Club; and
- 7.3. Request payment of the entrance fee and the annual subscription payable for membership for the remaining period of that current financial year.

8. Subscription payable upon election to membership

- 8.1. Any candidate admitted to membership after July in any year shall pay for the current financial year a rateable proportion of the annual subscription calculated from the commencement of the month in which the candidate was admitted.
- 8.2. Upon payment of the entrance fee calculated in accordance with Rule 10 and annual subscription after being notified pursuant to Rule 7, the admitted candidate shall become a member of the Club and the Executive Officer shall enter the admitted candidate's name in the register of members.
- 8.3. If any admitted candidate fails to pay the relevant entrance and relevant annual subscription within two months of being notified of his admission the candidate's admission shall be void.
- 8.4. A candidate for membership becomes a member and is entitled to exercise the rights of membership when the candidate's name is entered in the register of members.
- 8.5. If the committee does not approve of the nomination of a candidate for membership pursuant to sub-Rule 6.9 the committee shall as soon as practicable notify in writing the members proposing the candidate that the nomination has been rejected.
- 8.6. A right, privilege, or obligation of a person by reason of membership of the Club:
 - 8.6.1. is not capable of being transferred or transmitted to another person; and
 - 8.6.2. terminates upon the cessation of membership whether by death or resignation or otherwise.
- 8.7. Any member who ceases to be employed or engaged in the business with which he was associated upon joining the Club must inform the Committee in writing as soon as such change occurs. The Committee may at its discretion approve the reclassification of the member or terminate his membership effective at the end of the Club year for which his subscription has been paid.
- 8.8. Subject to sub-Rule 8.11, members, other than foundation members, life members or Past Presidents of the Club, must resign from the Club at the end of the Club year in which they retire from their full-time business or professional position.
- 8.9. Life members and foundation members may continue their membership indefinitely.
- 8.10. Former Club Presidents who retire from employment may continue membership until the end of the Club year in which they turn seventy years of age.
- 8.11. Any member who retires from full-time employment and who -
 - continues part-time business activities; and
 - desires to remain a member of the Club,

may apply in writing to the committee to continue his membership.

The committee has the discretion to determine each such request taking into account factors such as—

- Participation and years in the Club;
- Business activities still being undertaken;

- Current position in business organisation;
- Location of business activities;
- Number of existing members already granted extended membership; and
- The number of people on the waiting list for membership.

The committee's decision on whether to extend or terminate such membership (at the end of the current Club year) will be final.

The committee will monitor all extended memberships in the light of –

- changed circumstances of the individuals concerned; and
- the waiting list of new members.

9. Entrance fee

- 9.1. Each person admitted to membership shall pay an entrance fee at the date of his admission.
- 9.2. The entrance fee shall be payable within two months of being notified by the Executive Officer of his admission to membership;
- 9.3. The entrance fee is the relevant amount set out in Appendix 4 or as otherwise determined by the committee from time to time.

10. Subscriptions and calls

- 10.1. The committee may from time to time fix the entrance fee for new members and an annual subscription for each category of members provided the amounts of such fees and descriptions shall not be altered more frequently than once in each financial year of the Club. The annual subscription shall become due and payable on the beginning of each financial year of the Club.
- 10.2. At the date of incorporation the subscriptions payable for each category of membership shall be the amounts referred to in Appendix 4 and thereafter shall be as determined by the committee from time to time.
- 10.3. The annual subscription shall be payable on or before the 31st day of August of each year.
- 10.4. If any member fails to pay the annual subscription by the 31st day of August the Executive Officer shall give that member notice that the payment of the annual subscription is overdue and any member who fails to pay the annual subscription within one month of receiving that notice shall by operation of this Rule be suspended from all privileges of the Club until the termination of the Club year but should a sufficient explanation for non-payment be made to the committee it may lift the suspension of such member on payment of the subscription. Any member who has been suspended under this Rule and whose suspension has not been lifted by the end of the Club year shall thereupon cease to be a member of the Club. A member whose subscription is unpaid shall not vote or be present at any general meeting or vote or take part in any ballot or be elected as an officer or member of the committee. Any officer or member of the committee who does not pay the

subscription within five weeks of the date in the Club year in which the subscription is due shall ipso facto vacate his office and cease to be a member of the committee.

