



**CONSTITUTION**

**OF THE**

**KYNETON GOLF CLUB INC.**

December 2010

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## TITLE

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# **RULES OF KYNETON GOLF CLUB INCORPORATED**

## **1. Commencement**

These Rules shall come into operation on the first day of December 2006.

## **2. Repeal and Saving**

The Rules heretofore in force are hereby repealed but such repeal shall not affect the validity of any deed act or thing made or done under such repealed Rules.

## **3. Name**

The name of the Club shall be the **KYNETON GOLF CLUB INCORPORATED** ("the Club").

## **4. Statement of Purposes**

### **4.(i) Primary Objectives**

- a) To promote the sporting and social welfare of its Members.
- b) To provide golfing and other sporting facilities for its Members.
- c) To provide accommodation including a Club House and other conveniences for the Members of the Club and their guests.

### **4.(ii) Operational Objectives**

- a) To apply from time to time for registration pursuant to the provisions of the licensing Acts of the State of Victoria for the time being in force or for such licence or licences as it may be from time to time necessary to obtain whether pursuant to that Act or any other Act or Acts to enable the Club to provide for or sell to its Members liquor, tobacco or any other goods and to apply from time to time for the renewal or extension of any such registration or licence.
- b) To hold a Club Licence with a licensee as contemplated by the Liquor Control Act 1987.

- c) To acquire by purchase, lease or otherwise golf course/s and grounds and to lay out, prepare and maintain the same for golf or other athletic sports or pastimes, and to build or otherwise provide a Club House, workshops and other facilities in connection therewith and to alter, enlarge, repair, uphold and maintain the same and to furnish and from time to time refurnish the same.
- d) To purchase, take on lease in exchange or otherwise acquire any land, buildings, easements or property, both real or personal which may be required for the purpose of or conveniently used in connection with any of the objectives of the Club, and to sell, demise, mortgage, give in exchange or otherwise dispose of the same or any part or parts thereof from time to time and to grant easements in, through, over or upon any land and/or to acquire easements or other rights of any kind or nature over any other real or personal property.
- e) To purchase, hire, make or provide and maintain and/or to sell and deal in all kinds of furniture, plate, linen, golf clubs and balls, of all kinds of liquors, provisions and refreshments and/or personal property required or used by the Club and the Members thereof and all apparatus which may be conveniently used in connection with the course and grounds, Club House and other premises of the Club.
- f) To provide and maintain its facilities from the funds of the Club.
- g) To apply the income and property of the Club whence so ever derived solely towards the promotion of the objects of the Club as set forth in this Statement and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any persons who at any time are or have been Members of the Club or to any of them or to any person claiming through any of them PROVIDED HOWEVER that nothing herein contained shall prevent the payment in good faith or remuneration to any officer or servants of the Club or to any Member thereof or to any other person in return for any services actually rendered to the Club or the repayment of money advanced by any Member or person to or for the purposes of the Club or any of them or the payment of interest on money lent to the Club.
- h) To borrow or raise or secure the payment of money in such a manner as the Club shall think fit and in particular (but without limiting the generality of the foregoing) by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Club's property (both present and future) or without any such security and upon such terms and conditions as the Club shall think fit and to purchase, redeem or pay off any such securities at such times and in such manner and on such terms and conditions as the Club may from time to time consider desirable.

- i) To receive monies on deposit.
- j) To invest any monies of the Club not immediately required upon such securities and in such manner as may be deemed fit from time to time.
- k) To make, draw, give and accept, endorse, discount cheques, promissory notes and other negotiable instruments.
- l) To guarantee and/or indemnify the contracts and liabilities of others and to give security therefore.
- m) To insure against all risks, liabilities and eventualities as may seem advisable and to apply the proceeds of any claim under insurance in such a manner and for such purpose or purposes as shall be thought fit.
- n) To hire and employ workmen, employees and contractors and to pay them and other persons in return for services rendered to the Club salaries, wages, gratuities and pensions.
- o) To make application pursuant to the appropriate legislation from time to time enacted and currently in force or any re-enactment or amendment thereof to:
  - (i) The Victorian Casino or Gaming Authority for a Gaming Operator's Licence and/or Venue Operator's Licence or any other appropriate licence, permit or authority;
  - (ii) The Victorian Casino Control Authority for a provisional Casino Licence or any other appropriate licence, permit or authority;and to hold, transfer, renew, vary, remove or surrender any such licence, permit or authority if and when it is appropriate or opportune to do so and to do all such acts or things which may be necessary to protect any such licence, permit or authority.
- p) To make rules, regulations and by-laws for the proper governance of the Club and do all such other lawful things as are incidental or conducive to the attainment of the above objects and which may be calculated to advance directly or indirectly the interests of the Club.

#### **4.(iii) Accounting Objectives**

True accounts and records shall be kept of the Club's business and sums of money received and expended by the Club and the manner in respect of which receipts or expenditure takes place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to time and manner of

inspecting the same that may be imposed in accordance with the regulations of the Club such accounts and records shall be open to inspection by Members and relevant authorities.

## 5. Interpretation

“The Club” means “Kyneton Golf Club Inc”.

“Member” shall mean a member of the Club.

“The Act” shall mean the Associations Incorporation Act 1981. Headings of these Rules shall not be taken as part thereof or in any manner affecting the interpretation of the same.

Words importing the singular include the plural and vice versa.

Words imparting the masculine shall include the feminine and vice versa where the context so admits.

## 6. Club Structure and Administration

In accordance with these rules:

- 6(i) The Club shall comprise of Members elected to the specified membership categories. Members shall have entitlements and restrictions applicable to their respective membership category. Specified membership categories are:

<b>Main Body of Members</b>	<b>Other Members</b>
Golfing Members	Honorary Members
Country Golfing Members	Social Members
Junior Golfing Members	
Honorary Life Members	
Golfing Bowling Members	
Bowling Members	
Junior Bowling Members	

- 6(ii) The aggregate number of Members in categories of Social, Junior Golfing, Junior Bowling and Bowling Members shall not at any time exceed 40 per centum of the total membership of the Club excluding Honorary Members, and the number of Honorary Life Members shall not exceed 12.

