

## RULES

THE MOONEE PONDS CLUB INC


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## THE MOONEE PONDS CLUB INCORPORATED RULES

## Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.
Under section 46 of the Associations Incorporation Reform Act 2012, these Rules are taken to constitute the terms of a contract between the Association and its members.

## PART 1—PRELIMINARY

## 1 Name

The name of the incorporated association is "The Moonee Ponds Club Inc".

## Note

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

## 2 Purposes

2.1 The purposes of the association are-
a. The object of the Club is to provide for its Members associated together for social, sporting, charitable, and educational purposes, and, in particular, to establish and maintain accommodation and facilities for the playing of lawful games, and for musical, dramatic, and other social entertainments for Members and their guests upon premises of which the Club is the bona fide occupier.
b. To provide those amenities and refreshments as are customarily furnished and supplied in social and sporting clubs and to carry out and do all necessary acts and things incidental thereto.
c. 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 from time to time be necessary to obtain pursuant to the Act or any other Act or Acts to enable the Club to provide for all to sell to its Members liquor, tobacco or any other goods and to apply from time to time for renewal or extension of any such registration or licence.
d. To purchase, take on lease or in exchange hire or otherwise to acquire any lands, buildings, easements or property real or personal which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Club.
e. To sell, improve, manage, develop, dispose of or otherwise deal with all or any part of the property and rights of the Club.
f. To borrow or raise and give security for money by the issue of bonds, debentures, promissory notes, bills of exchange or securities of the Club or mortgage or charge upon the whole or part of the property of the Club. To indemnify or guarantee for the payment of money or the performance of any contractual obligation or undertaking
for which the Club has become, liable under or by virtue of any guarantee, indemnity or other contract pursuant to this paragraph, to mortgage the whole or any part of the property or assets of the Club held at present or future.
g. To invest and deal with the moneys of the Club not immediately required in such manner as may from time to time be determined.
h. To appoint and employ, remove and suspend managers, clerks, secretaries, servants and other persons and to pay them for services rendered to the Club in the form of salaries, wages and gratuities.
i. To construct, improve, maintain or alter any buildings and properties belonging to the Club, or leased by the Club or which may directly or indirectly advance the Club's interest.
j. To make donations for patriotic, charitable or community purposes.
k. To promote or hold with other associations clubs or persons sports meetings, competition and matches and to offer or contribute towards prizes, medals and awards and to promote dinners, dances, concerts and other forms of entertainment.
I. To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
m . To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of powers of the Club; to obtain from any such Government or Authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise, and comply with, any such arrangements, rights, privileges and concessions.
n. To lend and advance money, or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
o. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of lading and other negotiable or transferable instruments.
p. To take or hold mortgages, liens, charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Association or any money due to the Club from the purchases and others.
q. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
r. To amalgamate with any one or more incorporated associations having objects altogether, or in part, similar to those of the Club and which shall prohibit the distribution of its and their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of its Rules.
s. To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities, and engagements of any one or more of the incorporated associations with which the Club is authorized to amalgamate.
t. To transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the incorporated associations with which the Club is authorized to amalgamate.
u. To do all such other lawful things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

## 3 Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

## 4 Definitions

In these Rules-
absolute majority, of the Board, means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of Board members present at a Board meeting);
Chairperson, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 45;
Board means the Board having management of the business of the Association;
Board meeting means a meeting of the Board held in accordance with these Rules;
Board member means a member of the Board elected or appointed under Division 3 of Part 5;
disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);
disciplinary meeting means a meeting of the Board convened for the purposes of rule 22;
disciplinary subcommittee means the subcommittee appointed under rule 20;
financial year means the 12 month period specified in rule 3;
Full Member means the category of membership as defined in clause 14.2;

General Manager means a manager employed by the Club and appointed under rule 43.3;
general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;
Honorary Member means the category of membership as defined in clause 14.5;

Life Member means the category of membership as defined in clause 14.4;
member means a member of the Association;
member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;
Rewards Program means the rewards program offered to members of the Club from time to time;
Social Member means the category of membership as defined in clause 14.3;
special resolution means a resolution that requires not less than threequarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;
the Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;
the Registrar means the Registrar of Incorporated Associations.

