

FRANKSTON CHESS CLUB

CONSTITUTION

The persons who from time to time are members of the Club are an incorporated Association by the name given in Rule 1 of this Constitution. “The Rules”, as referred to herein, means all of the numbered Sections of this Constitution document.

Under Section 46 of the **Associations Incorporation Reform Act 2012**, the Rules are taken to constitute the terms of a contract between the Club and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated Association is “*Frankston Chess Club Incorporated*”.

Note

Under Section 23 of the Act, the name of the Club and its registration number must appear on all its business documents.

2 Purposes

The purposes of the Club are:

- to encourage and foster the playing of chess in the Frankston and surrounding areas
- to play chess and backgammon within the Frankston Chess Club.

3 Financial year

The financial year of the Club is each period of 12 months ending on the last day of the financial year – 30th of June.

4 Definitions

In these Rules—

The Club means the Frankston Chess Club

disciplinary appeal meeting means a meeting of the members of the Club convened under rule 25(c);

financial year means the 12 month period specified in Rule 3;

general meeting means a meeting of the members of the Club convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

Member(s) means any or all of Playing Member(s), Associate Member(s) and Honorary Life Member(s), as defined in Rule 9.

Provisional Member, which applies only to an Applicant for Associate Membership as explained in Rule 16(3), and which does not apply to an Applicant for Playing Membership, means someone who enjoys temporary membership rights while awaiting the approval of their Membership Application by the Committee

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Club

- (1) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Club may—
 - (a) open and operate accounts with financial institutions;
 - (b) invest its money in any security in which trust monies may lawfully be invested;
 - (c) appoint agents to transact business on its behalf;
 - (d) enter into any other contract it considers necessary or desirable.
- (3) The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Club from paying a member—
 - (a) for reimbursement of expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the Member was not a Member, and is properly disclosed to other Members where required by the Act.

Note

Section 33 of the Act provides that an incorporated Association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated Association is not taken to secure pecuniary profit for its members.

7 Government and Alteration of Rules.

- (1) “The club” shall be governed by a Committee elected by Members at the annual general meeting.
- (2) Decisions of the members in a properly convened General Meeting have precedence over decisions of the Committee.
- (3) From time to time the members in general meeting may by special resolution alter this constitution or statement of purposes.¹ (see rule 35(5) below)

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar.

¹ Alteration of Rules is addressed in Section 50 of *the Act*.

- (4) From time to time the members in general meeting may by resolution alter or/and enact by-laws for the club. A resolution must be passed by a majority of the members of the Club as being entitled under the Rules of the club. Members may vote in person or by proxy at the time the resolution is placed before the members at a general meeting. Not less than 14 days written notice of the general meeting must be given to all members, if a resolution altering the by-laws is put at this meeting. This notice must specify in writing the proposed resolution(s).

8 Contradictions and interpretation of Rules and By-laws

- (1) The Committee in meeting or the President in consultation with two other Committee members is responsible for the interpretation of the Club's Constitution Rules and By-laws as long as the interpretation is within the spirit of the rule or by-laws being interpreted. Member(s) may appeal against this interpretation in writing to the secretary requesting it be re-decided at a Committee meeting or if five or more members request at a general meeting.
- (2) If there are any contradictions between the Act and the Club's Constitution or By-Laws then the Act shall prevail.
- (3) If there are any contradictions between the Club's Constitution and the Club's By-Laws then the Club's Constitution shall prevail.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

9 Minimum number of members

The Club must have at least 5 members.

10 Who is eligible to be a member

Any person of 18 years of age or more who supports the purposes of the Club is eligible for membership.

11 Membership categories

- (1) Playing Member; has to be 18 and older and to have joined with the purpose of playing chess and or backgammon. A Playing Member must not promote any other activity at the Club that has not been approved by the Committee.
- (2) Associate Member; has to be 18 and older and to have joined with the purpose of assisting in the Administration of the Club, generally as a significant office bearer, but not with the purpose of playing chess. An Associate Member must not promote any other activity at the Club that has not been approved by the Committee.
- (3) Life Honorary Member; has the full lifetime rights of a Playing Member, without having to pay any prescribed membership fee or entrance fee for tournaments. The minimum requirements for consideration for Life Honorary Membership are expressed in Rule 13.