- 6(iii) Members with such voting rights shall elect the Management Committee. The Management Committee has the responsibility to do all things necessary to achieve the Club's objectives.
- 6(iv) Women Golfing Members with such voting rights shall elect the Women's Golfing Committee to deal with matters which exclusively concern Women Golfing Members.
- 6(v) Bowling Members with such voting rights shall elect the Bowling Committee to deal with matters which exclusively concern Bowling Members.

## **7. Membership Credentials and Entitlements**

The following credentials and entitlements shall distinguish the membership categories:

### **7.(i) Golfing Members**

Any amateur golfer over the age of 18 years may be elected as a Golfing Member of the Club. Golfing Member entitlements include:

- Admission to the grounds of the Club at all times such as they are open and to compete in the Club competitions and tournaments.
- Use of the Club's facilities in accordance with the by-laws laid down by the Management Committee.
- Election of Office Bearers and Management Committee of the Club elected at an Annual or Extraordinary General Meeting.
- To stand for election as an Office Bearer or member of the Management Committee of the Club.
- To attend and vote at Annual and Extraordinary General Meetings of the Club.

Golfing Members are not entitled to play on the Club Bowling Green except for social games and with the permission of a person authorised by the Management Committee and shall be required to pay a green fee in accordance with the scale of green fees current at the time.

### **7.(ii) Country Golfing Members**

Any amateur golfer over the age of 18 years who permanently resides more than a specified distance measured in a direct line from the Post Office at Kyneton may be elected as a Country Member of the Club. The specified distance for Country Membership eligibility shall be determined by the Management Committee.

Country Golfing Member entitlements shall be the same as for Golfing Members.

### **7.(iii) Junior Golfing Members**

Any amateur golfer under the age of 18 years may be elected as a Junior Golfing Member of the Club. Junior Golfing Member entitlements and restrictions include:

- Admission to the grounds of the Club at all times such as they are open and to compete in the Club competitions and tournaments.
- Use of the Club's facilities in accordance with the by-laws laid down by the Management Committee.

They shall not be entitled:

- to play on the Club's Bowling Green except for social games and with the permission of a person authorised by the Management Committee and shall be required to pay a green fee in accordance with the scale of green fees current at the time.
- to vote on the election of Office Bearers and Management Committee of the Club elected at an Annual or Extraordinary General Meeting.
- to stand for election as an Office Bearer or member of the Management Committee of the Club.
- to vote at Annual or Extraordinary General Meetings of the Club.
- to be supplied with or allowed to consume liquor on the Club premises, should they be under the age of 18 years.

Junior Golfing Members shall on attaining the age of 18 years be transferred to Golfing Member category of membership but shall not be liable for the Golfing membership fee until the following year's subscription is due.

#### **7.(iv) Honorary Members**

The following persons may be elected as Honorary Members of the Club:

- a) Persons who are members of any recognised golf or bowling club who are temporarily visiting Kyneton may be elected as Honorary Members for any period not exceeding one month provided that they may not be elected on more than four occasions in any one year.
- b) Persons who have rendered distinguished service to the community or special services to the Club.
- c) Persons representing associations or bodies which control the games of golf or bowls and with which the Club is directly or indirectly affiliated.
- d) Persons competing in tournaments held with the permission of the Club and officials acting at such tournaments may be elected for any period not exceeding the duration of the said tournament.
- e) Persons participating in the games of golf or bowls on the Club's premises and having paid the prescribed fee and their accompanying supporters may be elected for a period of only one day at a time.

Entitlements and Restrictions include:

- They shall not introduce any visitors to the Club premises.
- Their membership may be cancelled at any time by the Management Committee, or any person authorised by the Management Committee.
- They shall not be entitled to be elected as an Office Bearer or member of the Management Committee of the Club.
- They shall not be entitled to vote at any meeting of the Club, or to speak thereat without the permission of the Chairman.
- They shall only be entitled to use a Golf Club Course or Bowling Green at such time or times and under such conditions as are prescribed by the Management Committee.

### **7.(v) Honorary Life Members**

Any Member who has rendered outstanding services to the Club may be elected an Honorary Life Member.

Honorary Life Member entitlements include:

- The same entitlements as a Golfing Member.
- They shall not so long as they remain Honorary Life Members, be required to pay any annual subscription.

The Honorary Life membership of any person may be revoked by a majority of Members present and entitled to vote at any Annual or Extraordinary General Meeting of the Club.

### **7.(vi) Social Members**

Any person over the age of 18 years may be elected as a Social Member.

Social Member entitlements include:

- Admission to the grounds of the Club at all times such as they are open.
- To use of the Club's facilities in accordance with the by-laws laid down by the Management Committee.

They shall not be entitled:

- to play on the Club's Golf Course or Bowling Green except with the permission of a person authorised by the Management Committee and shall be required to pay a green fee in accordance with the scale of green fees current at the time.
- to compete in the Club's competitions and tournaments.
- to vote at any meeting of the Club or speak thereat without the permission of the Chairman.
- to stand for election as Office Bearers or members of the Management Committee of the Club.

**7.(vii) Golfing Bowling Members**

Any amateur golfer over the age of 18 years may be elected as a Golfing Bowling Member of the Club.

Golfing Bowling Members shall have the same entitlements as Golfing Members, and in addition shall have the same entitlements as Bowling Members.

**7.(viii) Bowling Members**

Any bowler over the age of 18 years may be elected as a Bowling Member of the Club.

