Rules of the
WCC Licensee Incorporated

1. NAME OF THE INCORPORATED ASSOCIATION 5
2. INTERPRETATIONS & DEFINITIONS 5
3. INTERPRETATION OF RULES 7
4. STATEMENT OF PURPOSES 8
5. MEMBERSHIP 8
6. CLASSES OF MEMBERSHIP 9
7. APPLICATION FOR SOCIAL OR JUNIOR MEMBERSHIP 12
8. APPLICATION FOR ORDINARY MEMBERSHIP 13
9. GOLF SECTION 14
10. REGISTER OF MEMBERS 15
11. CESSATION OF MEMBERSHIP 15
12. DISCIPLINE 15
13. DISPUTES AND MEDIATION 18
14. FEES & SUBSCRIPTIONS 19
15. CALLS 19
16. FUNDS 19
17. PAYMENTS 19
18. ANNUAL GENERAL MEETINGS 20
19. SPECIAL GENERAL MEETINGS 20
20. NOTICE OF MEETINGS 21
21. USE OF TECHNOLOGY 21
22. PROCEEDINGS AT MEETINGS 21
23. VOTING AT GENERAL MEETINGS 22
24. PROXIES 23
25. NON-COMPLIANCE WITH RULES 23
26. THE COMMITTEE OF MANAGEMENT 23
27. DELEGATION 24
28. TERM OF COMMITTEE MEMBERS 24
29. NOMINATIONS OF CANDIDATES FOR ELECTION AS COMMITTEE MEMBERS 25
30. ELECTION CRITERIA 25
31. BALLOT FOR COMMITTEE MEMBERS 26
32. ELECTION OF CHAIRMAN 27
33. CASUAL VACANCIES 27
34. REMOVAL OF COMMITTEE MEMBER 29
35. PROCEDURE OF THE COMMITTEE 29
36. VALIDATING ACTS OF THE COMMITTEE 30
37. MANAGER 30
38. SUBCOMMITTEES 31
39. CONFLICT OF INTEREST 31
40. LEAVE OF ABSENCE 31
41. INDEMNITY 31
42. APPLICATION OF PROFIT 32
43. SUPPLY OF LIQUOR 32
44. VISITORS TO THE CLUB 32
45. VISITORS' REGISTER 32
46. ALTERATION OF RULES AND STATEMENT OF PURPOSES 32
47. NOTICES 33
48. WINDING UP OR CANCELLATION 33

49. CUSTODY, RETURN AND INSPECTION OF BOOKS AND RECORDS 33
50. COMMON SEAL 33

1. NAME OF THE INCORPORATED ASSOCIATION

The name of the Incorporated Association is **WCC LICENSEE INCORPORATED (the Club).**

2. INTERPRETATIONS & DEFINITIONS

2.1 In these Rules unless a contrary intention appears:

The term:	*means:*
Act	the *Associations Incorporation Reform Act 2012* (Vic).
Appeals Committee	a committee of 3 persons established by the Committee under Rule 12.8(d) when a notice of appeal has been received under 12.7(b) the members of which meet the criteria set out in Rule 12.9.
Appeals Committee Meeting	the meeting of the Appeals Committee convened under Rule 12.8(c) and in accordance with Rule 12.10.
Appointing Member	has the meaning given in Rule 24.1.
Approval Forms	means printed versions of the on-line VGCCC application forms for approval as an associated individual of the Club (without the attachments thereto).
Approved Associated Individual	a person who meets the criteria of an "associate" of the Club as defined in the Liquor Act &/or the Gaming Act and is approved by the relevant body (whichever is relevant at the time).
Approved Candidate	means a nominee for election to the Committee who has been approved by the Committee under Rule 29.2.
Authorised Gaming Visitor	the same as in the Liquor Act.
Chairman	the person elected as Chairman under Rule 32.
Club	WCC Licensee Incorporated.
Committee	the committee of management of the Club as constituted under Rule 26.
Committee Meeting	a meeting of the Committee under Rule 35.1.
Committee Member	a member of the Committee.
Disciplinary Meeting	has the meaning given in Rule 12.3.
Disciplinary Subcommittee	the disciplinary subcommittee established by the Committee under Rule 12.1.
Election Criteria	means the criteria adopted by the Committee for election to the Committee and as set out in Rule 30.

Financial Year	the year ending on the 30th June each year.
First Committee Members	the Committee Members set out in Rule 28.4 and 28.5.
Gaming Act	the *Gambling Regulation Act* 2003 (Vic).
Gaming Licence	gaming venue operators licence issued under the Gaming Act.
General Meeting	an annual general meeting or a special general meeting of Members convened in accordance with these Rules.
Golf Section	the section of the Club which is involved in golf activities and competitions.
Golf Section Member	a Member holding Golf Section Membership under Rule 6.2.
Golf Section Membership	the Membership of a Golf Section Member set out in Rule 6.2(a).
Honorary Member	a Member holding Honorary Membership under Rule 6.6.
Honorary Membership	the Membership of a Honorary Member set out in Rule 6.6.
Hospitality Member	a Member holding Hospitality Membership under Rule 6.7.
Hospitality Membership	the Membership of a Hospitality Member set out in Rule 6.7.
Information	has the meaning given in Rule 12.1.
Junior Member	a Member holding Junior Membership as set out in Rule 6.5.
Junior Membership	the Membership of a Junior Member as set out in Rule 6.5.
Law	all laws, Acts, regulations, binding codes and binding ethical, industry or professional requirements relevant to these Rules or the Club, as updated or replaced from time to time.
Life Member	a Member holding Life Membership as set out in Rule 6.3.
Life Membership	the Membership of a Life Member as set out in Rule 6.3.
Liquor Act	*Liquor Control Reform Act 1998* (Vic).
Liquor Commission	the Victorian Liquor Commission and includes any successor or regulatory branches of that body.
Liquor Licence	a licence issued under the Liquor Act authorising the sale of liquor at the Club's premises.
Manager	the person appointed by the Committee under Rule 37.

Member	a member of the Club.
Membership Year	the year ending on the 30th June each year.
Office Holders	has the meaning given to that term under section 82 of the Act.
Ordinary Member	a Member holding Ordinary Membership as set out in Rule 6.1.
Ordinary Membership	the Membership of an Ordinary Member as set out in Rule 6.1.
Proxy	has the meaning given in Rule 24.1.
Qualifying Membership	the Membership held by a Golf Section Member that is not Golf Section Membership.
Register of Members	the register of members of the Club maintained by the Secretary in accordance with Rule 10.1.
Regulations	regulations under the Act.
Rules	these rules including the statement of purposes and where the context indicates a particular provision thereof.
Secretary	the Manager as set out in Rule 37 or another Committee Member as determined by the Committee.
Social Member	a Member holding Social Membership as set out in Rule 6.4.
Social Membership	the Membership of a Social Member as set out in Rule 6.4.
the Wonthaggi Club	the Wonthaggi Club (ACN 004 154 045).
Voting Members	Members who are: (a) Life Members; or (b) Ordinary Members who: (i) have at the relevant time have paid all moneys due and payable to the Club; and (ii) are not employees of the Club.
Wonthaggi Golf Club	Wonthaggi Golf Club Inc (A003984G).

3. INTERPRETATION OF RULES

3.1 If these Rules provide for any person (including any entity, committee or subcommittee) to do anything or make an appointment or determination or act in any way, it means that person may also revoke and/or change that action or appointment or determination from time to time.

3.2 In these Rules unless the context indicates otherwise:

(a) words in the singular imply the plural and vice versa;

(b) words implying the masculine gender include the feminine gender and vice versa;

(c) a reference to a statute or a statutory provision includes any statute or statutory provision that amends, extends, consolidates or replaces the same and any orders, regulations, instruments or other subordinate legislation made under it;

(d) a reference to any party to these Rules or any other agreement or document includes the party's executors, administrators, substitutes, successors and permitted assigns;

(e) if an expression is defined, grammatical derivatives of that expression have a corresponding meaning; and

(f) expressions like 'includes', 'including', 'e.g.' and 'such as' are not words of limitation. Any examples that follow them are not to be taken as an exhaustive list.