12 Non Member Participation

Non-members may be allowed to participate in Club activities. Any non-member who participates in Club activities has no Member rights and shall be treated as a visitor. Their participation will be under the terms and conditions as agreed by Committee. Such terms and conditions will involve the payment of adult or junior visitor fees. A new visitor may be allowed to participate on verbal approval by at least two Committee members, one of whom must be the President, Secretary or Treasurer, within the limitations imposed by Committee decisions.

Persons under the age of 18 may participate only in the capacity of a non-member visitor.

13 Eligibility for Life Honorary Membership

Life Honorary Membership shall only be awarded to a current or former Member who has been recommended for this honor by the Committee. This recommendation must be approved by two-thirds of the membership attending a general meeting. Notice of this General Meeting must include the Life Honorary Membership recommendation as a motion on notice.

Life Honorary Membership is awarded only for lengthy and exceptional service to the Club. The minimum requirements for a Member or former Member to be recommended by Committee to become a Life Honorary Member are as follows:

- They must have made a highly significant contribution towards the Club achieving its objectives, and;
- They must have served at least ten years as an office bearer in the positions of President, Treasurer or Secretary of the Club, or have been a Member of the Club for at least twenty years and have served on the Committee for at least fifteen years.

These are minimum requirements and service on the Committee for a long period of time alone does not warrant the Committee to recommend a Member for Life Honorary Membership. It is noted that membership of and service to the Frankston RSL Chess Club and its predecessor "the Frankston Chess Club" prior to 2009 may count when determining Life Honorary Membership.

14 Application for membership

- (1) To apply to become a Member, a person 18 or over must apply to join, usually as a Playing Member. (It is noted in this regard that Associate Membership is designated for those who wish to support the Club in an administrative capacity as an office bearer, rather than, for example, for non-participating family members of a participating visitor) A person intending to join must submit a written application form to a Committee Member stating that they
 - (a) wish to become a Member of the club; and
 - (b) support the purposes of the club; and
 - (c) agree to comply with the Rules, and the By-Laws, which include the code of conduct.
- (2) The application form must be completed in full and
 - (a) must be signed by the applicant.
 - (b) must be accompanied by the joining fee.
- (3) Any person applying for membership or renewing membership who does not comply with

Rule 14 (1) & (2) above shall be automatically refused membership.

- (4) In the event that the Rules or By-Laws of the Club are changed in accordance with these Rules during the course of a membership year, it is implied that current Members, if they do not state otherwise, accept the changes and agree to continue to comply with Rule 14 (1). The Committee has the power, in accordance with these Rules, to suspend the Membership of any Member who is unwilling or unable to accept and comply with the current Rules and By-Laws of the Club, which includes the Code of Conduct.

15 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return to the applicant any money accompanying the application.
- (4) No reason need be given for the rejection of an application.

16 New membership

- (1) If an application for membership is approved by the Committee—
 - (a) the resolution to accept the membership must be recorded in the minutes of the Committee meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the Register of Members.
- (2) An Applicant for a Playing Membership becomes a Playing Member of the Club and, subject to Rule 14(2), is entitled to exercise their rights of membership, from the date on which the Committee accepts their membership application. Until that date, the Applicant is entitled to participate in the activities of the Club without payment of further visitor fees, but does not have the rights of Membership.
- (3) An Applicant for an Associate Membership becomes a Provisional Associate Member of the Club on receipt, by the President, Secretary or Treasurer, of the membership fee and the application form. Provisional Membership confers temporary membership rights until the next Committee Meeting, at which the Committee makes a decision regarding the application for Associate Membership.

17 Annual subscription and fee on joining

- (1) The Committee must determine—
 - (a) the amount of the annual subscription for the following financial year for each membership and associate membership category.
 - (b) the fee for any new Member who joins after the start of a financial year must, for that financial year, pay a fee equal to
 - the full annual subscription; or