Bowling Members shall, subject to restrictions and by-laws set down by the Management Committee, be entitled:-

- To admission of the grounds of the Club at all times such are open.
- To use of the Club's facilities in accordance with the by-laws laid down by the Management Committee and in particular the Bowling Green.
- To be nominated by the Bowling Committee to stand for election and represent the Bowling Committee as a member of the Management Committee of the Club other than an Office Bearer, provided they are over the age of 18 years.
- To vote on all matters other than the election of Office Bearers at an Annual or Extraordinary meeting of the Club.

They shall not be entitled:

- to play on the Club Golf Course except for social rounds and with the permission of a person authorised by the Management Committee, and the payment of a green fee in accordance with the scale of fees current at the time.

**7.(ix) Junior Bowling Members**

Any bowler under the age of 18 years may be elected as a Junior Bowling Member of the Club.

Junior Bowling Member entitlements and restrictions shall include:

- Admission to the grounds of the Club at all times such as they are open and to compete in the Club's competitions and tournaments.
- Use of the Club's facilities in accordance with the by-laws laid down by the Management Committee, and in particular the Bowling Green.

They shall not be entitled:

- to play on the Club Golf Course except for social games and with the permission of a person authorised by the Management Committee and shall be required to pay a green fee in accordance with the scale of green fees current at the time.
- to vote on the election of Office Bearers and Management Committee of the Club elected at an Annual or Extraordinary General Meeting.
- to stand for election as an Office Bearer or member of the Management Committee of the Club.
- to vote at any meeting of the Club, or to speak thereat without the permission of the Chairman.
- to be supplied with or allowed to consume liquor on the Club premises.

Junior Bowling Members shall on attaining the age of 18 years be transferred to Bowling Member category of membership, but shall not be liable for the Bowling membership fee until the following year's subscription is due.

## **8. Election of Members**

### **8.(i) Election of Golfing Country Golfing, Junior Golfing, and Golfing Bowling Members:**

Every candidate for membership shall be proposed by one and seconded by another current Golfing, Bowling, Country, Golfing Bowling or Honorary Life Member, or the Club Manager or Professional.

In all cases the candidate must be personally known to both the proposer and seconder who shall so certify the nomination form.

Every application for membership shall be in writing in a form approved by the

Management Committee, contain the full name and address of the applicant, be signed by the proposer and seconder, and be delivered to a person nominated by the Management Committee.

Within a week of receipt, every such application shall be displayed in a conspicuous place in the Club premises for at least one week before the election of the candidate.

Candidates for such membership shall be elected by the Management Committee at the next Management Committee meeting and one adverse vote in three shall exclude such candidate from membership.

A record shall be kept of the number of Members voting at all elections of Members of the above classes.

#### **8.(ii) Election of Honorary, Honorary Life, Social, Bowling and Junior Bowling Members:**

**a) Honorary Members** — The Club Manager, Professional or any member of the Management Committee may elect an Honorary Member to the Club.

Such persons upon electing an Honorary Member to the Club must ensure their name is included as the elector, along with records of the names and addresses of all such Honorary Members and the occasion and period of membership are entered to the Club Honorary Members records.

The Club Manager, Professional, any member of the Management Committee and any person authorised by the Management Committee shall have the power to cancel the membership of any Honorary Member without notice and without assigning any cause therefore.

**b) Honorary Life Member** -- Any Member who has rendered outstanding services to the Club may be nominated by the Management Committee as an Honorary Life Member of the Club. An election of a Life Member shall not be effective until endorsed by a majority of Members present and entitled to vote at any Annual General Meeting of the Club.

**c) Social Members** — Any person over the age of 18 years may upon giving notice to the Management Committee be elected as a Social Member. Candidates for such membership shall be elected by the Management Committee at the next Management Committee meeting and one adverse vote in three shall exclude such candidate from membership.

- d) Bowling and Junior Bowling Members** — Each application for Bowling or Junior Bowling membership must be completed and submitted as for membership specified in clause 8.(i).

Every candidate for Bowling membership and Junior Bowling membership shall first be elected by the Bowling Committee and one adverse vote in three shall prevent such candidate from being elected as aforesaid. If so approved, and within one week of the election, the nomination form for such candidate, suitably endorsed, shall then be sent by the Bowling Committee to the Management Committee for endorsement or otherwise.

### **8.(iii) Confirmation of Membership**

Except for Honorary Members, within seven days of the election or endorsement of a new Member or a Member's change of membership category, the Management Committee shall cause the provision of, either by post or delivering to him or her personally, a written notice confirming their election to the respective membership category subject to payment of applicable fees, and details of the applicable fees.

If within one month of such notice such fees are not paid, the election shall be null and void.

Upon receipt of the nominated subscription such membership shall be confirmed, and the applicant shall be enrolled on the books of the Club as a Member.

A copy of the Club Constitution ( The Rules of Kyneton Golf Club Inc. ) shall be displayed in the Club House.

## **9. Membership Subscriptions, Fees and Conditions**

### **9.(i) Subscriptions and Fees**

Subscriptions for any category of membership shall be the subscriptions set by the Management Committee from time to time.

Within any category of membership the Management Committee may specify groups and sub-groups and set such subscriptions as it deems appropriate for all Members within the specified groups or sub-groups.

No person shall be relieved of the payment of the subscription appropriate to his or her class of membership except by the expressed and written permission of the Management Committee.

All subscriptions, except Bowling and Junior Bowling Members subscriptions, shall be due and payable on the first day of July, provided that such subscriptions may upon application to the Honorary Treasurer be payable by instalments, but such instalments are not to exceed four in the one year.

Bowling and Junior Bowling Member subscriptions shall be due and payable on the first day of September.

New Members elected after the first day of October in any year may, at the sole discretion of the Management Committee, be levied such fees as it deems appropriate, and the membership subscription component charged for that year based on the number of months from the date of application for membership to the next date from which subscriptions shall be payable. Such pro-rata subscriptions shall be payable in a single payment and not by instalment.

The entrance fee shall be the entrance fee as set by the Management Committee from time to time. Any entrance fee must be paid in full with the initial subscription.

