



RULES FOR MEETINGS OF THE CLUB

1. General Provisions of these Rules

- 1.1. These Rules are to be read in conjunction with the Club's Constitution Part 6
- 1.2. The Secretary must record the minutes of all meetings of the Executive, Board and general meetings of the Club
- 1.3. References to "Part", "Division" and "Clause" in this Document are references to the relevant Clauses in the Constitution.
- 1.4. References to "Rules" and "subrule(s)" in this document refer to the clauses contained within this document
- 1.5. References to "member(s)" in this document refer to eligible members as defined in the Constitution and includes only General members and Life Members

Division 1 Meetings of the Board

2. Meetings of Board

The Board must meet at least four (4) times in each calendar year, the dates, times and places to be determined by the Board

3. Notice of meetings

Notice of each Board meeting must be given to each Board member prior to the date of the meeting.

4. Urgent meetings

In cases of urgency, a meeting of the Executive can be held without notice.

5. Procedure and order of business

- 5.1. The procedure to be followed at a meeting of the Board must be determined from time to time by the Board.
- 5.2. The order of business may be determined by the members present at the meeting.

6. Use of technology

A Board member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that member, and the members present at the meeting, to communicate with each other clearly and in real time.

7. Quorum

No business may be conducted at a Board meeting unless a quorum is present. The quorum for a general meeting of the Board is the presence (physically, by proxy or as allowed under Clause 6.

8. Voting

- 8.1. On any question arising at a Board meeting, each committee member present at the meeting has one vote.
- 8.2. A motion is carried if a majority of members present at the meeting vote in favour of the motion.

9. Conflict of interest

A Board member who has a material personal interest in a matter being considered at a meeting must disclose the nature and extent of that interest to the Board.

10. Minutes of Meeting

The Board must ensure that minutes are taken and kept of each meeting.

Division 2 Annual General Meeting (“AGM”)

The Board must convene an annual general meeting of the Club to be held no later than 31st October each year.

- 10.1. The Board may determine the time and place of the AGM.
- 10.2. The ordinary business of the AGM is as follows;
 - 10.2.1. To confirm the minutes of the previous AGM and of any special general meetings held during the year;
 - 10.2.2. To receive and consider:
 - 10.2.2.1. The annual report of the President and Board on the activities of the Club during the preceding financial year; and
 - 10.2.2.2. The audited financial statements of the Club for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - 10.2.3. To elect or re-elect the members of the Board in accordance with extant Rules for the Board;
 - 10.2.4. To ratify any proposed changes to the Constitution
 - 10.2.5. To confirm or vary the amounts (if any) of the annual subscription and joining fee.
- 10.3. The AGM may also conduct any other business of which notice has been given in accordance with these Rules.

Division 3 Special General Meetings

11. Special general meetings convened by Board

- 11.1. Any general meeting of the Club, other than an AGM or a Disciplinary appeal meeting, is a Special General Meeting (“SGM”).
- 11.2. The Board may convene an SGM whenever it deems it necessary.

11.3. No business, other than that set out in the notice under Rule 14, may be conducted at the meeting.

12. Special general meetings held at request of members

- 12.1. The Board must convene an SGM, if a request to do so is made in accordance with subrule 13.2, by at least 10% of the total number of members.
- 12.2. A request for an SGM must;
- 12.2.1. Be in writing; and
 - 12.2.2. State the business to be considered at the meeting and any resolutions to be proposed; and
 - 12.2.3. Include the names and signatures of the members requesting the meeting; and
 - 12.2.4. Be given to the Secretary.
- 12.3. If the Board does not, or is unable to, convene an SGM within one month after the date on which the request is made, the members making the request (or any of them) may convene the SGM.
- 12.4. An SGM convened by members under Rule 13.3
- 12.4.1. Must be held within three (3) months after the date on which the original request was made; and
 - 12.4.2. May only consider the business stated in that request.
- 12.5. The Club must reimburse all reasonable expenses incurred by the members convening an SGM under subrule 12.3.