- a pro rata annual subscription based on the remaining part of the financial year; or
 - a fixed amount determined from time to time by the Club .
- (c) what constitutes a family membership and the formula to determine the subscription owed by each family membership.
- (d) the visitors fee to be paid by non-members.
- (2) Payment of the annual subscription must be paid by the 30th of July.
- (3) If a Member has not paid their annual subscription by the 30th of July that Member will lose all membership rights. To re-join, that Member's application shall be treated the same as if it were a new Member application (*as in rule 14 above*).
- (4) In special or extenuating circumstances, a Member when renewing their membership may make a written request to the Treasurer to arrange to pay their membership fee by instalments. Under such circumstances:
- (a) the written request must include specific dates for each instalment to be paid, and the reasons for the request, which must represent a case of personal financial hardship
 - (b) each instalment shall be paid by specific dates until the full membership fee is paid
 - (c) the final payment must be made by 31 January of that financial year
 - (d) the Treasurer may seek advice from the President, Secretary or a Committee Member specifically appointed by the Committee to deal confidentially with such requests
 - (e) any personal and sensitive information conveyed to the Treasurer must remain confidential between the Treasurer, the Member in question, and any Committee Member mentioned in Clause (d) above
 - (f) the instalment arrangements and person's name must be tabled at the next Committee meeting
 - (g) a Member for whom the Treasurer has approved instalment payment arrangements under this Rule shall be granted the rights of Membership on receipt of the first instalment, subject also to Committee approval of Membership as expressed in Rule 16, but if the Member defaults on any agreed instalment payment they will lose all Membership rights unless they rectify the default within fourteen days

18 General rights of Members:

- (1) A Playing Member is entitled
- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to participate in all chess activities which are held in the Club's name.
- (2) An Associate Member is entitled to all the rights of a Playing Member except for the right to play chess regularly at times the Club meets to play chess.

- (3) An Honorary Life Member is entitled to all the rights of a Playing Member

19 Rights not transferable

The rights of a Member are not transferable and end when membership ceases.

20 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a Member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of members.

21 Resigning as a member

- (1) A Member may resign by notice in writing to be given to the Club Secretary.

Note

rule 55(2) sets out how notice may be given to the Club . It includes by post or by handing the notice to a Member of the Committee.

- (2) A Member is taken to have resigned if—
 - (a) The Member's annual subscription is more than 1 month in arrears.

22 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the Member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) the membership category
 - (v) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any Member may, at a reasonable time and free of charge, inspect the register of Members, but not the Members' addresses or contact details.

Note

Under Section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary Action

23 Grounds for taking disciplinary action

The Club may take disciplinary action against a Member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Club ; or
- (c) has engaged in conduct prejudicial to the Club .

24 Disciplinary Sub-Committee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary Sub-Committee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary Sub-Committee—
 - (a) may be Committee members, members of the Club or anyone else; but
 - (b) must not be biased against, or in favour of, the Member concerned;
 - (c) must be eighteen or older.

25 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Club proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary Sub-Committee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the Member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary Sub-Committee at that meeting;
 - (ii) give a written statement to the disciplinary Sub-Committee at any time before the disciplinary meeting; and
 - (e) setting out the Member's appeal rights under rule 27.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

26 Decision of Sub-Committee

- (1) At the disciplinary meeting, the disciplinary Sub-Committee must—
 - (a) give the Member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary Sub-Committee may—
 - (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the Member for a specified period; or
 - (iii) expel the Member from 'The Club'.

- (3) The disciplinary Sub-Committee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a Member by the disciplinary Sub-Committee under this rule takes effect immediately after the vote is passed.

27 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under rule 23 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary Sub-Committee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each Member of the Club who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

28 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A Member may not vote by proxy at the meeting.
- (4) The decision is upheld if the majority of members voting at the meeting vote in favour of the decision.

Division 3—Grievance Procedures

29 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a Member and another Member;
 - (b) a Member and the Committee;
 - (c) a Member and the Club .
- (2) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

30 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

31 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between them within the time required by rule 29, the parties must within 10 days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a Member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a Member and the Committee or the Club —a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a Member or former Member of the Club but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

32 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

33 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4: GENERAL MEETINGS

34 Annual general meetings

- (1) The Club must hold a general meeting of its Members, to be called an Annual General Meeting, at least once a year in September.
 - (a) The Committee may determine the date, time and place of the annual general meeting.
- (2) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous general meeting;
 - (b) to receive and consider—
 - (i) the annual report of the Committee on the activities of the Club during the preceding financial year; and
 - (ii) the financial statements of the Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act; These financial statements must include
 - An Income and Expenditure Statement
 - An Assets and Liabilities Statement
 - A Statement of any Committee members' conflicts of interests per clause 65.
 - (c) to elect the members of the Committee;
- (3) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