10.5. The members in general meeting may from time to time determine that a call or calls be made upon the members of the Club whose names appear in the register of members at a date specified in the resolution and that such call or calls be paid at such date or dates as are also specified in the resolution. If any member fails to pay the call within three months after it falls due the member shall be suspended from all privileges of the Club in the manner provided under Rule 14.

10.6. Neither Foundation Members or Life Members shall be required to pay an annual subscription.

11. Retiring members

Any member wishing to resign from the Club must notify the Executive Officer in writing of that intention and state the date from which he wishes his resignation to be effective.

The Executive Officer shall refer the notification to the committee which shall accept the resignation whereupon the member's name shall be removed from the register of members and he shall cease to be a member.

12. Life members

The committee shall have the power to transfer any member to Life Membership. A life member shall be entitled to all privileges of membership without paying the yearly subscription or any special payment for life membership.

13. Register of members

13.1. The Executive Officer must keep and maintain a Register of Members containing:

13.1.1. the name and address of each member; and

13.1.2. the date on which each member's name was entered into the register.

13.2. The register shall be available for inspection free of charge by any member upon request.

13.3. The Executive Officer must record in the register of members the date on which the member ceased to be a member.

14. Discipline, suspension and expulsion of members and termination of membership

14.1. 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:

14.1.1. suspend that member from membership of the Club for a specified period;
or

14.1.2. expel that member from the Club.

14.2. Subject to these Rules, if the committee is of the opinion that any member ceases to meet the criteria for membership of the Club, the committee may decline to accept renewal of his membership in the next financial year of the Club.

14.3. A resolution of the committee under sub-Rule 14.1 does not take effect unless:

- 14.3.1. at a meeting held in accordance with sub-Rule 14.4, the committee confirms the resolution; and
 - 14.3.2. if a member exercises a right of appeal to the Club under this Rule, the Club confirms the resolution in accordance with this Rule.
- 14.4. A meeting of the committee to confirm or revoke a resolution passed under sub- Rule 14.1 must be held not less than fourteen days and not later than twenty-eight days after notice has been given to the member in accordance with sub-Rule 14.5.
- 14.5. For the purpose of giving notice in accordance with sub-Rule 14.4 the Executive Officer must as soon as practicable cause to be given to the member a written notice:
 - 14.5.1. setting out the resolution of the committee and the grounds on which it is based; and
 - 14.5.2. stating that the member, or his representative, may address the committee at a meeting to be held not earlier than fourteen days and not later than twenty-eight days after the notice has been given to that member; and
 - 14.5.3. stating the date, place and time of that meeting; and
 - 14.5.4. informing the member that he may do one or both of the following:
 - 14.5.4.1. attend that meeting;
 - 14.5.4.2. give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - 14.5.5. informing the member that if at that meeting the committee confirms the resolution, he may, not later than forty-eight hours after that meeting, give the Executive Officer a notice to the effect that he wishes to appeal to the Club in general meeting against the resolution.
- 14.6. At a meeting of the committee to confirm or revoke a resolution passed under sub-Rule 14.1 the committee must:
 - 14.6.1. give the member or his representative an opportunity to be heard; and
 - 14.6.2. give due consideration to any written statement submitted by the member; and
 - 14.6.3. determine by resolution whether to confirm or to revoke the resolution.
- 14.7. If at the meeting of the committee, the committee confirms the resolution, the member may, not later than forty-eight hours after that meeting, give the Executive Officer a notice to the effect that he wishes to appeal to the Club in general meeting against the resolution.
- 14.8. If the Executive Officer receives a notice under sub-Rule 14.7 he must notify the committee and the committee must convene a general meeting of the Club to be held within twenty-one days after the date on which the Executive Officer received the notice.
- 14.9. At a general meeting of the Club convened under sub-Rule 14.8:

- 14.9.1. no business other than the question of the appeal may be conducted; and
- 14.9.2. the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- 14.9.3. the member or his representative may be given an opportunity to be heard; and
- 14.9.4. the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 14.10. A resolution is confirmed if, at the general meeting, not less than two-thirds of the votes by members either in person or in writing are in favour of the resolution. In any other case, the resolution is revoked.