## PART 2—POWERS OF ASSOCIATION

## 5 Powers of Association

5.1 Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
5.2 Without limiting subrule (1), the Club may-
a. acquire, hold and dispose of real or personal property;
b. open and operate accounts with financial institutions;
c. invest its money in any security in which trust monies may lawfully be invested;
d. raise and borrow money on any terms and in any manner as it thinks fit;
e. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
a. appoint agents to transact business on its behalf;
f. enter into any other contract it considers necessary or desirable.
5.3 The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## 6 Not for profit organisation

6.1 The Club must not distribute any surplus, income or assets directly or indirectly to its members.
6.2 Subrule (1) does 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.

## Note

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

## PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES Division 1—Membership

## 7 Minimum number of members

The Club must have at least 5 members.

## 8 Who is eligible to be a member

8.1 The members shall comprise-
a. Any person over 18 years of age who supports the purposes of the Club is eligible for membership.

## 9 Application for membership

9.1 To apply to become a member of the Club, a person must submit a written application to a Board member or its nominee stating that the person-
a. wishes to become a member of the Club; and
b. supports the purposes of the Club; and
c. agrees to comply with these Rules.
9.2 The application-
a. must be signed by the applicant; and
b. may be accompanied by the joining fee.

Note
The joining fee is the fee (if any) determined by the Club under rule 12(3).

## 10 Consideration of application

10.1 The Board must decide by resolution whether to accept or reject the application at the next monthly meeting of the Board.
10.2 If the Board rejects the application, it shall notify the applicant in writing of its decision as soon as practicable after the decision is made and return any money accompanying the application to the applicant.
10.3 The Board does not need to give a reason for the rejection of an application.

## 11 New membership

11.1 If an application for membership is approved by the Board-
a. the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
b. the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
11.2 A person becomes a member of the Club and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which-
a. the Board approves the person's membership; or
b. the person pays the joining fee.

## 12 Annual subscription and fee on joining

12.1 The Board shall determine from time to time-
a. the amount of the annual subscription for all categories; and
b. the date for payment of the annual subscription.
12.2 The Board may determine that a lower annual subscription is payable by a Full Member who satisfies any of the following:
a. a member who permanently resides within a radius of 65 km of the corner of Bourke street and Elizabeth street Melbourne;
b. a member who permanently resides outside a radius of 65 km of the corner of Bourke street and Elizabeth street Melbourne;
c. a member who is in receipt of a pension;
d. a member who is a full time student; and
e. a member who's partner is a Full Member of the Club.
12.3 The Club may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to-
a. the full annual subscription; or
b. a pro rata annual subscription based on the remaining part of the financial year; or
c. a fixed amount determined from time to time by the Club.
12.4 The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

## 13 General rights of Full Members

13.1 A Full Member of the Club who is entitled to vote has the right-
a. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
b. to submit items of business for consideration at a general meeting; and
c. to attend and be heard at general meetings; and
d. to vote at a general meeting; and
e. to have access to the minutes of general meetings and other documents of the Club as provided under rule 74; and
f. to inspect the register of members.
13.2 A member is entitled to vote if-
a. the member is a Full Member; and
b. more than 10 business days have passed since he or she became a member of the Club; and
c. the member's membership rights are not suspended for any reason.

## 14 Types of membership

14.1 The Club shall have the following categories of membership:
a. Full Member;
b. Social member;
c. Life member; and
d. Honorary Member.
14.2 Full Member
a. A Full Member is a member who holds full rights as a member of the Club including the rights listed in rule 13.1;
b. A Full Member shall be entitled to receive the full benefit of any Rewards Program offered by the Club
14.3 Social Member
a. A Social Member of the Club shall not enjoy any rights provided for in rule 13.1.
b. A Social Member may enter the Club and participate in all social and gaming activities.
c. A Social Member shall be entitled to receive the benefit of any Rewards Program offered by the Club as determined by the Board from time to time.
14.4 Life Member
a. The Board may recommend that a member of the Club be nominated as a Life Member provided that:
i. the member of the Club has rendered the Club special service; and
ii. the member is approved by resolution at any general meeting by a four-fifths majority of voting members present.
c. A person who has been a member of the Club for 50 years shall be nominated as a Life Member at the next Board Meeting following his or her 50th anniversary.
a. Life Members shall:
i. be thereafter exempted from the payment of the membership subscription; and
ii. shall be entitled to all privileges of a Full Member for the purposes of rule 13.