Fees may also be imposed in accordance with. sub-rule 9(ii)a)

## **9(ii) Subscription Not Paid**

Any Member, except for a Bowling or Junior Bowling Member, whose subscription is due by 1 July and who is otherwise eligible to compete in Club matches or events or for prizes shall not, after the first day of August, so compete unless all monies due by him or her to the Club shall have been paid.

Any Bowling or Junior Bowling Member whose subscription is due by 1 September and who is otherwise eligible to compete in Club matches or events or for prizes shall not, after the first day of October, so compete unless all monies due by him or her to the Club shall have been paid.

Any Member who by arrangement with the Honorary Treasurer is paying their subscription by instalments, and is otherwise eligible to compete in Club matches

or events or for prizes shall not, after the day the subscription or subscription instalment is due, so compete unless all monies due by him or her to the Club shall have been paid.

In addition, if the subscription or subscription instalment of any Member be not paid by or on the due date the Management Committee shall:

- a) Impose a fine for late payment; and if all due fees are not paid within one month of the due date
- b) Direct that his or her name be removed from the Club books and thereupon he or she shall cease to be a member.

However such Member may, if the conditions and procedure hereof are complied with and all monies due by the Member to the Club be paid, be re-instated as a Member by the Management Committee at its discretion.

### **9.(iii) Ex-Member Rejoining**

Any Member who has resigned and who has previously paid an entrance fee may at the discretion of the Management Committee be re-elected as a Member without payment of another entrance fee.

### **9.(iv) Membership Conditions**

- a) The membership of the Club shall consist of all persons who at the date of adoption of these Rules were Members of the Club pursuant to the Rules in force immediately prior to the adoption of these Rules and all persons who, subsequent to the adoption of these Rules, are elected as Members of the Club in accordance with these Rules.
- b) Every Member shall be bound to observe and comply with the Rules of the Club for the time being and by-laws and regulations made by the Management Committee and resolutions passed at Annual and Extraordinary General Meetings.
- c) Any Member shall be bound to pay any calls, levies, or imposts which may be made from time to time by the Management Committee.
- d) No Member shall, except for services rendered to the Club with the permission of the Management Committee receive any salary or funds from the Club.
- e) Unless authorised by the Management Committee, no Member shall

reprimand any employee or contractor of the Club.

- f) No Member shall cause any paper or placard, written or printed, to be put up in the Club House or on the Club premises without the sanction of the Management Committee or person authorised by the Management Committee.
- g) No games of chance or dice shall be played in the Club House or on Club premises.

## **10. Resignation of Members**

Any Member may at any time by giving written notice to the Secretary resign his membership from the Club. Upon receipt of such notice by the Secretary such person shall immediately cease to be a Member of the Club but he or she shall continue liable for any subscription and/or other monies due and unpaid to the Club at the date of such resignation.

A Member retiring from the Club or ceasing from any cause to be a Member thereof shall not be entitled to nor have any claim upon any portion whatsoever of the property of the Club nor the assets thereof.

## **11. Breach of Rules - Expulsion**

In addition to Rule 9(ii) "Fees Not Paid", if any Member shall refuse or neglect to comply with the provisions of the Rules or by-laws of the Club or shall be guilty of conduct unworthy of a Member such Member shall be liable to suspension or expulsion by a resolution of a three fourths majority of the Management Committee present provided that at least one week before the meeting at which such resolution is proposed he/she shall have had notice thereof and of the intended resolution for his/her suspension or expulsion and that he/she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he/she may think fit. A Member expelled under this Rule shall forfeit all right in and claim upon the Club and its property (except under any debenture or debentures held by him/her).

## **12. Complaints, Grievance or Rulings Procedure**

### **12.(i) Rules of Golf or Bowls**

The complaint, grievance or ruling shall be referred to the Captain of the relevant committee, who will either provide a determination to the complainant or refer the complaint, grievance or ruling to the relevant ruling body for a determination.

## 12.(ii) Other than Rules of Golf or Bowls

- a) Complaints - All complaints shall be made, in writing, to the Secretary of the Management Committee who, if he shall be unable to deal with them, shall submit them to the Management Committee whose decision shall be final.
- b) Disputes- If there is a dispute between a Member and another Member of the Club or a Member of the Club and the Club, the following provisions shall apply :
  - (i) The parties 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;
  - (ii) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting then the parties within 10 days hold a meeting in the presence of a mediator.

The mediator must be a person chosen by agreement between the parties ; or –

In the absence of agreement —

In the case of a dispute between a Member and another Member, the Management Committee of the Club ; or -

In the case of a dispute between a Member and the Club, a person who is a member of the Dispute Settlement Centre of Victoria (Department of Justice);

- a Member of the Club can be a mediator;
- the mediator cannot be a Member who is a party to the dispute;
- any fees payable shall be paid one-half each by the parties to the dispute unless the mediator otherwise determines.

## 13. Management Committee

### 13.(i) Responsibilities, Composition, Vacancies and Term of Office

- a) **Responsibilities** - All business and affairs of the Club shall be under the management of the Management Committee elected in the manner provided for in sub-clause 13 (iii).

- b.) **Composition** - The Management Committee shall consist of six "Office Bearers" -- a President, Vice-President, Captain, Vice Captain, Honorary Treasurer and Honorary Secretary, and "six other members".

Golfing Members, Country Golfing Members and Honorary Life Members may be elected as Office Bearers and Management Committee members, and a Women Golfer Member nominated by the Women's Golfing Committee and a Bowling Member nominated by the Bowling Committee may be elected and included in the "six other members".

- c) **Vacancies** - For the purpose of these Rules, the office of an Office Bearer of the Club or a position of a member of the Management Committee becomes vacant if the officer or member ceases to be a Member of the Club, becomes an insolvent under administration within the meaning of the Companies (Victoria) Code, or resigns his office by notice in writing given to the Secretary, or an Annual or Extraordinary General Meeting resolves to remove any Office Bearer from his office or committee member from the Management Committee.