3.3 Any question of interpretation which arises under these Rules or a Regulation must be resolved by the Committee.

3.4 If these Rules provide for any committee, entity, person or group (**Entity**) to do anything or make an appointment or determination or act in any way - it means that the Entity may also revoke and/or change that action or appointment or determination from time to time.

4. STATEMENT OF PURPOSES

4.1 The primary purpose of the Club is to encourage and promote the game of golf in the South Gippsland region. In pursuit of that primary purpose, the Club:

(a) aspires to be the best golf club in South Gippsland by providing premier golf course facilities to Members and the community to partake in golf activities;

(b) will regularly host golf activities and competitions for Members and the community to participate in;

(c) will provide clubhouse facilities for Members and the community to undertake general recreational, social and entertainment activities ancillary to the golf activities; and

(d) aims to establish an environment where all Members, their family and friends and the community feel welcome and encouraged to participate in the activities of the Club.

4.2 Without in any way limiting the primary purpose of the Club set out in Rule 4.1, the Club may extend its offering to other sporting activities from time to time.

5. MEMBERSHIP

5.1 The initial members of the Club are all the existing members of the Wonthaggi Club and the Wonthaggi Golf Club as of the adoption of these Rules.

5.2 The Club will consist of the following classes of Members:

(a) Ordinary Members;

(b) Life Members;

(c) Social Members;

(d) Junior Members;

(e) Golf Section Members;

(f) Honorary Members; and

(g) Hospitality Members.

5.3 On adoption of these Rules, the Committee must allocate each Member to a class of Membership that most closely reflects the membership class or category of that Member in the Wonthaggi Club or the Wonthaggi Golf Club, whichever is relevant.

5.4 If there is doubt as to the applicable class, the Committee must apply a class of Membership that most closely resembles the class of Membership that applied to the Member immediately prior to the adoption of these Rules.

5.5 No person will be exempted from the obligation to pay the regular subscription for Membership of the Club except those possessing the qualifications defined in these Rules and the admission or exemption is in accordance with these Rules.

6. CLASSES OF MEMBERSHIP

6.1 Ordinary Member

(a) Any person who:

(i) is over the age of 18 years; and

(ii) has been a Social Member or a Junior Member for a period of not less than 2 consecutive years immediately prior to applying for Ordinary Membership,

may apply Ordinary Membership.

(b) Application for Ordinary Membership is governed by Rule 8.

(c) Ordinary Members have the right to:

(i) subject to Rule **Error! Reference source not found.**, vote at General Meetings;

(ii) to stand for election for Committee positions; and

(iii) propose or second Members for election for Committee positions.

(d) Notwithstanding Rule 6.1(c)(i), an Ordinary Member who is employed by the Club shall not be entitled to vote at General Meetings.

6.2 Golf Section Member

(a) The initial Golf Section Members are all the existing members of the Wonthaggi Golf Club as of the adoption of these Rules in the following classes:

(i) Honorary Life Members,

(ii) Members with Seven Day Playing Rights,

(iii) Intermediate Members,

(iv) Senior Members,

(v) Long Serving Senior Members;

(vi) Junior Members;

(vii) Honorary Members;

(viii) Country Members; and

(ix) Five Day Members.

(b) Any Ordinary Member, Life Member, Social Member or Junior Member may apply to become a Golf Section Member.

(c) Golf Section Membership must be held in addition to another class of Membership listed in Rule 5.2 (**Qualifying Membership**).

(d) Applications for Golf Section Membership must be:

(i) in writing on a form approved by the Committee; and

(ii) lodged with the Secretary.

(e) As soon as practicable after the application has been lodged in accordance with Rule 6.2(d), the Secretary must refer the application to the Committee at a duly convened Committee Meeting, and the Committee must resolve whether to approve or reject the application for Golf Section Membership.

(f) If the application for Golf Section Membership is approved, on receipt by the Committee of the payment of the Golf Section entrance fee (if any), the applicant must be admitted to Golf Section Membership.

(g) If the Committee rejects the application, as soon as practicable after it is rejected, the Secretary must notify the applicant in writing of the rejection and will not be required to provide any reasons for the rejection.

(h) Any omission, inaccuracy or misrepresentation in the particulars relating to the applicant or their description, will render the approval void at any time at the discretion of the Committee.

(i) Other than the golf playing rights, the rights of the Golf Section Members are based on their Qualifying Membership.

6.3 Life Member

(a) The Committee may resolve to appoint any Ordinary Member to Life Membership whom the Committee resolves has rendered exceptionally valuable service or assistance to the Club.

(b) The Committee is not required to provide reasons for its determination to appoint a Member to Life Membership.

(c) Life Members will not be required to pay annual subscriptions.

(d) Life Members have the right to:

(i) vote at General Meetings;

(ii) to stand for election for Committee positions; and

(iii) propose or second Members for election for Committee positions.

(e) Life Membership may be withdrawn in accordance with the provision set out in Rule 12 (Discipline).

(f) The initial Life Members of the Club are all the existing Life Members of the Wonthaggi Club and all the Honorary Life Members of the Wonthaggi Golf Club Inc as of the adoption of these Rules.

6.4 Social Member

(a) Any person over the age of 18 may apply to become a Social Member in accordance with Rule 7.2.

(b) Social Members have no rights to:

(i) vote at General Meetings;

(ii) to stand for election for Committee; or

(iii) propose or second Members for election for Committee.

(c) The Committee must determine the rights of Social Members to:

(i) use the Club's sporting facilities (including whether to charge a fee for use and which facilities are available to Social Members);

(ii) play for the Club in inter-Club competitions;

(iii) play in intra-Club sporting competitions at the Club's facilities; and

(iv) use the Club's hospitality facilities.

6.5 Junior Member

(a) Any person who has not attained the age of 18 years, may apply to become a Junior Member in accordance with Rule 7.2.

(b) Junior Members who:

(i) will turn 18 years old before the next Membership renewal date; and

(ii) have been a Junior Member for at least 2 consecutive years immediately prior to lodging an application

may apply for Ordinary Membership in accordance with Rule 8.2.

(c) Junior Members who:

(i) do not meet the criteria set out in 6.5(b); or

(ii) have not applied for Ordinary Membership (even though they meet the criteria set out in 6.5(b)),

must be transferred to Social Membership at the next Membership renewal date after their 18th birthday.

(d) Junior Members have no rights to:

(i) vote at General Meetings;

(ii) stand for election for Committee positions; or

(iii) propose or second Members for election for Committee positions.

6.6 Honorary Member

(a) Any person who meets one or more of the following criteria will be an Honorary Member for the day upon which they meet the criteria:

(i) any person who is competing in any Inter-Club match, tournament, or game organised by the Club and taking place on the Club premises;

(ii) any person who is a member or official of any other recognised Club and who is attending the Club premises in connection with any match, tournament or game;

(iii) any person over the age of 18 years who is a member of any club which the Committee may from time to time determine as providing reciprocal rights and benefits; and

(iv) any person whom the Committee resolves to appoint as an Honorary Member on such conditions and for such period as the Committee will determine, including:

(A) public officials;

(B) civic or parliamentary dignitaries; and

(C) sponsors.

(b) All Honorary Members must provide the Club with their name and address in a form as required by the Committee from time to time.

(c) Honorary Members are not required to pay annual subscriptions.

(d) The Secretary must keep appropriate records of the names and addresses of all Honorary Members. Such records will specify the occasion or period in respect of which Honorary Membership is granted.