### 14.5 Honorary Member

a. The Board may recommend that a person be appointed as an Honorary Member of the Club provided that:
i. the person holds a responsible position in political, municipal, professional, commercial or sporting life or who has otherwise provided significant service to the Club or the community;
ii. an Honorary Member must be elected as an Honorary Member by a unanimous resolution of the Board;
iii. an Honorary Member may be elected by the Board as an Honorary Member of the Club for such a period as the Board may determine without payment of any nomination fee, entrance fee or any subscription, provided that always that any person elected as an Honorary Member shall have reached the age of 18 years.
iv. Honorary Members shall be entitled to all privileges of the Club except for those provided in rule 13
v. Honorary Members shall be appointed for a term of no longer than 5 years, provided that the Board may by unanimous resolution renew an Honorary Member's membership.

## 15 Rights not transferable

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

## 16 Ceasing membership

16.1 The membership of a person ceases on resignation, expulsion or death.
16.2 If a person ceases to be a member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

## 17 Resigning as a member

17.1 A member may resign by notice in writing given to the Club.

## Note

Rule 73(3) sets out how notice may be given to the Club. It includes by post or by handing the notice to a member of the Board.
17.2 A member is taken to have resigned if-
a. the member's annual subscription is more than 12 months in arrears; or
b. where no annual subscription is payable-
i. the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
ii. the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

## 18 <br> Register of members

18.1 The Secretary must keep and maintain a register of members that includes-
a. for each current member-
i. the member's name;
ii. the address for notice last given by the member;
iii. the date of becoming a member;
iv. if the member is an associate member, a note to that effect;
v. any other information determined by the Board; and
b. for each former member, the date of ceasing to be a member.
18.2 Any member may, at a reasonable time and free of charge, inspect the register of members.

## Note

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

## Division 2—Disciplinary action

19 Grounds for taking disciplinary action
19.1 The Club may take disciplinary action against a member in accordance with this Division if it is determined that the member-
a. has failed to comply with these Rules; or
b. refuses to support the purposes of the Club; or
c. has engaged in conduct prejudicial to the Club.

## 20 Disciplinary subcommittee

20.1 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
20.2 The members of the disciplinary subcommittee-
a. may be Board members, members of the Club or anyone else; but
b. must not be biased against, or in favour of, the member concerned.

## 21 Notice to member

21.1 Before disciplinary action is taken against a member, the Secretary must give written notice to the member-
a. stating that the Club proposes to take disciplinary action against the member; and
b. stating the grounds for the proposed disciplinary action; and
c. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
d. advising the member that he or she may do one or both of the following-
i. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
e. setting out the member's appeal rights under rule 23.
21.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## 22 Decision of subcommittee

22.1 At the disciplinary meeting, the disciplinary subcommittee must-
a. give the member an opportunity to be heard; and
b. consider any written statement submitted by the member.
22.2 After complying with subrule 22.1, the disciplinary subcommittee may-
a. take no further action against the member; or
b. subject to subrule 22.3-
i. reprimand the member; or
ii. suspend the membership rights of the member for a specified period; or
iii. expel the member from the Club.
22.3 The disciplinary subcommittee may not fine the member.
22.4 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## 23 Appeal rights

23.1 A person whose membership rights have been suspended or who has been expelled from the Club under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
23.2 The notice must be in writing and given-
a. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
b. to the Secretary not later than 48 hours after the vote.
23.3 If a person has given notice under subrule 23.2, a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
23.4 Notice of the disciplinary appeal meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must-
a. specify the date, time and place of the meeting; and
b. state-
i. the name of the person against whom the disciplinary action has been taken; and
ii. the grounds for taking that action; and
iii. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## 24 Conduct of disciplinary appeal meeting

24.1 At a disciplinary appeal meeting-
a. no business other than the question of the appeal may be conducted; and
b. the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
c. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
24.2 After complying with subrule 24.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
24.3 A member may vote by proxy at the meeting.
24.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## Division 3-Grievance procedure

## 25 Application

25.1 The grievance procedure set out in this Division applies to disputes under these Rules between-
a. a member and another member;
b. a member and the Board;
c. a member and the Club.
25.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

## 26 Parties must attempt to resolve the dispute

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

## 27 Appointment of mediator

27.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days-
a. notify the Board of the dispute; and
b. agree to or request the appointment of a mediator; and
c. attempt in good faith to settle the dispute by mediation.
27.2 The mediator must be-
a. a person chosen by agreement between the parties; or
b. in the absence of agreement-
i. if the dispute is between a member and another member-a person appointed by the Board; or
ii. if the dispute is between a member and the Board or the Club-a person appointed or employed by the Dispute Settlement Centre of Victoria.
27.3 A mediator appointed by the Board may be a member or former member of the Club but in any case must not be a person who-
a. has a personal interest in the dispute; or
b. is biased in favour of or against any party.