Six members of the Management Committee including at least one Office Bearer shall form a quorum, and the continuing members of the Management Committee may act notwithstanding a vacancy or vacancies in their body. Vacancies may be filled in accordance with sub-clause clause 13 (iv), and should the number of Management Committee members fall below seven, the Management Committee shall act in accordance with sub-clause 13(iv).

- d) **Term of Office** - The Management Committee in office at the date of commencement of these Rules shall hold office until the hand over to the Management Committee elected at the next Annual General Meeting.

Subsequent Management Committees shall hold office from the Annual Meeting at which they are elected, to the hand over at the next Annual Meeting to the Management Committee elected at that Meeting.

### 13.(ii) Office Bearers

- a) **President** - The President is both the business and social head of the Club and is responsible for the well being, setting and maintenance of standards, and progress of the Club.

The President shall preside over all Club and Club Management matters and meetings, or nominate a substitute, and has a duty and responsibility for the conduct and recording of such meetings and follow through of resultant action/s.

The President is an ex-officio member of all sub-committees, and is responsible for Supervision and Control of all Club matters.

b) **Vice President** - The Vice President shall by agreement with the President assist the President in his responsibilities and duties.

c) **Secretary** — The Secretary shall:

- \* if possible attend all meetings of the Management Committee and Annual and Extraordinary General Meetings of the Club and record the minutes, which shall include all resolutions and proceedings of all meetings, in a record to be kept for that purpose;

- \* conduct all correspondence in connection with the general business of the Club’;

- \* prepare for submission to the Annual General Meeting of the Club the report of the Management Committee on the activities of the Club during the year;

- \* cause to be kept a register of the Members of the Club setting forth the name in full and address and occupation of each Member of the Club and the date of the latest payment of his subscription; and

- \* in any other respect he shall carry out those duties usually associated with the office of Secretary.

Except as otherwise provided in these Rules the Secretary shall keep in his custody or under his control the Common Seal of the Club and all books documents and securities of the Club and these shall be open to the inspection of the Members at any mutually agreed time within seven days of such notice being given to the Secretary.

d) **Honorary Treasurer** - The Treasurer shall be responsible to collect all monies on behalf of the Club, give receipts for the same and pay them into the Club’s bank account and shall keep the accounts of the Club and shall make up the annual Statement of Accounts and Balance Sheet of the Club to the 30th day of June in each year and provide the Statement to the appointed auditor/s. Correct accounts and books shall be kept showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature.

The Treasurer shall keep in his custody or under his control all such books and accounts of the Club, and these shall be open to the inspection of the Members at any mutually agreed time within seven days of such notice being

given to the Treasurer.

- e) **The Captain** - The Captain shall preside over all the Club's matches and competitions. He shall place the players in order of play; he shall see that Members adhere to the Rules and etiquette of golf and subject to the Rules of Golf his decision shall be paramount on all questions arising out of the play then in progress.
- f). **Vice Captain** - The Vice Captain shall by agreement with the Captain assist the Captain in his responsibilities and duties.

### 13.(iii) Election of Management Committee

The Management Committee shall be elected for a period of not less than twelve months by the general body of Members eligible to vote in the following manner:-

- a) Any two Golfing, Country Golfing, Honorary Life or Golfing Bowling Members may nominate a Member of such aforesaid class to serve as an Office Bearer or member of the Management Committee, and any two Women Golfing committee members may nominate a Women Golfing Member, and any two Bowling Members may nominate a Bowling Member, to represent their respective committees on and serve as a Management Committee member.
- b) The name of each candidate so nominated and the position for which he is nominated shall be submitted in writing to the Secretary at least fourteen days before the Annual General Meeting and such nomination shall be signed by the proposer and seconder with the consent of the Member so nominated endorsed thereon. Such nomination shall be displayed in a prominent position in the Club premises for at least seven days before the Annual General Meeting.
- c) Should the number of nominations for any position exceed the number of vacancies, ballot papers shall be prepared containing the names of the candidates so nominated and each Member present at the Annual General Meeting and eligible to vote shall be entitled to vote for any number of candidates not exceeding the number of vacancies. Those candidates receiving the highest number of votes shall be declared elected. If two or more candidates receive an equal number of votes, the Chairman shall exercise a second or casting vote.
- d) If more or less than the exact number of candidates required to be elected are left on any ballot paper such votes shall be invalid.
- e) Should the number of nominations not exceed the number of vacancies the

Members so nominated shall be declared duly elected at the Annual General Meeting.

### **13.(iv) Vacancies Election**

In the case of a vacancy occurring among the Office Bearers of the Club or Management Committee members, the Management Committee may by notice posted in the Club House, give notice of its intention to fill such vacancy from the Members of the Club who are eligible to fill such vacancy. Such notice shall state the reason for the casual vacancy and the name of the person nominated to fill the vacancy.

If a written objection is received from a Golfing, Country Golfing, Honorary Life, Golfing Bowling or Bowling Member by the Management Committee within two weeks of the notice being posted in the Club House, the Management Committee shall, prior to the appointment or rejection of the nominated person to fill the vacancy, consider and take appropriate action in respect to the objection.

### **13.(v) Specific Powers of Management Committee**

The Management Committee without prejudice to the general powers conferred by these Rules shall have the following specific powers:-

- a) In addition to the powers herein specifically conferred upon it, the Management Committee shall have the control of the finances of the Club, power to engage, control and dismiss Club employees and contractors, and all such administrative powers as may be necessary for properly carrying out the objectives of the Club in accordance with these Rules.
- b) To purchase or otherwise acquire for the Club any property, rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit, subject to the purchase or sale of major asset limits established from time to time at Annual or Extraordinary Meetings.
- c) To secure the fulfillment of any contracts or engagements entered into by the Club.
- d) On receiving the consent of a majority of at least two thirds of all effective Members of the Club eligible to vote at the Annual Meeting or an Extraordinary General Meeting called for that purpose, sell at such prices as deems expedient or to exchange on such terms as it considers desirable any land of the Club.