35 General Meetings

- (1) General meetings shall be held at a time specified by the Committee in meeting.
- (2) In addition to the Annual General Meeting, additional General Meetings should be called by the Committee to address matters arising that are considered to warrant the attention of the Members, or that affect the Club Constitution and/or By-Laws.”
- (3) A General Meeting can be called by the Committee or be called by 20% of the membership as long as these members submit to the secretary in writing the purpose in calling a general meeting. This submission must be signed by the members calling for a general meeting.
- (4) The Quorum of a general meeting shall be seven members or one third of the adult membership whichever is the lesser. Numbers shall be rounded down to the nearest whole numbers. Proxy votes do not count in a Quorum count

- (5) 14 days' notice of the general meeting shall be given to all members in writing, unless a special resolution is proposed at this meeting, in which case 21 days' notice shall be given to all members in writing.
- (6) Notice in writing means a notice that is mailed, emailed, or hand delivered to each member. This notice must incorporate an agenda detailing the order of business and any proposed special resolutions or resolutions to be put before the meeting. Other urgent business may be conducted at a general meeting without notice at the discretion of the meeting.
- (7) A Special Resolution must be passed by a majority of not less than three-fourths of such members of the Club as being entitled under the Rules of the club.² Members may vote in person or by proxy made in writing at the time the special resolution is placed before the members at a general meeting.
- (8) A resolution on the meeting notice must be passed by a majority of such members of the Club as being entitled under the Rules of the club. Members may vote in person or by proxy made in writing at the time the resolution is placed before the members at a general meeting.
- (9) A resolution not on the meeting notice must be passed by three –fourths of those present at the meeting. Proxies may not be used.
- (10) A Special resolution or resolution must have a mover and seconder before it is placed before a general meeting. The mover has the right to speak to the meeting to explain why the resolution is important to be put before the meeting to enable him to obtain a seconder.
- (11) If the votes for and against a motion is tied then the motion will be deemed lost. The Chairman does not have casting vote.
- (12) The order of debate at a general meeting shall be as follows: The mover of the motion, the seconder to the motion, a speaker against, a speaker for and another speaker against. The final speaker shall be the mover's right of reply. The mover and seconder of the motion shall have the right to delegate to another Member their right to speak. Except for the mover of the motion, no other Member shall have the right to speak twice for or against a motion, unless the mover of the motion has asked him to give the right of reply. The Chairman of the meeting may agree to extend the debate or before the resolution is put to the meeting take comments from members or hold a brief discussion regarding the resolution to be put to the meeting before it is properly debated.
- (13) General meetings shall be chaired by the President or, if the President is unable to or declines to do so, by the Vice President. If neither the President nor the Vice President is willing and able to chair the meeting, another Committee Member shall start the general meeting and immediately ask the meeting to nominate a chairperson. If at any stage the Chairperson wants to move or speak to or against a motion then the Chair must be passed over to another member nominated and elected by the Members.

36 Minutes of general meeting

² Special Resolution is defined in Rule 64 of *the Act*. For the purpose of the Act, a resolution of an incorporated Club is a special resolution if it is passed by a majority of not less than three-fourths of such members of the incorporated Club as being entitled under the rules of the incorporated Club so to do, vote in person or, where proxies are allowed, by proxy at a general meeting of which not less than 21 days notice specifying the intention to propose the resolution was given in accordance with those rules.

- (1) The Committee must ensure that accurate minutes are taken and kept of each general meeting.
- (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.
- (3) In addition, the minutes of each general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under Rule 35(7)&(8); and
 - (c) the financial statements submitted to the members in accordance with Rule 34(2)(b)(ii); and
 - (d) the certificate signed by two Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club ; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

37 Role and powers

- (1) The business of the Club must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Club .
- (3) The Committee may—
 - (a) appoint and remove staff;
 - (b) establish subCommittees consisting of members with terms of reference it considers appropriate.

38 Delegation

- (1) The Committee may delegate to a Member of the Committee, a Sub-Committee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

39 Creation

All positions on the Committee shall be declared vacant at the time elections are held at the Annual General Meeting (AGM). The new Committee shall be elected at the AGM and hold office until the Committee elections at the next AGM or at any time before the next AGM at a general meeting specially called for the purpose of dismissing the current Committee and electing a new one.

40 Composition

The Committee shall consist of

- (1) The President
- (2) The Vice President
- (3) The secretary
- (4) The treasurer
- (5) Chess Co-ordinator
- (6) Web Site and Social Media Co-ordinator
- (7) And up to three further Committee members or such greater number as the majority of members present at the AGM determine.