(e) The Committee will have the power to cancel the Membership of any Honorary Member without notice and without assigning any cause therefore.

(f) Honorary Members have no rights to:

(i) vote at General Meetings;

(ii) to stand for election for Committee or Golf Subcommittee positions; or

(iii) propose or second Members for election for Committee or Golf Subcommittee positions.

6.7 Hospitality Member

(a) Any person over the age of 18 years who wishes to enjoy only the licensed hospitality facilities of the Club may apply to become a Hospitality Member.

(b) Application for Hospitality Membership must be in writing on a form approved by the Committee from time to time.

(c) The application is to be delivered to the Club, addressed to the Secretary and once the appropriate entrance fee (if any) is paid by the applicant, the applicant becomes a Hospitality Member pending approval of the Committee. The Committee must consider applications for Hospitality Membership at the Committee meeting following receipt of the application.

(d) If the Committee approves the application, as soon as practicable after it is approved by the Committee, the Secretary must:

(i) notify the applicant in writing of the approval;

(ii) deliver a membership card to the new Hospitality Member; and

(iii) enter the applicant's name in the Register of Members.

(e) If the Committee rejects the application, as soon as practicable after it is rejected by the Committee, the Secretary must notify the applicant in writing of the rejection and will not be required to provide any reasons for the rejection.

(f) Hospitality Members have no rights to:

(i) vote at General Meetings;

(ii) stand for election for Committee or Golf Subcommittee positions; or

(iii) propose or second Members for election for Committee or Golf Subcommittee positions.

7. APPLICATION FOR SOCIAL OR JUNIOR MEMBERSHIP

7.1 This Rule applies to applications for the following classes of Membership:

(a) Social Membership; and

(b) Junior Membership.

For Ordinary Membership, the application procedures are set out in Rule 8. For other classes of Membership, the procedure for application is set out in the relevant paragraphs relating to the particular classes under Rule 6.

7.2 Applications for Social Membership or Junior Membership must be:

(a) in writing on a form approved by the Committee;

(b) signed by the applicant;

(c) accompanied by the application fee (if any), which must be refunded if the application is not approved; and

(d) delivered to the Secretary.

7.3 As soon as practicable after the application has been received, the Secretary must decide whether to approve or reject the application.

7.4 If the Secretary approves the application, as soon as practicable after the application is approved, the Secretary must notify the applicant in writing of the approval and request payment of the first year's subscription within the time specified in the notice.

7.5 On receipt by the Club of the payment of the annual subscription, the applicant must be admitted to the relevant Membership and the Secretary must enter the applicant's name in the Register of Members.

7.6 If the Secretary rejects the application, as soon as practicable after it is rejected, the Secretary must notify the applicant in writing of the rejection and will not be required to provide any reasons for the rejection. The Secretary must refund any money accompanying the application to the applicant.

7.7 The Secretary must include in the agenda for the next Committee meeting:

(a) all applications for Social or Junior Membership received by the Secretary since the previous Committee meeting; and

(b) whether the Secretary approved or rejected the application.

8. APPLICATION FOR ORDINARY MEMBERSHIP

8.1 This Rule applies to applications for Ordinary Membership.

8.2 Application for Ordinary Membership may be made by:

(a) a Social Member who has been a Social Member or a Junior Member for no less than 2 consecutive years immediately prior to the application being made (Waiting Period); or

(b) a Junior Member who has been a Junior Member for no less than 2 consecutive years and who will reach 18 years of age before the next Membership renewal date.

The Waiting Period shall include the time the Social Member or Junior Member has been a member of the relevant Membership class at the Wonthaggi Golf Club or Wonthaggi Club, whichever is applicable, prior to the adoption of these Rules. For example, a Social Member qualifies to apply for Ordinary Membership if the combined time of Social Membership at the Club and Social Membership at the Wonthaggi Golf Club or Wonthaggi Club, whichever is applicable, is not less than 2 years.

For clarity a Social Member qualifies to apply for Ordinary Membership if the combined time of Social Membership and Junior Membership is not less than 2 years. For example, a Social Member of 1 year standing qualifies if they were a Junior Member for at least 1 year immediately prior to being a Social Member.

8.3 Nominations for Ordinary Membership must be:

(a) in writing on a form approved by the Committee;

(b) signed by:

(i) the applicant; and

(ii) a proposer and a seconder for the applicant, both of whom must be Voting Members at the time of signing the application form;

(c) delivered to the Secretary; and

(d) accompanied by the application fee (if any), which must be refunded if the application is not approved.

8.4 As soon as practicable after receipt of the application form, the Secretary must refer the application to a meeting of the Committee and the Committee must resolve whether to approve or reject the application.

8.5 The applicant remains a Social Member or Junior Member for the period between lodgement of the application and its consideration by the Committee.

8.6 If the Committee approves the application:

(a) as soon as practicable after the application is approved by the Committee, the Secretary must notify the applicant in writing of the approval and request payment of the first year's subscription within the time specified in the notice;

(b) pending payment of the first year's subscription, the applicant remains a Social Member or Junior Member (whichever is relevant); and

(c) on payment of the annual subscription, the applicant will be admitted to Ordinary Membership and the Secretary must enter the applicant's name in the Register of Members.

8.7 If the Committee rejects the nomination:

(a) as soon as practicable after it is rejected, the Secretary must notify the applicant in writing of the rejection and will not be required to provide any reasons for the rejection; and

(b) the applicant will remain:

(i) a Social Member; or

(ii) a Junior Member until transferred to Social Membership under Rule 6.5(c).

9. GOLF SECTION

9.1 Golf Section Members are those Members admitted to Golf Section Membership under Rule 6.2.

9.2 Golf Section Membership is in addition to the Qualifying Membership held by the Golf Section Member and subject to the payment of a further Golf Section Membership subscription.

9.3 Golf Section Membership is contingent on the Golf Section Member holding a Qualifying Membership.

9.4 The Committee may establish a Golf Subcommittee which will be responsible for managing,

organising and regulating the conduct of Golf and must conduct its business in such reasonable manner as the Committee determines.

10. REGISTER OF MEMBERS

10.1 The Secretary must keep on the Club's premises a Register of the Members containing the names, addresses, email addresses phone numbers, mobile phone numbers, date of commencement of membership and the date of birth of all Members and the date of the most recent payment by each Member of their annual subscription.

10.2 Members must, as soon as possible, notify the Secretary of any changes to their details as recorded in the Register of Members.

11. CESSATION OF MEMBERSHIP

11.1 Any Member may resign Membership by notifying the Secretary in writing prior to 30 June in the year that the Member wishes to resign. If the written notice of resignation is not received prior to 30 June in the relevant year, the resigning Member will be liable to pay the annual subscription for the next ensuing Membership Year.

11.2 If a notice of resignation is stated to be effective prior to 30 June in any year, the resigning Member will not be entitled to any refund of fees or subscriptions paid.

11.3 Subject to Rule 14.4, if a Member fails to pay any fee and/or subscription within one month of it becoming due, the defaulting Member will cease to be a Member.

11.4 A Member ceases to be a Member:

(a) if they are expelled as a result of disciplinary action in accordance with Rule 12; or

(b) upon the Member's death.

11.5 If a Member ceases to be a Member for any reason, the Member will remain liable to pay any subscription or fee due at the time that Membership ceases and will not be entitled to any refund of any subscription or fee paid in advance, unless otherwise determined by the Committee.

11.6 If a Member ceases to be a Member for any reason, the Secretary must, as soon as practicable, notify the Committee and enter the date the Member ceased to be a Member in the Register of Members.

12. DISCIPLINE

12.1 If the Committee receives information, in writing, orally or otherwise (**the Information**), alleging that a Member has:

(a) refused or neglected to comply with these Rules; or

(b) been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club,

the Committee must appoint a disciplinary subcommittee of 3 persons who meet the criteria set out in Rule 12.2 (**Disciplinary Subcommittee**) to consider the Information, hear the matter and determine what action (if any) to take against the Member.