- e) To make, alter and repeal all such by-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Club and in particular but not exclusively, they may by such bylaws regulate:
- \* The times of opening and closing the Course or grounds, Club House and premises of the Club or any part thereof.
  - \* The rules to be observed and prizes or stakes to be played for by Members of the Club playing any games on the premises of the Club.
  - \* The prohibition of particular games on the premises of the Club entirely Or at any particular time or times.
  - The conduct of Members of the Club in relation to one another and to the Club's employees and contractors.
  - Wearing apparel of Members whilst in the Club House or on the Course.
  - The procedure at Annual and Extraordinary General Meetings and meetings of the Management Committee.
  - All such matters as are commonly the subject matter of Club by-laws or regulations.
- f) The Management Committee shall adopt such means as it may deem sufficient to bring to the notice of Members of the Club all such by-law amendments and repeals and all such by-laws so long as they shall be in force shall be binding on all Members of the Club. Provided nevertheless that no by-law shall be inconsistent with or shall affect or repeal anything contained in these Rules and shall be read as consistent with and not infringing the provision of the Licensing Acts of the State of Victoria and any amendments thereto or consolidation thereof and that any by-laws may be set aside by a Special Resolution of an Annual or Extraordinary General Meeting of the Club.
- g). To appoint, remove and define the duties, functions, powers and privileges of sub-committees, employees and contractors in respect to management of the Club.

### **13.(vi) Financial Accounting**

The Management Committee shall administer all financial affairs of the Club in accordance with the accounting objectives and Rules of the Club.

The funds of the Club shall be derived from the entrance fees (if any), annual subscriptions, donations and such other sources as the Management Committee may determine.

The banking of the Club shall be kept with such bank as the Management Committee from time to time shall determine.

All cheques or withdrawals drawn on such account shall be signed by the Club's President, Honorary Secretary and Honorary Treasurer or any two of them;

- and for expenditure pertaining to their specific Committee and under such conditions as determined by the Management Committee:

- the Women's Golfing Committee President, Secretary and Treasurer or any two of them; and
- the Bowling Committee President, Secretary and Treasurer or any two of them.

The Honorary Treasurer shall keep in his custody and under his control all books and accounts necessary to record the true accounts of receipts, expenditure, borrowing and financial dealings of the Club.

Such accounts and records shall be open to the inspection of the Members at any mutually agreed time within seven days of such notice being given to the Treasurer.

The annual Statement of Accounts and records of the Club from 1<sup>st</sup> July to 30<sup>th</sup> June each year shall be compiled by the Treasurer and examined by one or more properly qualified auditor or auditors appointed at the previous Annual General Meeting.

The appointed auditor or auditors shall audit the annual Statement of Accounts and records, and shall certify such Statement or otherwise before the Annual General Meeting and report to the Management Committee on their finding.

### **13.(vii) Borrowing**

If at any time an Annual or Extraordinary General Meeting shall pass a resolution authorising the Management Committee to borrow money, the Management Committee shall thereupon be empowered to borrow for the purposes of the Club such amount of money either at one time or from time to time and at such rate of interest and in such form and manner and upon such security as shall be specified in such resolution and thereupon the Management Committee shall make all such disposition of the Club property or any part thereof and enter into

such agreements in relation thereto as the Management Committee may deem proper for giving security for such loans and interest. All Members of the Club whether voting on such resolution or not and all persons becoming Members of the Club after passing of such resolutions shall be deemed to have assented to the same as if they had voted in favour of such resolution.

### **13.(viii) The Common Seal**

The Common Seal of the Club shall be kept in the custody or under the control of the Secretary. The Common Seal shall not be affixed to any instrument except by the authority of the Management Committee and the affixing of the Common Seal shall be attested by the signature of either two members of the Management Committee or of one member of the Management Committee and of the Public Officer of the Club.

### **13.(ix) Management Committee Meetings**

Management Committee Meetings shall be held at such times as determined by the Management Committee and notice of such meetings shall be at the discretion of the President.

The purpose of such meetings shall be to manage the Club business and affairs as prescribed within these Rules.

Six Members, including an Office Bearer must be personally present to form a quorum at a Management Committee Meeting.

The President shall be entitled to take the chair at every Management Committee meeting.

If the President is not present within 15 minutes of the meeting's appointed time or if he has previously arranged, the Vice President or Management Committee member nominated by the President or the meeting shall be entitled to take the chair.

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same hour and place.

If at such adjourned meeting a quorum is not present those Management Committee members who are present shall be a quorum and may transact the business for which the meeting was called.

Minutes of all Management Committee meetings and of all resolutions and proceedings of the Management Committee shall be recorded by the Secretary

in a record to be kept for that purpose.

Any motion put to a Management Committee Meeting shall be decided by a show of hands. In case of equality of votes, the Chairman shall have a second or casting vote.

When questions of order, procedure or interpretation of the Rules shall arise at Management Committee Meetings, the ruling of the Chairman shall be accepted as final.

#### **14. Women's Golfing Committee**

The Women's Golfing Committee shall, subject to the Management Committee, have power to deal with matters which exclusively concern the interest of Women Golfing Members who are eligible to play golf, provided that no resolution shall be opposed to these Rules or the provision of the Licensing Acts and further shall be subject to rescission by the Management Committee should it deem fit.

The Women Golfing Members shall, on or before 31 October of each year elect a Committee consisting of a President, Vice-President, Captain, Vice-Captain, Secretary and Treasurer-- the "Office Bearers", and any number of Committee members as they shall determine from time to time subject to the approval of the Management Committee.

Notice of intention to hold such election shall be posted in the Club House at least fourteen days before the date of election.