15. Disputes and mediation

- 15.1. The grievance procedure set out in this Rule applies to disputes under these Rules between:
 - 15.1.1. a member and another member; or
 - 15.1.2. a member and the Club.
- 15.2. The parties to the dispute must meet and discuss the matter in dispute and if possible resolve the dispute within fourteen days after the dispute comes to the attention of all parties.
- 15.3. 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 ten days hold a meeting in the presence of a mediator.
- 15.4. The mediator must be:
 - 15.4.1. a person chosen by agreement between the parties; or
 - 15.4.2. in the absence of agreement:
 - 15.4.2.1. in the case of a dispute between a member and another member, a person appointed by the committee of the Club; or
 - 15.4.2.2. 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) or any Government Department or Centre in succession to that dispute settlement centre.
- 15.5. A member of the Club can be a mediator.
- 15.6. The mediator cannot be a member who is a party to the dispute.
- 15.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 15.8. The mediator, in conducting the mediation, must:
 - 15.8.1. give the parties to the mediation every opportunity to be heard; and

- 15.8.2. allow due consideration by all parties of any written statement submitted by any party; and
- 15.8.3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 15.9. The mediator must not determine the dispute.
- 15.10. If the mediation process does not result in the dispute being resolved, the parties must seek to resolve the dispute in accordance with the Act or otherwise at law.

16. Annual general meetings

- 16.1. The annual general meeting shall be held in August of each year after members have been given at least fourteen clear days notice of the meeting.
- 16.2. The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 16.3. The ordinary business of the annual general meeting shall be:
 - 16.3.1. to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - 16.3.2. to receive from the committee reports upon the transactions of the Club during the last preceding financial year; and
 - 16.3.3. to elect members of the committee; and
 - 16.3.4. to receive and consider the statement submitted by the Club in accordance with section 30(3) of the Act; and
 - 16.3.5. to determine any proposals for new Rules and rescission of Rules of which proper notice has been given.
- 16.4. The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

17. Special general meetings

- 17.1. In addition to the annual general meeting, other general meetings may be held in the same year.
- 17.2. All general meetings other than the annual general meeting are special general meetings.
- 17.3. The committee may, whenever it thinks fit, convene a special general meeting of the Club.
- 17.4. If, but for this sub-Rule, more than fifteen months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- 17.5. The committee must, on the request in writing of members representing not less than twenty financial members, convene a special general meeting of the Club.
- 17.6. The request for a special general meeting must:
 - 17.6.1. state the objects of the meeting; and
 - 17.6.2. be signed by the members requesting the meeting; and
 - 17.6.3. be sent to the Executive Officer.

- 17.7. If the committee does not cause a special general meeting to be held within one month after the date the request is sent to the Executive Officer, the members making the request or any of them, may convene a special general meeting to be held not later than three months after that date.
- 17.8. If a special general meeting is convened by members in accordance with this Rule, it must be convened in the same manner so far as possible as a meeting convened by the committee, and all reasonable expenses incurred in convening the special general meeting must be refunded by the Club to the persons incurring the expenses.

18. 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 at the annual general meeting, is deemed to be special business.

19. Notice of general meetings

- 19.1. A special general meeting may be convened by the committee or by not less than twenty financial members giving notice in writing to the committee of their request for a special general meeting and the matters to be considered at the special general meeting.
- 19.2. The special general meeting shall be convened within six weeks of the next committee meeting following receipt by the committee of the notice.
- 19.3. The Executive Officer of the Club, at least fourteen days, or if a special resolution has been proposed at least twenty-one 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 that meeting.
- 19.4. Notice may be sent to a member:
- 19.4.1. by prepaid post to the address appearing in the register of members; or
 - 19.4.2. if a member requests, by facsimile transmission or electronic transmission.
- 19.5. No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 19.6. A member intending to bring any business before a meeting must notify the Executive Officer in writing of that business and the Executive Officer must include that business in the notice calling the next general meeting.

20. Quorum at general meetings

- 20.1. 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.

- 20.2. Twenty 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.
- 20.3. If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
 - 20.3.1. in the case of a meeting convened upon the request of a member - the meeting must be dissolved; and
 - 20.3.2. 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.
 - 20.3.3. 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 fifteen) shall be a quorum.

21. Presiding at general meetings

- 21.1. The President or, in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Club.
- 21.2. 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.

22. Adjournment of meetings

- 22.1. 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.
- 22.2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 22.3. If a meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given in accordance with Rule 19.
- 22.4. Except as provided in sub-Rule 22.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

23. Voting at general meetings

- 23.1. Upon any question arising at a general meeting of the Club, a member has one vote only.
- 23.2. Subject to Rule 26.3 all votes must be given personally or, for any matter other than the election of office bearers and members of the committee, by proxy. Nothing in this Rule prevents a valid vote in writing being given pursuant to Rule 26.3.
- 23.3. 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.