12.2 A person qualifies to be a member of the Disciplinary Subcommittee they meet all of the following criteria:

(a) is not the Member being sanctioned nor a person who has provided any of the Information;

(b) is not related to:

(i) the Member being sanctioned; or

(ii) a person who has provided any of the Information; and

(c) the appointment of whom would not reasonably give rise to an accusation of bias or compromise of natural justice.

12.3 The Disciplinary Subcommittee must convene a meeting (**Disciplinary Meeting**) to be held no earlier than 14 days and no later than 28 days after the delivery of the notice under Rule 12.4 unless:

(a) the Secretary has, no later than 24 hours prior to the Disciplinary Meeting, received a written request for an extension of time for the holding of the Disciplinary Meeting; and

(b) the Chairman has determined to postpone the Disciplinary Meeting to a later date.

12.4 The Secretary must give the relevant Member written notice of the Disciplinary Meeting and the notice must:

(a) set out that the Disciplinary Subcommittee will consider the Information at a Disciplinary Meeting;

(b) advise the Member that, at the Disciplinary Meeting, the Disciplinary Subcommittee may determine to sanction the Member and the grounds for the proposed disciplinary action;

(c) contain a copy or a précis of the Information;

(d) state the date, place and time of the Disciplinary Meeting;

(e) state that the relevant Member may:

(i) attend that Disciplinary Meeting with or without representative/s and address the Disciplinary Subcommittee on the Information and the imposition of a sanction; and/or

(ii) give to the Secretary before the Disciplinary Meeting a written statement addressing the Information and the imposition of a sanction;

(f) set out the Member's appeal rights under Rule 12.7(b) and 12.7(c); and

(g) contain a copy of the disciplinary procedure set out in the Rules.

12.5 The Secretary must give each Disciplinary Subcommittee member a copy of the notice and attachments provided to the Member under Rule 12.4.

12.6 At the Disciplinary Meeting, the Disciplinary Subcommittee must:

(a) give the Member an opportunity to be heard on the substance of the Information and any sanction to be imposed on the Member;

(b) consider all material before it; and

(c) by simple majority determine whether the Member should be sanctioned, and if so, decide to:

(i) reprimand the Member;

(ii) fine the Member;

(iii) expel the Member from the Club;

(iv) suspend the membership rights of the Member for a specified period; or

(v) impose any appropriate requirement or restriction on the Member.

12.7 The Secretary must as soon as practicable after the Disciplinary Meeting give the Member a written notice setting out:

(a) the resolution of the Disciplinary Subcommittee;

(b) that the Member may, not later than 7 days after receipt of the notice, give the Secretary a written notice that they wish to appeal against the resolution to the Appeals Committee; and

(c) that if they choose to appeal the resolution, they may:

(i) attend the Appeals Committee Meeting; and/or

(ii) give to the Secretary before the date of the Appeal Committee Meeting a written statement seeking revocation of the Disciplinary Subcommittee's resolution and setting out the Member's grounds for the revocation.

12.8 Where the Secretary receives notice under Rule 12.7(b):

(a) the sanction imposed under Rule 12.6(c) will be effective unless and until it is revoked in accordance with Rule 12.11(b);

(b) the Secretary must notify the Disciplinary Subcommittee of the Member's Appeal;

(c) the Disciplinary Subcommittee must convene an Appeals Committee Meeting to be held not later than 21 days after the date on which the Secretary received the notice under Rule 12.7(b); and

(d) the Committee must appoint any 3 Members who meet the criteria set out in Rule 12.9 to constitute the Appeals Committee.

12.9 A person qualifies to be a member of the Appeals Committee if they meet all of the following criteria:

(a) is not a current Committee Member;

(b) is not a member of the Disciplinary Subcommittee appointed to hear and determine the matter of the Member being sanctioned;

(c) is not the Member being sanctioned nor a person who has provided any of the Information;

(d) is not related to:

(iii) the Member being sanctioned; or

(iv) a person who has provided any of the Information; and

(e) the appointment of whom would not reasonably give rise to an accusation of bias or compromise of natural justice.

12.10 At the Appeals Committee Meeting convened under Rule 12.8(c):

(a) the Disciplinary Subcommittee may provide details of the grounds for the Disciplinary Subcommittee's resolution and the reasons for the passing of the Disciplinary Subcommittee's resolution, and any details provided must be tabled at the Appeals Committee Meeting;

(b) the Member:

(i) must be given an opportunity to be heard; and/or

(ii) may submit a written statement to the Appeals Committee prior to the Appeals Committee Meeting; and

(c) the Appeals Committee must consider all material before it.

12.11 If the Appeals Committee:

(a) votes by simple majority to confirm the Disciplinary Subcommittee's resolution, the Disciplinary Subcommittee's resolution is confirmed; and

(b) in any other case, the Disciplinary Subcommittee's resolution is revoked.

12.12 If the Appeals Committee revokes the Disciplinary Subcommittee's resolution, the Appeals Committee may by simple majority determine that, based only on the information before it, the Member has refused or neglected to comply with these Rules or has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club and substitute a different sanction in place of the sanction determined by the Disciplinary Subcommittee. The sanction imposed under Rule 12.12 will be effective immediately upon the Appeals Committee's resolution.

12.13 Throughout the disciplinary procedure, the Disciplinary Subcommittee and the Appeals Committee must observe the principles of natural justice and afford procedural fairness to the Member.

13. DISPUTES AND MEDIATION

13.1 The procedure set out in this Rule 13 applies to disputes under these Rules between:

(a) a Member and another Member;

(b) a Member and the Committee; or

(c) a Member and the Club.

13.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

13.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

13.4 The mediator must be:

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement:

(i) in the case of a dispute between a Member and another Member, a person appointed by the Committee in accordance with Rule 13.5; or

(ii) in the case of a dispute between a Member and the Committee or the Club, a person who is a mediator appointed by the Dispute Settlement Centre of Victoria (Department of Justice).

13.5 A mediator appointed by the Committee can be a Member of the Club, provided that such Member:

(a) is not a party to the dispute;

(b) has no personal interest in the dispute;

(c) is not biased, in favour of, or against any party in the dispute.

13.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

13.7 The mediator, in conducting the mediation, must:

(a) give the parties to the mediation process every opportunity to be heard;

(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 to the dispute throughout the mediation process.

13.8 The mediator must not determine the dispute.

13.9 If the mediation process does not result in the dispute being resolved, the parties may, if it is a dispute between members, agree to refer the dispute to the Committee for resolution and agree to be bound by the decision of the Committee. The Committee may take into account any further statements of the parties provided at the mediation and any further documentation and verbal evidence that it is given before making its decision.

13.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute at law.

14. FEES & SUBSCRIPTIONS

14.1 The application fee, entrance fee and annual subscription for each class of Membership will be determined by the Committee, and the Committee may determine that there will be no application or annual subscription for any particular class of Membership or particular Member.

14.2 All annual subscriptions will be payable in advance on 1 July and are due no later than 1 August in each year.

14.3 Subject to Rule 14.4 if a Member fails to pay the relevant fee and/or subscription within one month of it becoming payable, the defaulting Member will cease to be a Member and will cease to be entitled to any of the privileges of Membership. For the avoidance of doubt, unless the Committee determines otherwise under Rule 14.4:

(a) if a Member has not paid annual subscription by 1 July in any year, the Member ceases to be a Voting Member until the annual subscription is paid; and

(b) if a Member has not paid annual subscription by 1 August in any year, the Member ceases to be a Member.

14.4 The Committee may, at its discretion, grant extensions of time for payment of fees and/or subscriptions for all Members or particular Members, and may reinstate a Member who has ceased to be a Member by virtue of Rule 14.3 upon payment of outstanding fees and/or subscriptions without the requirement for the ceased Member to reapply for Membership.