## 28 Mediation process

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

## 29 Failure to resolve dispute by mediation

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

## PART 4—GENERAL MEETINGS OF THE CLUB

## 30 Annual general meetings

30.1 The Board must convene an annual general meeting of the Club within 5 months of the end of each financial year or such other date as the Board determines
30.2 The Board may determine the date, time and place of the annual general meeting.
30.3 The ordinary business of the annual general meeting is as follows-
a. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
b. to receive and consider-
i. the annual report of the Board on the activities of the Club during the preceding financial year; and
ii. the financial statements of the Club for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
c. to elect the members of the Board;
d. to confirm or vary the amounts (if any) of the annual subscription and joining fee.
30.4 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

## 31 Special general meetings

31.1 Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
31.2 The Board may convene a special general meeting whenever it thinks fit.
31.3 No business other than that set out in the notice under rule 33 may be conducted at the meeting.

## Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

## 32 Special general meeting held at request of members

32.1 The Board must convene a special general meeting if a request to do so is made in accordance with subrule 32.2 by at least $10 \%$ of the total number of members.
32.2 A request for a special general meeting must-
a. be in writing; and
b. state the business to be considered at the meeting and any resolutions to be proposed; and
c. include the names and signatures of the members requesting the meeting; and
d. be given to the Secretary.
32.3 If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
32.4 A special general meeting convened by members under subrule 32.3-
a. must be held within 3 months after the date on which the original request was made; and
b. may only consider the business stated in that request.
32.5 The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule 32.3.

## 33 Notice of general meetings

33.1 The Secretary (or, in the case of a special general meeting convened under rule 32.3, the members convening the meeting) must give to each member of the Club-
a. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
b. at least 14 days' notice of a general meeting in any other case.
33.2 The notice must-
a. specify the date, time and place of the meeting; and
b. indicate the general nature of each item of business to be considered at the meeting; and
c. if a special resolution is to be proposed-
i. state in full the proposed resolution; and
ii. state the intention to propose the resolution as a special resolution; and
d. comply with rule 34.5.
33.3 This rule does not apply to a disciplinary appeal meeting.

## Note

Rule 23.4 sets out the requirements for notice of a disciplinary appeal meeting.

## 34 Proxies

34.1 A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
34.2 The appointment of a proxy must be in writing and signed by the member making the appointment.
34.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
34.4 If the Board has not approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
34.5 Notice of a general meeting given to a member under rule 33 must-
a. state that the member may appoint another member as a proxy for the meeting; and
b. include a copy of any form that the Board has approved for the appointment of a proxy.
34.6 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
34.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club no later than 24 hours before the commencement of the meeting.

## 35 Use of technology

35.1 A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
35.2 For the purposes of this Part, a member participating in a general meeting as permitted under subrule 35.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## 36 Quorum at general meetings

36.1 No business may be conducted at a general meeting unless a quorum of members is present.
36.2 The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 50 members entitled to vote.
36.3 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting-
a. in the case of a meeting convened by, or at the request of, members under rule 32-the meeting must be dissolved;

## Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32 .
b. in any other case-
i. the meeting must be adjourned to a date not more than 21 days after the adjournment; and
ii. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
36.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

## 37 Adjournment of general meeting

37.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
37.2 Without limiting subrule 37.1, a meeting may be adjourned-
a. if there is insufficient time to deal with the business at hand; or
b. to give the members more time to consider an item of business.