- 23.4. 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.

24. Poll at general meetings

- 24.1. If at a meeting a poll on any question is demanded by not less than three 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.
- 24.2. 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.

25. Manner of determining whether resolution carried

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

- 25.1. a declaration by the Chairperson that a resolution has been:
- 25.1.1. carried; or
 - 25.1.2. carried unanimously; or
 - 25.1.3. carried by a particular majority; or
 - 25.1.4. lost; and

- 25.2. 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.

26. Proxies

- 26.1. For any matter other than the election of office bearers and ordinary members of the committee, each member is entitled to appoint another person as a proxy by notice given to the Executive Officer no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.
- 26.2. The notice appointing the proxy for any meeting of the Club must be in the form set out in Appendix 2.
- 26.3. Subject to Rule 26.1 a member may vote in writing addressed to the Chairperson of the meeting at any general meeting or special general meeting upon any business or matter of which proper notice has been given, and which may be the subject or brought forward at any such meeting, provided however no member may vote in writing or by proxy at any meeting calling for the purpose of considering the expulsion of a member.
- 26.4. The form of the vote in writing shall be in accordance with the form set out in Appendix 3.

27. Ordinary monthly meetings

- 27.1. Subject to urgent business or personal commitments members are expected to regularly attend the Club's ordinary monthly meetings unless ill or absent from Geelong.

- 27.2. Any member who is absent from three consecutive meetings of the Club without obtaining leave of absence from the committee shall be liable to have his membership of the Club terminated at the discretion of the committee.

28. Committee of management

- 28.1. The affairs of the Club shall be managed by the committee of management.
- 28.2. The committee:
- 28.2.1. shall control and manage the business and affairs of the Club; and
 - 28.2.2. 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 to be exercised by general meetings of the members of the Club; and
 - 28.2.3. 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.
- 28.3. Subject to section 23 of the Act, the committee shall consist of:
- 28.3.1. the officers of the Club; and
 - 28.3.2. the committee shall consist of a minimum of three ordinary members; and
 - 28.3.3. ex officio, until the expiration of the annual general meeting following his retirement as President, the immediate past President.

29. Office holders

- 29.1. The officers of the Club shall be:
- 29.1.1. a President;
 - 29.1.2. a Vice President; and
 - 29.1.3. an Executive Officer.
- 29.2. The provisions of Rule 30, 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 28.1.
- 29.3. Each officer of the Club shall hold office until the annual general meeting next after the date of his or her election.
- 29.4. Neither the President or Vice President is eligible for re-election to the same office in successive years.
- 29.5. In the event of a casual vacancy in any office referred to in sub-Rule 28.1 the committee 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.

30. Ordinary members of the committee

- 30.1. One third of the committee members (other than the Vice President for the time being) shall retire each year. Those to retire shall be those who have been the longest in office since being elected or appointed to fill a casual or unfilled vacancy.

For the purpose of this Rule a member appointed to fill a casual vacancy shall be deemed to have been in office since the election or appointment of the member he replaced.

- 30.2. Should it be necessary a ballot shall be conducted amongst those eligible to retire under the previous sub-Rule.
- 30.3. Retiring members other than the President shall be eligible for re-election.
- 30.4. If any casual vacancy has not been filled prior to an election then an extra member shall be elected to fill such a vacancy.

31. Election of officers and ordinary committee members

- 31.1. Nominations of candidates for election as ordinary members of the committee must be:
 - 31.1.1. made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - 31.1.2. delivered to the Executive Officer of the Club not less than twenty-one days before the date fixed for the holding of the annual general meeting.
- 31.2. A candidate may only be nominated as an ordinary member of the committee.
- 31.3. 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.
- 31.4. 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.
- 31.5. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 31.6. The committee shall elect a President and Vice President for the ensuing year.
- 31.7. The committee shall appoint an Executive Officer and/or such other officers as it sees fit who may not necessarily be members of the Club and who may be remunerated in such manner as the committee shall decide.

32. Vacancies

The office of an officer of the Club or of an ordinary member of the committee becomes vacant if the officer or member:

- 32.1. ceases to be a member of the Club; or
- 32.2. becomes an insolvent under administration within the meaning of the Corporations Act; or
- 32.3. resigns from office by notice in writing given to the Executive Officer.
- 32.4. The committee shall have the power to fill casual or unfilled vacancies by the appointment of any member of the Club.