14.5 Subject to Rule 14.4, if any Member ceases to be a Member, that former Member may be re-admitted to Membership on application in accordance with these Rules.

14.6 The Committee may determine that all Members or particular Members may pay subscriptions and/or fees by instalments. Any Member who joins the Club after 2 March in any year must pay one half of the annual subscription for the relevant Membership Year.

15. CALLS

15.1 The Members in General Meeting will have the power to make calls upon Members or particular classes of Members.

15.2 A call will be a "fee" for the purposes of these Rules and non-payment of a call by any Member will be subject to the provisions of Rule 14.4 and Rule 14.5.

16. FUNDS

The funds of the Club will be derived from fees, annual subscriptions, proceeds from licensed hospitality operations, donations, fundraising activities, grants and such other sources as the Committee determines.

17. PAYMENTS

All payments on behalf of the Club must be made by credit card, cheque or any other means authorised by the Committee and signed by such persons duly authorised by the Committee.

18. ANNUAL GENERAL MEETINGS

18.1 There must be an Annual General Meeting held not later than 5 months after the end of the financial year on such day and at such place as the Committee determines.

18.2 Despite Rule 18.1, the Club may hold its first Annual General Meeting at any time within 18 months after its incorporation.

18.3 The Annual General Meeting must be specified as such in the notice convening it.

18.4 The ordinary business of the Annual General Meeting will be:

(a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;

(b) to receive from the Committee the annual reports upon the transactions and activities of the Club during the last preceding financial year;

(c) to declare the outcome of the election, and conduct a ballot if required for Members of the Committee in accordance with these Rules;

(d) to receive and consider the audited financial statement submitted by the Club in accordance the relevant legislation; and

(e) to confirm the auditor and where appropriate, determine the auditor's remuneration.

18.5 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

18.6 The Annual General Meeting will be in addition to any other General Meetings that may be held in the same year.

19. SPECIAL GENERAL MEETINGS

19.1 All General Meetings, other than the Annual General Meeting, will be Special General Meetings.

19.2 The Committee may, whenever it thinks fit, convene a Special General Meeting.

19.3 If, but for this Rule 19.3, more than 18 months would elapse between Annual General Meetings, the Committee must convene a Special General Meeting before the expiration of that period.

19.4 The Committee must, on the requisition in writing of Members representing not less than 20 Voting Members, convene a Special General Meeting.

19.5 The requisition for a Special General Meeting must state the business of the meeting and must contain the name and the signature of the Voting Members making the requisition and be delivered to the Secretary and may consist of several documents in a like form, each signed by one or more of the Voting Members making the requisition.

19.6 If the Committee does not cause a Special General Meeting to be held within 35 days after the date on which the requisition is delivered to the Secretary under Rule 19.5, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after the date on which the requisition is delivered.

19.7 A Special General Meeting convened by Members in pursuance of Rule 19.6, must be convened in the same manner as nearly as possible as General Meetings convened by the Committee and may only consider the business stated in the requisition. All reasonable expenses incurred in convening the meeting will be refunded by the Club to the persons incurring the expenses.

20. NOTICE OF MEETINGS

20.1 In the case of Annual General Meetings, the Secretary must provide a preliminary notice in accordance with Rule 20.2. The preliminary notice is in addition to the notice referred to in Rule 20.5.

20.2 The Secretary must at least 35 days prior to the date fixed for the Annual General Meeting in each year issue a preliminary notice advising Members of:

(a) the place, date and time of the Annual General Meeting;

(b) the number of Committee Members to be elected at the Annual General Meeting and how to nominate for election as a Committee Member; and

(c) the requirement to lodge notice of special business with the Secretary at least 28 days prior to the date fixed for the Annual General Meeting.

20.3 The preliminary notice referred to in Rule 20.2 will be by way of newsletter or notice posted on the notice board or such other manner as the Committee determines.

20.4 A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary at least 28 days prior to the meeting, and the Committee may, determine whether to include that business in the notice calling the next General Meeting after the receipt of the notice.

20.5 In the case of both Annual General Meetings and Special General Meetings the Secretary must, at least 21 days before the date fixed for holding a General Meeting, cause a notice of the meeting to be posted on the notice board in the clubhouse, posted on the Club's website and sent by email to all Voting Members who have email addresses.

20.6 The notice of General Meeting under Rule 20.5 must:

(a) state the place, date and time of the meeting and the nature of the business to be transacted at the meeting; and

(b) if a special resolution is to be proposed, state in full the proposed resolution and the intention to propose the resolution as a special resolution;

(c) state that a Voting Member may appoint another Voting Member to act as proxy for the meeting in accordance with Rule 24; and

(d) advise how Appointing Members can appoint a proxy.

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

21. USE OF TECHNOLOGY

21.1 A General Meeting may be held and Members may take part by the use of technology that allows Members to clearly and simultaneously communicate with each other participating Member.

21.2 For the purposes of the General Meeting convened under this Rule 21, a Member participating in such meeting is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

22. PROCEEDINGS AT MEETINGS

22.1 All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting, with the exception of that specifically referred to in these Rules as being the ordinary business of the Annual General Meeting, will be deemed to be special business.

22.2 No item of business can be transacted at a General Meeting unless a quorum of Voting Members is present (whether physically in person, by proxy or as allowed under Rule 21) during the time when the meeting is considering that item.

22.3 20 Voting Members personally present constitute a quorum for the transaction of the business of a General Meeting.

22.4 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:

(a) if the meeting is convened upon the requisition of Members it will be dissolved; and

(b) in any other case will stand adjourned to the same day in the next week at the same time and at the same place – unless another place or time is specified by the Chairman at the time of the adjournment and is posted on the notice board in the clubhouse and advertised on the Club's website before the day to which the meeting is adjourned –and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Voting Members present will be a quorum.

22.5 The Chairman will preside as chairman at each General Meeting.

22.6 If the Chairman is absent from or is unable to preside at a General Meeting, the Committee Members present will elect 1 of their number to preside as chairman at the meeting.

22.7 The Chairman of a General Meeting at which a quorum is present may, on a resolution of the meeting, adjourn the meeting to a time and place agreed by the meeting, but no business will be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.

22.8 Where a meeting is adjourned for 14 days or more, a notice of the adjourned meeting must be given as in the case of the General Meeting.

22.9 Except as provided in Rule 22.8, or when the time and place for the adjourned meeting is not agreed upon at the meeting, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

22.10 The Committee must ensure that minutes are taken and kept of each General Meeting by the Secretary.

22.11 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

22.12 In addition, the minutes of each Annual General Meeting must include:

(a) the names of the Members attending the meeting; and

(b) the financial statements submitted to the Members in accordance with Rule 18.4(d);

(c) the certificate signed by 2 Committee Members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and

(d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

23. VOTING AT GENERAL MEETINGS

23.1 Only Voting Members are entitled to vote at General Meetings.

23.2 A question arising at a General Meeting will be determined on a show of hands, and unless, before or on the declaration of the show of hands, a poll is demanded by not less than 3 Voting Members:

(a) a declaration by the Chairman that a resolution has been:

(i) carried; or

(ii) carried unanimously; or

(iii) carried by a particular majority; or

(iv) lost; and

(b) an entry to that effect is made in the minute book,

is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

23.3 Upon any question arising at a General Meeting, each Member in attendance (including by proxy or as allowed under Rule 21) will have one vote only, except in the event of an equality of votes when the Chairman will have a second or casting vote.

23.4 All votes must be given personally or by proxy.

23.5 If at a meeting a poll on any question is demanded by not less than 3 Voting Members, it must be taken at that meeting, in such manner as the chairman may direct and the resolution of the poll will be deemed to be a resolution of the meeting on that question.