Those eligible for nomination to, and those eligible to vote at the election to the Women's Golfing Committee shall be Women Honorary Life Members, Women Golfing Members, Women Country Golfing Members, and Women Golfing Bowling Members who have paid all entrance fees and / or subscriptions and any other monies due to the Club at the time of such meeting.

The procedure to be followed on such elections shall be as prescribed by Sub-clauses 13(iii) and 13(iv) with the necessary modifications.

The Women's Golfing Committee Office Bearer responsibilities shall be the same in respect to the Women's Golfing, Committee as the Management Committee Office Bearers are to the Management Committee.

The President, Vice-President or person nominated by the President shall convene and chair Women's Golfing Committee meetings, and any four

members including the nominated Chairman shall form a quorum.

The Women's Golfing Committee shall nominate a Women Golfing Member to represent the Women's Golfing Committee on the Management Committee each year.

Any unresolved complaints, grievances or rulings which are the business of the Women's Golfing Committee or Women Golfers, shall be resolved in accordance with Clause 12.

## **15. Bowling Committee**

The Bowling Committee shall, subject to the Management Committee, have power to deal with matters which exclusively concern the interests of the Bowling Members, provided that no resolution shall be opposed to these Rules or the provisions of the Licensing Acts and further shall be subject to rescission by the Management Committee should it deem fit.

The Bowling Members shall, on or before the 30th day of June of each year elect a Committee consisting of a President, Vice-President, Honorary Secretary, Honorary Treasurer and any number of Committee members as they shall determine subject to approval by the Management Committee.

Notice of intention to hold such election shall be posted in the Club House at least fourteen days before the date of election.

Those eligible for nomination to and those eligible to vote at the election to the Bowling Committee shall be Bowling Members and Golfing Bowling Members who have paid all entrance fees and/or subscriptions and any other monies due to the Club at the time of such meeting.

The procedure to be followed on such elections shall be as prescribed, by Sub-clauses 13(iii) and 13(iv) with the necessary modifications.

The Bowling Committee Office Bearer responsibilities shall be the same in respect to the Bowling Committee as the Management Committee Office Bearers are to the Management Committee.

The President, Vice-President or person nominated by the President shall convene and chair Bowling Committee meetings, and any four members including the nominated Chairman shall form a quorum.

The Bowling Committee shall nominate a Bowling Member to represent the Bowling Committee on the Management Committee each year.

Any unresolved complaints, grievances or rulings which are the business of the

Bowling Committee or Bowling Members, shall be resolved in accordance with Clause 12.

## **16. Annual General Meetings and Extraordinary General Meetings**

Meetings of the Club shall be Annual General Meetings and Extraordinary General Meetings.

### **16.(i) Annual General Meeting**

The Annual General Meeting of the Club shall be held in the month of November of each calendar year.

The Annual General Meeting shall mean the yearly meeting called to deal with the Annual Report, Statement of Accounts and Balance Sheet and for the purpose of election and installation of the members of the Management Committee of the Club for the following year.

Business at the Annual General Meeting shall include :-

- To receive, deal with and, if approved, adopt the Annual Report, Statement of Accounts and Balance Sheet submitted by the Management Committee and endorsed by the Auditor.
- . To elect and / or install the members of the subsequent Management Committee.
- To deal with any special motions.
- To appoint an auditor or auditors for the subsequent year.
- To review the Management Committee purchase or sale of major asset limits.
- To transact any other business which, under these Rules ought to be transacted at an Annual General Meeting.

### **16.(ii) Extraordinary General Meetings**

“Extraordinary General Meeting” shall mean any meeting of Members of the Club called in accordance with this Rule to deal with special motions or matters requiring Club endorsement.

The Management Committee may whenever it shall think fit or shall upon requisition made in writing and signed by ten or more Golfing, Bowling, Country or Honorary Life Members, convene an Extraordinary General Meeting by giving notice in accordance with Clause 16 (iv).

### **16.(iii) Requisition — Extraordinary General Meeting**

Every such requisition shall clearly express the objects of the meeting proposed to be called and shall be deposited with the Secretary who shall forthwith submit same to the Management Committee.

Upon receipt of such requisition the Management Committee shall forthwith proceed to convene an Extraordinary General Meeting and if it does not proceed to convene the same within twenty one days from the date of the requisition being so deposited with the Secretary, the requisitionists or a majority of them may, themselves, convene the Meeting but any meeting so convened shall not be held after three months have elapsed after the deposit of the requisition with the Secretary.

### **16.(iv) Notice of Meetings**

At least seven days notice of any Extraordinary General Meeting or at least twenty one days notice of any Annual General Meeting, specifying the business to be transacted and the day, place and hour of meeting, shall be given to every Member entitled to vote thereat by advertisement in the “Kyneton Guardian” and / or “The Midland Express” and notice posted on the Club’s Notice Board.

### **16.(v) Place of Meetings and Minutes**

All meetings for the transaction of business shall be held in the Club House or at such other place as decided by the Management Committee. Minutes of all meetings and of all resolutions and proceedings of the meetings shall be recorded and kept by the Secretary.

### **16.(vi) Quorum**

Ten Members, other than Management Committee members, eligible to vote and personally present shall be a quorum for an Extraordinary General Meeting or

Annual General Meeting, and no business shall be transacted at those meetings unless a quorum be present at the commencement of business.

#### **16.(vii) Chairman**

The President shall be entitled to take the chair at every Meeting, but if he is not present within 15 minutes after the time appointed for holding such meeting the Vice-President, if present, shall be entitled to take the chair. If, however neither the President nor the Vice-President be present as aforesaid, the Members present shall choose another member of the Management Committee and if no member of the Management Committee be present or if all the members of the Management Committee present decline to take the chair, then the Members present shall choose one of their number to be the Chairman.