Example
The members may wish to have more time to examine the financial statements submitted by the Board at an annual general meeting.
37.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
37.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

## 38 Voting at general meeting

38.1 On any question arising at a general meeting-
a. subject to subrule 38.3, each member who is entitled to vote has one vote; and
b. members may vote personally or by proxy; and
c. except in the case of a special resolution, the question must be decided on a majority of votes.
38.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
38.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
38.4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

## 39 Special resolutions

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

## Note

In addition to certain matters specified in the Act, a special resolution is required-
a. to remove a Board member from office ;
b. to alter these Rules, including changing the name or any of the purposes of the Club.

## 40 Determining whether resolution carried

40.1 Subject to subsection 40.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been-
a. carried; or
b. carried unanimously; or
c. carried by a particular majority; or
d. lost-
40.2 and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
40.3 If a poll (where votes are cast in writing) is demanded by three or more members on any question-
a. the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
b. the Chairperson must declare the result of the resolution on the basis of the poll.
40.4 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
40.5 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

## 41 Minutes of general meeting

41.1 The Board must ensure that minutes are taken and kept of each general meeting.
41.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
41.3 In addition, the minutes of each annual general meeting must include-
a. the names of the members attending the meeting; and
b. proxy forms given to the Chairperson of the meeting under rule 34.6; and
c. the financial statements submitted to the members in accordance with rule 30.4(b)(ii); and
d. the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
e. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## PART 5—BOARD

## Division 1—Powers of Board

## 42 Role and powers

42.1 The business of the Club must be managed by or under the direction of a Board.
42.2 The Board may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Club.

### 42.3 The Board may-

a. appoint and remove staff;
b. establish subcommittees consisting of members with terms of reference it considers appropriate;
c. establish By-Laws for the good conduct of the Club not contrary to the provisions of the Act, these Rules or the Liquor Control Reform Act 1998 (as amended) and to vary and rescind such By-Laws. Notice of such By-Laws shall be displayed on the notice board of the Club for a period of fourteen days next after the same shall have been made, varied or rescinded.

## 43 Delegation

43.1 The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than-
a. this power of delegation; or
b. a duty imposed on the Board by the Act or any other law.
43.2 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
43.3 The Board may appoint a General Manager to assist the Board in the managing and control of the affairs of the Club.
a. In the event the Board appoint a General Manager:
i. The Board shall employ the General Manager in a permanent, full time position in accordance with all applicable workplace laws including the Fair Work Act 2009 (Cth) as amended from time to time; and
ii. The Board shall fix the General Manager's remuneration in accordance with industry standards and as the Board sees fit.
b. The General Manager shall correctly record in the Minute book of the Club Minutes of proceedings of all Annual General, Special General and Board and Sub- Committee Meetings.
c. The Treasurer shall submit annually to the Board the balance sheet of the Club certified as being correct by the Auditor of each financial year.
d. The duties of the General Manager shall be those duties determined by the Board from time to time.
43.4 The General Manager shall keep in custody or under control. all books documents and securities of the Club.
43.5 The Board may, in writing, revoke a delegation wholly or in part.

## Division 2-Composition of Board and duties of members

44 Composition of Board
The Board consists of-
a. a Chairperson; and
b. a Vice-Chairperson/Secretary; and
c. a Treasurer; and
d. ordinary members (if any) elected under rule 53.

## 45 General Duties

45.1 As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
45.2 The Board is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Board comply with these Rules.
45.3 Board members must exercise their powers and discharge their duties with reasonable care and diligence.
45.4 Board members must exercise their powers and discharge their duties-
a. in good faith in the best interests of the Club; and
b. for a proper purpose.
45.5 Board members and former Board members must not make improper use oftheir position; or
a. information acquired by virtue of holding their position-
b. so as to gain an advantage for themselves or any other person or to cause detriment to the Club.

## Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated Club.
45.6 In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

## 46 Chairperson and Vice-Chairperson

46.1 Subject to subrule 46.2, the Chairperson or, in the Chairperson's absence, the Vice-Chairperson is the Chairperson for any general meetings and for any Board meetings.
46.2 If the Chairperson and the Vice-Chairperson are both absent, or are unable to preside, the Chairperson of the meeting must be-
a. in the case of a general meeting-a member elected by the other members present; or
b. in the case of a Board meeting-a Board member elected by the other Board members present.