23.6 A poll that is demanded on the election of a chairman or on a question of an adjournment must be taken forthwith and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the chairman may direct.

23.7 A Special Resolution is passed if not less than three-quarters of the Members voting at a General Meeting (whether in person, by proxy or as allowed under Rule 21) vote in favour of that resolution.

24. PROXIES

24.1 A Voting Member who is unable to attend a General Meeting (**the Appointing Member**) may appoint another Voting Member (**the Proxy**) to act as the proxy for the Appointing Member.

24.2 An appointment of proxy must be in writing on a form approved by the Committee and must:

(a) be signed by the Appointing Member;

(b) be delivered to the Secretary no later than the time for commencement of the General Meeting for which the Proxy applies; and

(c) either:

(i) direct how the Proxy must cast the Appointing Member's vote, i.e. either for or against a resolution or, in the case of an election, for particular candidates; or

(ii) allow the Proxy to cast the Appointing Member's vote as the Proxy sees fit.

24.3 If the Committee has not approved a form for the appointment of a Proxy, the Member may use any other form that clearly identities the person appointed as the Member's Proxy and that has been signed by the Member.

25. NON-COMPLIANCE WITH RULES

25.1 Inadvertent non-compliance with any of the Rules will not render any proceedings void.

26. THE COMMITTEE OF MANAGEMENT

26.1 The business and affairs will be under the management of the Committee.

26.2 The Committee will consist of 8 Committee Members.

26.3 The Committee will control and manage the business affairs of the Club and, subject to these Rules and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members.

26.4 Subject to these Rules and the Act, the Committee has the power to perform all such acts and things, including the making of by-Laws and policies, as appear to the Committee to be beneficial for the proper management of the business and affairs of the Club.

26.5 The Committee must not, without the prior approval of the Members in General Meeting, dispose of or demise any part of the real property of the Club.

27. DELEGATION

27.1 The Committee may, by resolution, delegate to a member of the Committee, a subcommittee or a member of staff, any of its powers, functions or duties other than—

(a) this power of delegation; or

(b) a duty imposed on the Committee by the Act or any other law.

27.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

27.3 The Committee may, in writing, revoke a delegation wholly or in part.

27.4 All acts done by any meeting of the Committee or of a subcommittee or by any person acting as a Committee Member or subcommittee member will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of such Committee Member or subcommittee member or persons acting or that they or any of them are disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee Member or subcommittee member.

28. TERM OF COMMITTEE MEMBERS

28.1 Except for the First Committee Members, Committee Members will be elected for a term of 2 years and the term of Committee Members will expire at the conclusion of the second Annual General Meeting after their election, unless terminated earlier in accordance with these Rules.

28.2 In each year the positions which fall vacant will be the positions of those Committee Members whose terms have expired by the expiration of time or such other manner as provided in these Rules.

28.3 Retiring Committee Members will be eligible for re-election.

28.4 On the adoption of these Rules, the following people will be the First Committee Members whose terms will expire at the conclusion of the second Annual General Meeting after adoption of the Rules:

(a) Christine Hamilton;

(b) John Walsh;

(c) Peter Bowler; and

(d) Leslie Brewer.

28.5 On the adoption of these Rules, the following people will be the First Committee Members whose terms will expire at the conclusion of the third Annual General Meeting after adoption of the

Rules:

(a) Robert Geyer;

(b) Peter Liddle;

(c) Jason Sartori; and

(d) Stephen Scimonello.

29. NOMINATIONS OF CANDIDATES FOR ELECTION AS COMMITTEE MEMBERS

29.1 Nominations of candidates for election as Committee Members must:

(a) be in writing, contain the name and signature of the candidate;

(b) a proposer and a seconder for the candidate, both of whom must be Voting Members at the time of signing the nomination form; and

(c) be delivered to the Secretary later than 5pm on the 28th day prior to the Annual General Meeting.

29.2 No later than the 26 days before the Annual General Meeting in each year the Committee must:

(a) meet to consider all nominations for election that have been received no later than 28 days before the Annual General Meeting; and

(b) approve as Approved Candidates all candidates who meet the criteria set out in Rule 30.1.

29.3 While the Club holds a Liquor Licence or Gaming Licence each Approved Candidate must complete and lodge with the Secretary no later than the date the ballot closes, or if no ballot is required, then no later than the date of the Annual General Meeting:

(a) the Approval Forms, unless the Approved Candidate is currently an Approved Associated Individual; and

(b) evidence of successful completion of the relevant training required under the Gambling Act and Liquor Act for the Club for the Club to hold the relevant licences to operate at the premises.

29.4 The Secretary must provide on request blank copies of:

(a) the Approval Forms; and

(b) the training manual and assessment for the relevant training required under the Gambling Act and Liquor Act for the Club for the Club to hold the relevant licences to operate at the premises.

29.5 Failure to provide the any of the documents set out in Rule 29.3 will result in the Approved Candidate not being eligible for election. For clarity, the Approval Forms are completed if all the questions on the Approval Forms are completed by the Approved Candidate, even if any required attachments (eg police checks, ASIC searches, credit checks) are not attached.

30. ELECTION CRITERIA

30.1 The Election Criteria are the criteria adopted by the Committee for election to the Committee and must include at least the following:

(a) the candidate's willingness and eligibility to complete the relevant training required under the Gambling Act and Liquor Act for the Club to hold the relevant licences to operate at the premises;

(b) commitment to the advancement of the Club's Purposes set out in Rule 4;

(c) commitment to compliance with these Rules;

(d) possession of skills within the skill-set identified by the Committee as necessary for the proper management and oversight of the operations of the Club; and

(e) possession of experience in general management, accounting and finance, legal and corporate affairs as identified by the Committee as necessary for the proper management and oversight of the operations of the Club.

30.2 The Committee must publish the Election Criteria on the Club's website no later than 35 days before the Annual General Meeting.

31. BALLOT FOR COMMITTEE MEMBERS

31.1 If the number of Approved Candidates is equal to the number of vacancies to be filled, then subject to the Approved Candidates complying with Rule 29.3, the Approved Candidates will be deemed to be elected at the Annual General Meeting.

31.2 If the number of Approved Candidates is less than the number of vacancies to be filled, then subject to the Approved Candidates complying with Rule 29.3, the Approved Candidates will be deemed to be elected at the Annual General Meeting and any unfilled vacancies on the Committee will be casual vacancies.

31.3 If the number of Approved Candidates exceeds the number of vacancies to be filled, a ballot must be conducted.

31.4 Any required ballot must be conducted at or prior to the Annual General Meeting in such reasonable manner as directed by the Committee and in accordance with the following provisions in this Rule 31.

31.5 The Chairman must appoint 2 Voting Members to act as returning officers to conduct the ballot.

31.6 The Secretary must ensure that a list of the Approved Candidates is displayed in a conspicuous place at the Club's premises and on the Club's website for a period of at least 14 days prior to the Annual General Meeting.

31.7 If any Approved Candidate does not comply with Rule 29.3, then that Approved Candidate will be ineligible for election at the Annual General Meeting.

31.8 The election must be by secret ballot which shall be open for such hours as may be determined by the Committee.

31.9 The returning officers must report the results of the ballot to the chairman of the Annual General Meeting and, subject to Rule 31.7, the vacant Committee positions will be filled by the eligible Approved Candidates with the highest numbers of votes in order of number of votes until each of the vacant Committee positions are filled or there are no more eligible Approved Candidates.

31.10 If:

(a) 2 or more eligible Approved Candidates receive an equal number of votes, and

(b) there are fewer vacant Committee positions remaining than the number of eligible Approved Candidates with the same number of votes;

then

(c) the vacant Committee positions will be filled by lot between the eligible Approved Candidates with the same number of votes; and

(d) which lot will be conducted by the chairman of the Annual General Meeting.