41 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with these Rules and the Act.
 - (2) The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.
 - (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
 - (4) Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Club ; and
 - (b) for a proper purpose.
 - (5) Committee members and former Committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—
 so as to gain an advantage for themselves or any other person or to cause detriment to the Club or any current or former Member .
- Note**
- See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.
- (6) In addition to any duties imposed by these Rules, a Committee Member shall perform any other reasonable duties imposed from time to time by resolution at a general meeting.
 - (7) Supervisors of Club activities including regular chess evenings must be appointed by the Committee. All those appointed to supervise Club activities must have a Working for Children Check unless exempt under the Working for Children Act 2005. Duties of supervisors are determined by Committee.

42 Specific Duties of Office Bearers

- (1) **The President** shall
 - (a) Chair all general and Committee meetings of the club. If the President is unable to Chair a Committee Meeting, then Rule 48(7) of this Constitution is applied. If the President is unable to Chair a General Meeting, then Rule 35(13) is applied
 - (b) Be the spokesperson of the club.
 - (c) Co-ordinate the activities of the Committee.

(d) Prepare or supervise the provision of agendas at all Committee and general meetings of the club.

(e) Be able to make decisions for the Club between Committee meetings as long as there is agreement for this (these) decision(s) from the majority of the Committee and the decision(s) is tabled at the next Committee meeting.

(2) **The Vice President** shall substitute for the President in the event that the President cannot be present, in agreement with the President. In addition, the Vice President shall carry out other duties as decided at Committee or general meetings.

(3) **The Secretary** must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Under the Act, the secretary of an incorporated Club is responsible for lodging documents of the Club with the Registrar.

The Secretary must—

(a) maintain the register of members in accordance with rule 16; and

(b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 50(3), all books, documents and securities of the Club in accordance with rules 50 and 54; and

(c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

(d) perform any other duty or function imposed on the Secretary by these Rules.

(e) give to the Registrar notice of his or her appointment within 14 days after the appointment.

(4) **The Treasurer must—**

(a) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club ; and

(b) ensure that all moneys received are paid into the account of the Club within 21 working days after receipt; and

(c) make any payments authorised by the Committee or by a general meeting of the Club from the Club 's funds; and

(d) ensure cheques are signed by at least 2 Committee members.

(e) ensure that the financial records of the Club are kept in accordance with the Act;

(f) coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the annual general meeting of the Club ; and

(g) ensure that at least one other Committee Member has access to the accounts and financial records of the Club .

(5) **The Chess Co-ordinator** shall manage and supervise a team to provide chess activities of the club, including:

(a) ensure structure of chess events on Club nights is smooth and organised, with plenty of chess activities operating during Club chess evenings.

(b) organise and manage all chess tournaments on Club nights

- (c) organise volunteers to plan and deliver chess lessons and provide chess educational hard copy matter to members.
 - (d) submit a report to Committee at Committee meetings regarding Chess activities at the club.
 - (e) submit articles or organise the submission of articles on Club chess news and tournament information and results to the Editor of the newsletter and the Web and Social Media Co-ordinator.
 - (f) organise any interClub chess and any special public tournaments run by the Club.
- (6) **The Web and Social Media Co-ordinator** shall be responsible for the supervision and management of the Club's website and all social media mediums. This includes the structure, design and placement of articles and information on the internet.

43 Other Committee Powers

- (1) The Committee in meeting or the President in consultation with two other Committee members may direct or change the duties of office bearers (as stated above) if necessary. All changes must be noted in the minutes of the Committee meeting they are approved in, or in the minutes of the next Committee meeting.
- (2) **Sub Committees.** From time to time the Committee in meeting may by resolution establish sub-Committees. The objectives, life time and duties of each Sub-Committee must be passed in the resolution setting up the sub-Committee. Members and the convener and chairperson of these subCommittees must be approved at a general meeting or Club Committee meeting.

Division 3—Election of Committee members and tenure of office

44 Who is eligible to be a Committee member:

Any Member is eligible to be elected or appointed as a Committee Member if that Member has not been suspended from the Club within the previous 12 months or is currently under suspension.

45 Vacation of office

- (1) A Committee Member may resign from the Committee by written notice addressed to the Committee or verbally at a Committee meeting.
- (2) A person ceases to be a Committee Member if he or she—
 - (a) ceases to be a Member of the Club ; or
 - (b) fails to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence; or
 - (c) otherwise ceases to be a Committee Member by operation of Section 78 of the Act.

Note

A Committee Member may not hold the office of secretary if they do not reside in Australia.