33. Meetings of the committee

- 33.1. The committee must meet at least three times in each year at such place and such times as the committee may determine.

- 33.2. Special meetings of the committee may be convened by the President or by any four members of the committee.
- 33.3. The committee may appoint sub-committees consisting of members of the general committee or ordinary members to be responsible for particular activities of the Club and such sub-committees shall be responsible to the general committee.

34. Notice of committee meetings

- 34.1. Written notice of each committee meeting must be given to each member of the committee at least two business days before the date of the meeting.
- 34.2. 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.

35. Quorum for committee meetings

- 35.1. Any four members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- 35.2. No business may be conducted unless a quorum is present.
- 35.3. If within half an hour of the time appointed for the meeting a quorum is not present:
 - 35.3.1. in the case of a special meeting - the meeting lapses;
 - 35.3.2. in any other case - the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 35.4. The committee may act notwithstanding any vacancy on the committee.

36. Presiding at committee meetings

At meetings of the committee:

- 36.1. the President or, in the President's absence, the Vice President presides; or
- 36.2. 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.

37. Voting at committee meetings

- 37.1. 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.
- 37.2. 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.

38. Removal of committee member

- 38.1. 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 in his place to hold office until the expiration of the term of the first- mentioned member.

- 38.2. A member who is the subject of a proposed resolution referred to in sub-Rule 37.1 may make representations in writing to the Executive Officer or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- 38.3. The Executive Officer 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.

39. Minutes of meetings

The Executive Officer 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 of persons present at committee meetings.

40. Funds

- 40.1. The Executive Officer of the Club must:
- 40.1.1. collect and receive all moneys due to the Club and make all payments authorised by the Club; and
 - 40.1.2. 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.
- 40.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of such members of the committee and/or the Executive Officer/Executive Officer as the committee shall appoint for that purpose in each year.
- 40.3. The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.
- 40.4. The funds of the Club shall be deposited in the name of the Club with a bank, building society or any other authorised financial institution chosen by the committee.

41. Notice to members

Except for the requirement in Rule 19, any notice that is required to be given to a member, by on behalf of the Club, under these Rules may be given by:

- 41.1. delivering the notice to the member personally; or
- 41.2. sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- 41.3. facsimile transmission, if the member has requested that the notice be given to him in this manner; or
- 41.4. electronic transmission, if the member has requested that the notice be given to him in this manner.

42. Winding up

In the event of the winding up or the cancellation of the incorporation of the Club, the assets of the Club must be transferred to United Way Geelong unless to do so would offend the

principle of mutuality in which event the assets of the Club must be disposed of in accordance with the provisions of the Act.

43. Custody and inspection of books and records

43.1. Except as otherwise provided in these Rules, the Executive Officer must keep in his custody or under his control all books, documents and securities of the Club.

43.2. All accounts, books, securities and any other relevant documents of the Club must be available for inspection free of charge by any member upon request.

44. Indemnity

44.1. No member of the committee or other officer of the Club shall be liable for the acts, omissions, neglects or defaults of any of member of the committee or officer of the Club, or of any member, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the committee for or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any monies of the Club shall be invested, or for the loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any money, securities or effects shall be deposited, or for any loss, damage or misfortune whatever which shall happen in the execution of his office or in relation thereto, unless the same shall happen through his own dishonesty, malice or fraud.

45. Application of Club assets and income

The assets and income of the Club shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.

46. Auditor

An honorary auditor shall be appointed at the Annual General Meeting and will hold office until the next Annual General Meeting.

47. Guests

All members shall have the right to invite guests to meetings of the Club excepting the Annual General Meeting or a Special General Meeting provided that the number of guests per member per meeting shall be limited to one and further provided that no person shall attend more than two Club functions in any Club year as a guest.

48. Forms and appendices

Subject to the Act, the committee shall have power to amend any form or Appendix or their contents required under these Rules and to make any further form that it deems necessary.

49. Pandemic Event

During a pandemic event, the Committee is given additional flexibility or powers as set out in Appendix 5, and, notwithstanding anything else contained in these Rules, during a pandemic event, rules 1 – 48, to the extent of inconsistency with Appendix 5, are to be read in a manner consistent with giving the Committee the ability to run the Club with the additional flexibility provided in Appendix 5.