31.11 An Approved Candidate who has been elected as a Committee Member under Rule 31 must:

(a) within 28 days of being elected, submit to the VGCCC and Liquor Control Commission the relevant Approval Forms, unless the Approved Candidate is currently an Approved Associated Individual; and

(b) provide to the Secretary evidence of submission of the Approval Forms to the VGCCC and Liquor Control Commission under Rule 31.11(a) including a copy of the Approval Forms (without the attachment thereto) submitted.

32. ELECTION OF CHAIRMAN

32.1 As soon as practicable after the conclusion of the Annual General Meeting each year, the Committee must convene a Committee Meeting to elect the Chairman.

32.2 The Committee Members at the meeting referred to in Rule 32.1 will elect from within their number a Committee Member to chair that meeting and to conduct the election of the Chairman in a reasonable manner.

32.3 Subject to Rule 32.4, the Chairman will preside as chairman at all General Meetings and Committee Meetings.

32.4 If the Chairman is absent, or is unable to preside at any General Meeting or Committee Meeting, the Committee Members present at that meeting must elect a Committee Member to preside as chairman at that meeting.

33. CASUAL VACANCIES

33.1 A casual vacancy occurs in the position of a Committee Member if:

(a) the Committee Member ceases to be a Member;

(b) the Committee Member has their Membership suspended or cancelled under these Rules;

(c) the Committee Member is absent from 3 consecutive Committee Meetings without apology or leave of absence under Rule 40;

(d) the Committee Member ceases to be a Committee Member by operation of section 78 of the Act;

(e) the Committee Member resigns their position by notice in writing given to the Secretary;

(f) the Committee Member's term expires, and the Committee Member's position is not filled at the Annual General Meeting;

(g) the Committee Member:

(i) has a material personal interest in a matter that relates to the affairs of the Club (**the Matter**); and

(ii) is present at a Committee Meeting or General Meeting while the Matter is being considered or voted on; and

(iii) the Committee Members who do not have a material personal interest in the Matter pass a resolution that the Committee Member's position is vacated;

(h) the Committee Member is removed from the Committee in accordance with Rule 34 by the Members at a General Meeting and the Members do not appoint a replacement Committee Member at that General Meeting; and

(i) during any time that the Club holds a Liquor Licence or a Gaming Licence:

(i) if, within 3 months of the Committee Member's election or appointment, they fail to become an Approved Associated Individual; or

(ii) if, at any time during their term, the Committee Member becomes ineligible to be an Approved Associated Individual,

and the Committee Members who are Approved Associated Individuals pass a resolution that the Committee Member's position is vacated. Committee Members who are not Approved Associated Individuals must not participate in any deliberations of the Committee involving gaming or liquor (or both if relevant) while they are not Approved Associated Individuals.

33.2 If a casual vacancy occurs in the position of a Committee Member, subject to Rule 33.3, the Committee may appoint a Voting Member to fill the vacancy and the Member so appointed will hold the position for the remainder of the term that the vacating Committee Member would have served.

33.3 At the time of their appointment to fill a casual vacancy, the Member appointed to fill the casual vacancy must:

(a) have been a Voting Member for 2 consecutive years immediately prior to the appointment;

(b) meet the Election Criteria set out in Rule 30.1; and

(c) provide the Secretary with:

(i) completed Approval Forms unless the Approved Candidate is currently an Approved Associated Individual; and

(ii) evidence of successful completion of the relevant training required under the Gambling Act and Liquor Act for the Club for the Club to hold the relevant licences to operate at the premises.

33.4 If a casual vacancy occurs the position of Chaiman, the Committee may appoint one of its Members to the vacant office.

33.5 If the number of Committee Members is less than 5, the remaining Committee Members must convene a Committee Meeting for the sole purpose of appointing sufficient Committee Members to form a quorum and the Committee Members so appointed will hold their positions until the conclusion of the terms of the Committee Members they are replacing as designated by the remaining Committee Members.

33.6 If the number of Committee Members is reduced to 0, the Secretary (or if there is no Secretary, Members who were office bearers at the previous Annual General Meeting, or any of them) must call a Special General Meeting for the purpose of filling all the Committee vacancies, and take all actions that are necessary for that purpose.

33.7 The Voting Members present at the Special General Meeting convened under Rule 33.6 must determine which Committee Members elected at the Special General Meeting:

(a) will hold their position until the conclusion of the next Annual General Meeting; and

(b) which will hold their position until the conclusion of the second Annual General Meeting following their appointment.

33.8 As soon as practicable after the conclusion of the Special General Meeting convened under Rule 33.6 the Committee must convene a Committee Meeting, the only business of which will be the election of the Chairman.

33.9 The Committee Meeting convened under Rule 33.8 must be convened in the same manner as the

Committee Meeting convened under Rule 32.

34. REMOVAL OF COMMITTEE MEMBER

34.1 The Voting Members in a General Meeting may, by Resolution:

(a) remove any Committee Member before the expiration of their term; and

(b) subject to Rule 34.5, appoint another Voting Member in their stead to hold office until the expiration of the term of the removed Committee Member.

34.2 A Committee Member against whom a proposed resolution referred to in Rule 34.1:

(a) must be notified in writing by the Secretary at least 21 days before the General Meeting referred to in Rule 34.1 takes place; and

(b) may make representations in writing to the Secretary.

34.3 The Secretary must circulate any written statement to all Voting Members by:

(a) sending or providing access to a copy to each Voting Member if there is time to do so; or

(b) if there is not time to comply with Rule 34.3(a) having the statement distributed to Members attending the Special General Meeting and read out at the Special General Meeting before the resolution is voted on.

34.4 The statement provided under Rule 34.2 does not have to be circulated to Members if it is more than 1,000 words long or defamatory.

34.5 Only Voting Members who meet the criteria set out in Rule 33.3 are eligible to be appointed under Rule 34.1(b).

34.6 If a Committee Member is removed in accordance with Rule 34, the removal of the Committee Member is not invalidated by the fact that the Members did not appoint another Member to the Committee, and if another Member is not appointed to the Committee, a casual vacancy will exist for the Committee position.

35. PROCEDURE OF THE COMMITTEE

35.1 The Committee must meet at least 10 times in each year for the transaction of the business of the Club on such days as determined by Committee.

35.2 The Committee must ensure that minutes and taken and kept of each Committee Meetings and all resolutions and proceedings of the Committee Meetings must be entered in a minute register. The minutes must record the following:

(a) the names of the Committee Members in attendance at the Committee Meeting;

(b) the business considered at the Committee Meeting;

(c) any resolution on which a vote is taken and the result of the vote; and

(d) any material personal interest disclosed under Rule 39.

35.3 Committee meetings may be convened in any way approved by the Committee, and attendance may be by telephone or conference call or such other reasonable means as agreed by the Committee.

35.4 Any 3 Committee Members or the Chairman may require the Secretary to convene a special meeting of the Committee, and the Secretary must, on the requisition of 3 Committee Members or the Chairman, convene a special meeting of the Committee.

35.5 No business will be transacted at any meeting unless each Committee Member has been given at

least 24 hours prior notice of the business to be conducted meeting. Notwithstanding the notice period required under this Rule 35.5, the Committee Members may unanimously agree in writing to conduct the Committee Meeting on a shorter notice period.

35.6 Any 5 Committee Members will constitute a quorum for the transaction of the business of a meeting of the Committee.

35.7 No business may be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present:

(a) in the case of a special Committee Meeting, under Rule 35.5the meeting lapses; and

(b) in any other case, the Chairman must adjourn the meeting to an appropriate time and place unless the meeting was requisitioned by Committee Members pursuant to Rule 35.4 in which case it lapses.

35.8 If a meeting is adjourned in accordance with the Rule 35.7, each Committee Member must be notified of the place and time for the new meeting.