#### **16.(viii) Notice of Special Motions**

Any Member who is eligible to vote at an Annual or Extraordinary General Meeting and who is desirous of bringing forward any business of an important or special nature for consideration at an Annual or Extraordinary General Meeting shall forward to the Secretary, not later than twenty-one days immediately preceding an Annual General Meeting or seven days immediately preceding an Extraordinary General Meeting, a notice in writing signed by himself and one other eligible Member as aforesaid as seconder stating in concise terms the motion he wishes to move.

#### **16.(ix) Exercise of Powers**

Anything which, under these Rules, may be done by the Club, may be done either at an Annual or Extraordinary General Meeting provided that due notice be given in accordance with these Rules.

#### **16.(x) When Quorum Not Present**

If within half an hour from the time appointed for an Annual or Extraordinary General Meeting a quorum is not present, the Meeting shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same hour and place.

If at such adjourned Meeting a quorum is not present those Members who are present shall be a quorum and may transact the business for which the Meeting was called.

**16.(xi) Adjournment**

The Chairman may with the consent of the Meeting adjourn any Annual or Extraordinary General Meeting from time to time and place to place but no business shall be transacted at any such adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

**16.(xii) Notice of Adjournment to be Given**

If any Annual or Extraordinary General Meeting shall be adjourned whether for want of a quorum or otherwise, at least three days notice of such adjournment shall be given to the Members by advertisement in the "Kyneton Guardian" and/or "The Midland Express" and notice posted on the Club's Notice Board.

**16.(xiii) Eligibility to Vote and How Motions are to be Decided**

At any Annual or Extraordinary General Meeting only Golfing Members, Honorary Life Members, Country Golfing Members, Golfing Bowling Members and Bowling Members who have paid all entrance fees and / or subscriptions and any other monies due by him to the Club at the time of each Meeting and voting in person shall be eligible to vote. Proxy votes will not be accepted.

Every motion submitted to an Annual or Extraordinary General Meeting shall be decided by a show of hands. In case of equality of votes, the Chairman shall have a second or casting vote.

**16.(xiv) Chairman's Decisions to be Final**

At all Annual and Extraordinary General Meetings when questions of order, procedure or interpretation of the Rules shall arise, the ruling of the Chairman shall be accepted as final.

**16.(xv) Resolutions Binding on Members**

All resolutions passed at Annual and Extraordinary General Meetings shall be conclusive and binding on all Members of the Club, whether they shall be

present at such Meetings or not.

## **17. Alteration of Statement of Purposes and Rules**

No new Purpose or Rule shall be made or any existing Purpose or Rule altered or repealed except at an Annual or Extraordinary General Meeting, and then only upon the motion being carried by a majority of three-fourths of the Members of the Club eligible to vote voting in person. Proxy votes will not be accepted.

A copy of the proposed new Purpose or Rule alteration or repeal as aforesaid shall be delivered to the Honorary Secretary at least twenty one days preceding the Annual General Meeting and at least seven days preceding an Extraordinary General Meeting, and shall be inserted in the notice convening such Meeting at which the proposed new Purpose or Rule alteration or repeal is to be brought, and notice thereof shall be posted on the Notice Board of the Club seven days before such Meeting.

## **18. Licensing Restrictions**

- a) No person shall receive a greater profit, benefit or advantage from the Club than that received by every Member thereof other than a remuneration or honorarium approved by the Liquor Control Commission for work done by the Secretary, Treasurer or other officer of the Club or salary or wages paid to employees.
- b) A visitor may not be supplied with liquor in the Club premises unless in the company of a Member.
- c) No liquor shall be sold or supplied to any person under the age of eighteen years.
- d) No liquor shall be sold or supplied for consumption elsewhere than on the Club premises unless such liquor is removed from the premises of the Club by a Member purchasing same.
- e) No person under eighteen years of age except persons who are being trained as waiters and not allowed to serve behind the bar shall be employed in the

Club House.

- f) No payment or part payment to any Secretary, Manager or other officer of the Club or servant of the Club shall be made by way of commission or allowance from or upon the receipt of the Club for liquor supplied.
- g) Liquor shall only be sold or disposed of in the Club at such time or times and upon such conditions as are specified in the Licence and Permits under the Liquor Control Reform Act 1998 held by the Club from time to time.
- h) While and so long as the Club is licensed under the Liquor Control Act the Secretary shall, within one month from the making of any amendment or alteration in the Rules of the Club, forward to the Director of Liquor Licensing Victoria a certified copy of such amendment or alteration.
- i) The Management Committee may at its discretion authorise application (to be made by the person responsible as licensee on behalf of the Club) to Liquor Licensing Victoria for a Limited Licence for a particular function or particular occasion or series of functions or occasions provided that before granting such authority the Management Committee shall satisfy itself that the holding of the particular function or particular occasion will not unduly interfere with the enjoyment by Members of the facilities of the Club.
- j) Any Member other than an Honorary Member may introduce visitors to the privileges of the Club House, golf Course and Bowling Green on such conditions and regulations as may be prescribed by the Management Committee.
- k) Each visitor's name and address and the name of the Member introducing such visitor shall be entered in their own handwriting in the Visitor's Book and payment of any fee prescribed from time to time by the Management Committee for the use by visitors of the golf Course and Bowling Green playing facilities shall be made prior to play.
- l) The Management Committee may dispense with payment of such fee in respect to any visitor.
- rn) A Member shall not introduce more than three visitors at the one time to the Club's facilities and the same visitor shall not be introduced more than once each month.

**19. Rules of Golf and Bowls**

The Rules of the Game of Golf and of Bowls as adopted from time to time by the Royal and Ancient Golf Club of St Andrews and the Royal Victorian Bowlers Association respectively, shall be adopted by the Club except insofar as they may be modified or varied in accordance with those Rules.

**20. Dissolution of Club**

In the event that the Club be wound up the provisions of Part V111 of the Associations Incorporation Act 1981 as amended shall apply.