13. Notice of special general meetings

- 13.1. The Secretary (or, in the case of a special general meeting convened under Rule 4, the members convening the meeting) must give to each eligible member of the Club
- 13.1.1. At least twenty-one (21) days' notice of a special general meeting if a special resolution is to be proposed at the meeting; or
 - 13.1.2. At least fourteen (14) days' notice of a special general meeting in any other case.
- 13.2. The notice must;
- 13.2.1. Specify the date, time, and place of the meeting; and
 - 13.2.2. Indicate the general nature of each item of business to be considered at the meeting; and
- 13.3. If a special resolution is to be proposed;
- 13.3.1. State in full the proposed resolution; and
 - 13.3.2. State the intention to propose the resolution as a special resolution; and
 - 13.3.3. Comply with subrule 6.5.
- 13.4. This rule does not apply to a disciplinary appeal meeting.

14. Proxies

- 14.1. A member may appoint another member as their proxy to vote and speak on their behalf at a special general meeting other than at a disciplinary appeal meeting.

- 14.2. The appointment of a proxy must be in writing and signed by the member making the appointment.
- 14.3. The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- 14.4. If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 14.5. Notice of a special general meeting given to a member under Rule 10 must;
 - 14.5.1. State that the member may appoint another member as a proxy for the meeting; and
 - 14.5.2. Include a copy of any form that the Board has approved for the appointment of a proxy.
- 14.6. A form appointing a proxy must be given to the chairperson of the meeting before or at the commencement of the meeting.
- 14.7. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club no later than 24 hours before the commencement of the meeting.

15. Use of technology

- 15.1. A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member, and the members present at the meeting to communicate with each other clearly and in real time.
- 15.2. For the purposes of these Rules, a member participating in a special general meeting as permitted under subrule 7.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

16. Quorum at special general meetings

No business may be conducted at a special general meeting unless a quorum of members is present.

- 16.1. The quorum for a special general meeting is the presence (physically, by proxy or as allowed under Rule 7) of twenty (20) members.
- 16.2. If a quorum is not present within thirty (30) minutes after the notified commencement time of a special general meeting;
 - 16.2.1. In the case of a meeting convened by, or at the request of, members under Rule 4 the meeting must be dissolved;
- 16.3. In any other case:
 - 16.3.1. The meeting must be adjourned to a date not more than twenty-one (21) days after the adjournment: and
 - 16.3.2. Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

16.4. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under Rule 9 the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

17. Adjournment of general meeting

17.1. The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

17.2. Without limiting subrule (9.1), a meeting may be adjourned;

17.2.1. If there is insufficient time to deal with the business at hand; or

17.2.2. To give the members more time to consider an item of business.

17.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

17.4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for fourteen (14) days or more, in which case notice of the meeting must be given in accordance with Rule 5.

18. Voting at general meetings

On any question arising at a general meeting;

18.1. Subject to subrule (10.3), each member who is entitled to vote has one vote; and

18.2. Members may vote personally or by proxy; and

18.3. Except in the case of a special resolution, the question must be decided on a majority of votes.

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

18.5. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

18.6. This rule does not apply to a vote at a disciplinary appeal meeting conducted under the extant Rules for Disciplinary action and Grievance Procedures.

19. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

20. Determining whether resolution carried

20.1. Subject to subrule (12.2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:

20.1.1. Carried; or

20.1.2. Carried unanimously; or

20.1.3. Carried by a particular majority; or

20.1.4. Lost: and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

20.2. If a poll (where votes are cast in writing) is demanded by three or more members on any question:

- 20.2.1. The poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- 20.2.2. The Chairperson must declare the result of the resolution on the basis of the poll.
- 20.3. A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 20.4. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

21. Minutes of general meeting

- 21.1. The Committee must ensure that minutes are taken and kept of each general meeting.
- 21.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 21.3. In addition, the minutes of each AGM must include;
 - 21.3.1. The names of the members attending the meeting; and
 - 21.3.2. Proxy forms given to the Chairperson of the meeting under Rule 6; and
 - 21.3.3. The financial statements submitted to the members in accordance with subrule (2.3.2); and
 - 21.3.4. The certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
 - 21.3.5. Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.