50. Corporate Member Rules

In addition to any Regulations or By-Laws of the Club made pursuant to this Constitution, the rights and obligations attaching to Corporate Memberships are set out in Schedule 1 of this Constitution.

51. Amendment to Ordinary Member Rules

In addition to any Regulations or By-Laws of the Club made pursuant to this Constitution, the existing rights and obligations attaching to Ordinary Memberships are amended in accordance with Schedule 2 of this Constitution.

SCHEDULE 1 – CORPORATE MEMBERSHIP RULES

The following will apply to each Corporate Membership:

1. Each Corporate Member will appoint an individual to be the Corporate Primary Member to represent the organisation.
2. The Corporate Primary Member will hold one (1) full voting right and may nominate Associate Members from their organisation.
3. Associate Members will be entitled to attend Club events at member price but will not have any voting rights.
4. Existing members who qualify for Corporate Membership may opt to restructure their existing membership to a Corporate Membership upon request to the Club.

The below table summarises fees and rights attaching to the Corporate Membership:

Corporate Member Type	Vetted?	Voting Rights?	Annual Membership Fee	Joining Fee	Badge	Dinner Fee
Full Corporate Member	Yes	Yes	\$550.00	\$165.00	Yes – personalised	Member
Named Associate Member	Yes	No	\$330.00	\$92.50	Yes – generic/personalised	
Additional Associate Members	To be considered on a case-by-case basis upon request.					
Guests	No	No	\$0.00	\$0.00	Guest	Guest

SCHEDULE 2 – AMENDMENTS TO ORDINARY MEMBERSHIPS RULES

Any existing rules, Regulation or By-Laws created by the Club pursuant to the Constitution which relate to the rights and obligations attaching to the Ordinary Membership is amended to include the following conditions:

1. An Ordinary Member (fully financial) who is unable to attend Club events is permitted to register an alternative representative from their organisation to attend a Club event in their place not more than on four (4) occasions per membership year, with the alternative representative to pay guest price for attending (**Alternative Representative**).
2. Any Alternative Representative must be of similar standing in the organisation (i.e. leadership/owner/executive level) as the usual representative for the Ordinary Member organisation consistent with the rules and values of the Club.
3. The Alternative Representative will not have any Club voting rights.

The below table summarises fees and rights attaching to the amended Ordinary Membership:

Ordinary Member Type	Vetted?	Voting Rights?	Annual Membership Fee	Joining Fee	Badge	Dinner Fee
Full Ordinary Member	Yes	Yes	\$440.00	\$165.00	Yes – personalised	Member
Alternative Representative (capped at 4 per year)	No	No	\$0.00	\$0.00	Yes – generic	Guest
Guests	No	No	\$0.00	\$0.00	Gues	Guest

APPENDIX 1

Nomination Form for Membership of The Geelong Business Club

APPENDIX 2

FORM OF APPOINTMENT OF PROXY FOR MEETING OF THE GEELONG BUSINESS CLUB CONVENED UNDER RULE 14.7

I _____
of _____
being a member of **The Geelong Business Club** appoint

of _____
being a member of **The Geelong Business Club** as my proxy to vote for me on my
behalf at the appeal to the general meeting of the Association convened under Rule
14.7, to be held on _____ 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 14.1*).

DATED this day of.

.....
Signed

APPENDIX 3

FORM OF APPOINTMENT OF PROXY THE GEELONG BUSINESS CLUB

I _____
of _____
being a member of **The Geelong Business Club** appoint
_____ of _____
being a member of **The Geelong Business Club** as my proxy to vote for me on my
behalf at the _____ meeting of the Club (*annual general meeting or
special general meeting, as the case may be*) to be held on _____
and at any adjournment of that meeting.

My proxy is authorised to vote in **favour of / against** (*delete as appropriate*) the
following resolution (*insert details*) -

DATED this day of

.....
Signed

APPENDIX 4

THE GEELONG BUSINESS CLUB

Fee	Amount
Entrance fee	\$
Annual subscription fee	\$

APPENDIX 5

Special arrangements for pandemic event affected years:

- a) The Committee may levy subscriptions other than on an annual basis;
- b) If an Annual General Meeting cannot practically be held in person, it may be held using technology;
- c) A meeting commencing in person, but needing to be adjourned, may be adjourned to be a meeting held using technology;
- d) Ordinary monthly meetings of the Club can be held using technology.
- e) Committee meetings of the Club can be held using technology.