## 47 Secretary

47.1 The Vice-Chairperson shall be the Secretary.
47.2 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated Club.

Example
Under the Act, the secretary of an incorporated Club is responsible for lodging documents of the Club with the Registrar.
47.3 The Secretary must-
a. maintain the register of members in accordance with rule 18; and
b. keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 69.3, all books, documents and securities of the Club in accordance with rules 71 and 74; and
c. subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
d. perform any other duty or function imposed on the Secretary by these Rules.
47.4 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
47.5 If a General Manager is appointed in accordance with rule 43.3, the Secretary may delegate all or some of his or her tasks to the General Manager.

## 48 Treasurer

### 48.1 The Treasurer must-

a. receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
b. ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
c. make any payments authorised by the Board or by a general meeting of the Club from the Club's funds; and
48.2 The Treasurer must-
a. ensure that the financial records of the Club are kept in accordance with the Act; and
b. coordinate the preparation of the financial statements of the Club and their certification by the Board prior to their submission to the annual general meeting of the Club.
48.3 The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Club.
48.4 If a General Manager is appointed in accordance with rule 43.3, the Treasurer may delegate all or some of his or her tasks to the General Manager.

## Division 3-Election of Board members and tenure of office

## 49 Who is eligible to be a Board member

A member is eligible to be elected or appointed as a Board member if the member-
a. is 18 years or over;
b. is entitled to vote at a general meeting;
c. has been a member of the Club for the preceding three (3) years; and
d. does not have any direct family members or partners employed by the Club.

## 50 Positions to be declared vacant

50.1 This rule applies to-
a. the first annual general meeting of the Club after its incorporation; or
b. any subsequent annual general meeting of the Club, after the annual report and financial statements of the Club have been received.
50.2 The Chairperson of the meeting must declare whether there are any vacancies on the Board and hold elections for the position(s) of Board member in accordance with rules 51 to 53.

## 51 Nominations

51.1 Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
51.2 An eligible member of the Club may-
a. with the member's consent, be nominated by another member; and
b. have the nomination seconded by another member.

## 52 Election of Chairperson etc.

52.1 At the first meeting of the Board after the annual general meeting, the Board must elect Board members to the following positions-
a. Chairperson;
b. Vice-Chairperson/Secretary;
c. Treasurer;
52.2 If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
52.3 If more than one member is nominated, a ballot must be held in accordance with rule 54 .
52.4 On his or her election, the new Chairperson may take over as Chairperson of the meeting.
52.5 Any Board members not elected to a position under rule 52.1 shall be a director of the Board.

## 53 Election of ordinary members

53.1 Any two financial Members of the Club shall be at liberty to nominate and second any financial Member, subject to Rule 49, to serve as a director of the Club
53.2 Such nomination shall be in writing, on the prescribed nomination form, signed by the proposer and seconder and by the nominee giving consent to his nomination and shall be delivered to the Returning Officer at least twenty-eight days before the date fixed for the Annual General Meeting.
53.3 If there are more nominations than vacancies for any position balloting list shall be prepared containing the name of candidates order of which shall be decided by lot for each vacancy on the Board.
53.4 Ballot papers shall be mailed to all Members entitled to vote, twenty-one days prior to the Annual General Meeting with notification and return by hand or mail by 10.00 am on the day appointed for the Annual General Meeting. Ballot papers received after that time shall not be considered.
53.5 A returning officer shall be appointed by the Board of Directors at least six weeks before the date of the Annual General Meeting.
a. The Returning Officer shall appoint a Deputy Returning Officer and such staff necessary for the conduct of the poll.
b. Such appointed staff Members shall not be Directors of the Club or candidates for the election.
c. Each candidate for election may appoint one scrutineer by nomination in writing to the Returning Officer.
53.6 If two or more candidates obtain an equal number of votes a decision shall be made by the casting vote of the Chairman except in the case of an election for a Chairman when the Vice Chairman shall have the casting vote.
53.7 In the case there shall not be sufficient number of candidates nominated the Board of Directors may fill up the remaining vacancies or vacancy with any financial Member of the Club, subject to Rule 49, it considers suitable.
53.8 The Directors shall have the power to make rules and safe custody of ballot papers and other matters incidental to the takings of ballots in the manner hereinbefore prescribed.
53.9 The Returning Officer or in his absence the Deputy Returning Officer shall report the results of all ballots to the Chairman who shall (subject to paragraph ( g ) herein) declare elected those candidates who have polled a majority of votes in the particular category of office for which they were candidates.