35.9 The Chairman, or in their absence or inability to preside, a Committee Member appointed by the Committee Meeting must preside at Committee Meetings.

35.10 Questions arising at a Committee Meeting or of any subcommittee appointed by the Committee will be determined on a show of hands. or, if demanded by 2 Members, by a poll taken in such manner as the person presiding at the meeting may determine.

35.11 Voting by proxy is not permitted at a Committee Meeting.

35.12 Other than a Committee Member who is employed by the Club, each Committee Member, including the presiding Committee Member, will have 1 vote and in the event of an equality of votes, the chairman presiding at the meeting will have a casting vote. A Committee Member who is employed by the Club shall not be entitled to vote at a Committee Meeting.

35.13 A motion is carried if a majority of Committee Members present and voting at the meeting vote in favour of the motion.

35.14 Subject to the requirement for a quorum, the Committee may act notwithstanding any vacancy on the Committee.

36. VALIDATING ACTS OF THE COMMITTEE

All acts done by any meeting of the Committee or a subcommittee of the Committee or by any person acting as a Committee Member or under delegation from the Committee (**Relevant Persons**) will, notwithstanding that it is afterwards discovered that there was some defect in the election or appointment of any Relevant Person or that they or any of them were disqualified, be as valid as if the Relevant Person had been duly elected or appointed and was qualified to act.

37. MANAGER

37.1 The Committee may engage a Manager on terms and conditions that the Committee considers appropriate and who must act diligently, honestly and faithfully in the best interests of the Club and carry out the directions of the Committee and to whom the Committee may delegate the duties of any Committee Member.

37.2 Unless otherwise determined by the Committee, the Manager will be:

(a) the Secretary for the purposes of the Act and these Rules; and

(b) the Club's nominee for the purposes of the Gaming Act and the Liquor Act.

38. SUBCOMMITTEES

38.1 The Committee may from time to time appoint any subcommittees and may delegate to the subcommittees such of the powers or duties of the Committee as the Committee may determine.

38.2 A subcommittee member does not need to be a Member.

38.3 The business of subcommittees must be conducted in accordance with the direction of the Committee and subcommittees must conform to any by-laws prescribed by the Committee.

38.4 All subcommittees must report to the Committee and decisions of a subcommittee will be subject to confirmation of the Committee except where the subcommittee has been given express power to act by the Committee.

38.5 The Committee may appoint a Committee Member to an ex-officio Member of any subcommittees. For clarity, the Committee may appoint different Committee Members to be ex-officio members of different subcommittees, and may appoint the same Committee Member to be the ex-officio member of more than 1 subcommittee.

39. CONFLICT OF INTEREST

39.1 A Committee Member who has a material personal interest in a matter being considered at a Committee Meeting must disclose the Committee Member's position and the nature and extent of that interest to the Committee.

39.2 The Committee Member must not:

(a) be present while the matter is being considered at the meeting; and

(b) vote on the matter.

39.3 This Rule 39 does not apply to a material personal interest that:

(a) exists only because the member belongs to a class of persons for whose benefit the Club is established; or

(b) the member has in common with all, or a substantial proportion of, the Members of the Club.

39.4 The Committee must keep a conflict of interest register.

39.5 The conflict of interest register must record the following:

(a) the name and position of the Committee Member who has disclosed a material personal interest;

(b) a description of the nature and extent of that interest; and

(c) a management plan documenting actions required to mitigate the conflict.

40. LEAVE OF ABSENCE

40.1 The Committee may grant a Committee Member leave of absence from Committee Meetings for a period exceeding 3 months.

40.2 The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

41. INDEMNITY

41.1 No Office Holders will be liable to the Club for any loss or expense not applicable to their own dishonesty or to the wilful commission by them of an act known by them to be a breach of trust or breach of duty.

41.2 To the extent allowed by the Law, each Office Holder will be indemnified by the Club from and against any liability, loss or damage caused or incurred by the Office Holder by reason of the bona fide exercise by the Office Holder of any of the duties, powers or privileges conferred or imposed on the Office Holder by these Rules or any amendment thereof.

42. APPLICATION OF PROFIT

42.1 The Club is a non-proprietary, non-profit Club.

42.2 The assets and income of the Club must be applied solely to the promotion of the purposes set out in Rule 4 and no portion shall be distributed directly or indirectly to Members.

42.3 No Committee Member, Member, employee or agent of the Club may receive any payment of any amount by way of commission or allowance from the Club's receipts for the supply of liquor.

42.4 Rule 42.2 and 42.3 do not prevent the Club from paying a Member:

(a) reimbursement for 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.

43. SUPPLY OF LIQUOR

The Club must supply liquor only in strict compliance with all legal requirements regarding the supply of liquor under the Liquor Act.

44. VISITORS TO THE CLUB

44.1 Members will be entitled to introduce visitors to the Club premises as guests of the Members.

44.2 A visitor must not be supplied with liquor in the Club premises unless the visitor is:

(a) a guest in the company of a Member; or

(b) an Authorised Gaming Visitor.

44.3 Authorised Gaming Visitors must:

(a) produce evidence of their residential address before being admitted to the licensed premises of the Club;

(b) carry identification at all times whilst on the licensed premises of the Club; and

(c) comply with all relevant Rules and by-laws of the Club whilst on the licensed premises of the Club.

45. VISITORS' REGISTER

The Club must maintain a visitors' register recording the name of each visitor to the Club, the date of admission and whether the visitor was:

(a) introduced as a guest of a Member – in which case the register must record the name of the guest and the name of the introducing Member; or

(b) an Authorised Gaming Visitor – in which case the register must record the residential address of the visitor.

46. ALTERATION OF RULES AND STATEMENT OF PURPOSES

No alteration or addition to these Rules and statement of purposes will be made except by means of a special resolution at a General Meeting where:

(a) at least 21 days notice of the intention to propose the resolution has been delivered to all Voting Members; and

(b) the resolution is passed by at least 75% of the Voting Members present who cast a vote.

47. NOTICES

47.1 Unless otherwise provided in these Rules, a notice may be served by or on behalf of the Club upon any Member either personally or by sending it by email or post to the Member at their address shown in the Register of Members.

47.2 Where a document is properly addressed and sent to a person, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the document would have been delivered in the ordinary course of events for that type of delivery.

48. WINDING UP OR CANCELLATION

48.1 The Members at a General Meeting may, by Special Resolution, resolve to dissolve the Club.

48.2 Such Special Resolution will have no effect unless:

(a) the resolution is confirmed at a Special General Meeting held not less than 1 month after the meeting referred to in Rule 48.1;

(b) not less than 50% of the Voting Members are present in person or by proxy and voting at the Special General Meeting; and

(c) not less than 75% of those present and voting at the Special General Meeting vote in favour of the resolution.

48.3 If the conditions set out in Rule 48.2 are met, the Committee must proceed to realise the property of the Club and after the discharge of all liabilities must transfer the amount that remains to any organisation that is carried on for a similar purpose, which is not carried on for the profit or gain of its individual members, such organisation to be specified by the majority of Members at the General Meeting referred to in Rule 48.2(a).

49. CUSTODY, RETURN AND INSPECTION OF BOOKS AND RECORDS

49.1 Except as otherwise provided in these Rules, the Manager must keep in their custody or under their control, all books, documents and securities of the Club.

49.2 Members may on written request to the Committee inspect free of charge and, for a reasonable fee, make a copy of:

(a) the Register of Members;

(b) the minutes of General Meetings; and

(c) subject to Rule 49.4, the financial records, books, securities and minutes of Committee Meetings.

49.3 The Committee must on request and free of charge make copies of these Rules available to Members and applicants for membership.

49.4 The Committee may refuse to permit a Member to inspect and/or to copy the Club's records that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the Club's interests or not related to the good conduct of the Club.

50. COMMON SEAL

The Club does not have a common seal.