46 Filling casual vacancies

- (1) The Committee may appoint an eligible Member of the Club to fill a position on the Committee that—
 - (a) has become vacant under rule 45; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a Member to the position within 14 days after the vacancy arises.
- (3) rule 45 applies to any Committee Member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

47 Conflict of interest

- (1) A Committee Member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under Section 81(3) of the Act, if there are insufficient Committee members to form a quorum because a Member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the Member belongs to a class of persons for whose benefit the Club is established; or

- (b) that the Member has in common with all, or a substantial proportion of, the members of the Club .

48 Committee Meetings

- (1) The Committee must ensure that accurate minutes are taken and kept of each Committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.
- (3) The first Committee meeting should be held within 60 days after the AGM.
- (4) The Club should normally hold at least four Committee meetings a year.
- (5) The quorum of a Committee meeting shall be a majority of the Committee Members elected or appointed.
- (6) If a Committee Member misses three consecutive meetings without giving an apology then they are automatically deemed not to be on Committee. The Committee person's position shall be declared vacant at the third missed meeting and filled as per rule 45 above.
- (7) The President shall chair all Committee meetings. If the president is absent the Vice President shall chair the meetings. If both are absent the Committee members present shall determine the chairperson. The president may delegate chairperson duties to another Committee Member from time to time during Committee meetings.
- (8) The President or three Committee members can call for a Committee meeting to be held.
- (9) At least seven day notice shall be given for each Committee meeting to all Committee members.
- (10) The President shall be responsible for the provision of an agenda at each Committee meeting.
- (11) All expenditure of Club funds must be approved at a Committee meeting or general meeting unless it is subject to rule 50, sub-rule (3) below.
- (12) A Committee Member can be dismissed from office through a special resolution (see rule 4 above) at a general meeting or forfeit their position as per rule 48, sub-rule (7) above. The Committee Member has the right to speak at this meeting or delegate another person to speak in their defence. The general meeting shall determine the order of speakers.
- (13) In case of equality of votes at a Committee meeting the Chairperson presiding over the resolution voted upon shall have the casting vote.
- (14) All Committee members must hold a working for children permit or obtain one as soon as possible after been elected to the Committee.

PART 6—FINANCIAL MATTERS

49 Source of funds

The funds of the Club may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

50 Management of funds

- (1) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club 's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Club , the Committee may approve expenditure on behalf of the Club .
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) of up to \$100 without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Committee members.
- (5) Subject to Subrule (6) below, all funds of the Club must be deposited into the financial account of the Club no later than 21 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of each transaction.

51 Financial records

- (1) The Club must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

52 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Club ;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

53 Social Media

- (1) No content shall be placed on the Club's social media platforms that is not authorised by Committee or by a Committee Member designated by Committee to supervise all content on these sites.
- (2) No content shall be placed on the Club's social media platforms that:
 - (a) is prejudicial to the Club
 - (b) are records of the Club that relate to confidential, personal, employment, commercial or legal matters, or in any way prejudicial to the interests of the Club or any Member of the Club
 - (c) refer to Committee minutes or documents tabled at Committee Meetings, unless this is approved by Committee
 - (d) is internal correspondence between Club Committee members or between Members or Club participants and relates directly to Committee matters or any disciplinary matters
 - (e) are personal comments regarding a member, participant or other person that could be seen as derogatory or insulting or portray a negative image
 - (f) includes nicknames for club participants
 - (g) promotes activities other than those which fall under the purposes of the Club as defined in Rule 2
 - (h) are on topics not concerning chess or other any other activity approved by the Committee and played within the Club
 - (i) displays the name, image or personal information of any Club Member or participant without that person's prior permission

54 Registered address

The registered address of the Club is—

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

55 Notice requirements

- (1) Any notice required to be given on behalf of the Club to a Member or a Committee Member under these Rules unless stated otherwise may be given—
 - (a) by handing the notice to the Member personally; or
 - (b) by sending it by post to the Member at the address recorded for the Member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Any notice required to be given by a Member to the Club or the Committee may be given—
 - (a) by handing the notice to a Member of the Committee; or
 - (b) by sending the notice by post to the registered address; or

- (c) by leaving the notice at the registered address; or
- (d) if the Committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Club or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Club .

56 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The Committee may refuse to permit a Member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club .
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a Member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following—

 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Club .

57 Winding up and cancellation

- (1) The Club may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Club , the surplus assets of the Club must not be distributed to any members or former members of the Club .
- (3) Subject to the Act and any court order made under Section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.