## 54 Term of office

54.1 Subject to subrule 54.3 and rule 55, a Board member holds office for 2 years.
54.2 A Board member may be re-elected.
54.3 A general meeting of the Club may-
a. by special resolution remove a Board member from office; and
b. elect an eligible member of the Club to fill the vacant position in accordance with this Division.
54.4 A member who is the subject of a proposed special resolution under subrule 55.3(a) may make representations in writing to the Secretary or Chairperson of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
54.5 The Secretary or the Chairperson may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

## 55 Vacation of office

55.1 A Board member may resign from the Board by written notice addressed to the Board.
55.2 A person ceases to be a Board member if he or she-
a. ceases to be a member of the Club; or
b. fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 66; or
c. otherwise ceases to be a Board member by operation of section 77 of the Act.

## Note

A Board member may not hold the office of secretary if they do not reside in Australia.

## 56 Filling casual vacancies

56.1 The Board may appoint an eligible member of the Club to fill a position on the Board that-
a. has become vacant under rule 55 ; or
b. was not filled by election at the last annual general meeting.
56.2 If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
56.3 Rule 55 applies to any Board member appointed by the Board under subrule 56.1 or 56.2.
56.4 The Board may continue to act despite any vacancy in its membership.

## Division 4-Meetings of Board

## 57 Meetings of Board

57.1 The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.
57.2 The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Club at which the members of the Board were elected.
57.3 Special Board meetings may be convened by the Chairperson or by any 4 members of the Board.

## 58 <br> Notice of meetings

58.1 Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
58.2 Notice may be given of more than one Board meeting at the same time.
58.3 The notice must state the date, time and place of the meeting.
58.4 If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
58.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

59 Urgent meetings
59.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
59.2 Any resolution made at the meeting must be passed by an absolute majority of the Board.
59.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

60 Procedure and order of business
60.1 The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
60.2 The order of business may be determined by the members present at the meeting.

## 61 Use of technology

61.1 A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
61.2 For the purposes of this Part, a Board member participating in a Board meeting as permitted under subrule 61.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## 62 Quorum

62.1 No business may be conducted at a Board meeting unless a quorum is present.
62.2 The quorum for a Board meeting is the presence (in person or as allowed under rule 61) of a majority of the Board members holding office.
62.3 If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting-
a. in the case of a special meeting-the meeting lapses;
b. in any other case-the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 58 .

## 63 Voting

63.1 On any question arising at a Board meeting, each Board member present at the meeting has one vote.
63.2 A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
63.3 Subrule 63.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
63.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
63.5 Voting by proxy is not permitted.

## 64 Conflict of interest

64.1 A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
64.2 The member-
a. must not be present while the matter is being considered at the meeting; and
b. must not vote on the matter.

## Note

Under section 80(3) of the Act, if there are insufficient Board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.
64.3 This rule does not apply to a material personal interest-
a. that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
b. that the member has in common with all, or a substantial proportion of, the members of the Club.

## 65 Minutes of meeting

65.1 The Board must ensure that minutes are taken and kept of each Board meeting.
65.2 The minutes must record the following-
a. the names of the members in attendance at the meeting;
b. the business considered at the meeting;
c. any resolution on which a vote is taken and the result of the vote;
d. any material personal interest disclosed under rule 64.
66.1 The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
66.2 The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

## PART 6—FINANCIAL MATTERS

## 67 Source of funds

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

## 68 Management of funds

68.1 The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
68.2 Subject to any restrictions imposed by a general meeting of the Club, the Board may approve expenditure on behalf of the Club.
68.3 The Board may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
68.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members.
68.5 All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.
68.6 With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
68.7 The Board may authorise the General Manager to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

## 69 Financial records

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

## 70

Financial statements
70.1 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Club are met.
70.2 Without limiting subrule 70.1, those requirements include-
a. the preparation of the financial statements;
b. if required, the review or auditing of the financial statements;
c. the certification of the financial statements by the Board;
d. the submission of the financial statements to the annual general meeting of the Club;
e. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## PART 7—GENERAL MATTERS

## 71 Common seal

71.1 The Club may have a common seal.
71.2 If the Club has a common seal-
a. the name of the Club must appear in legible characters on the common seal;
b. a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members;
c. the common seal must be kept in the custody of the General Manager.

## 72 Registered address

The registered address of the Club is-
a. the address determined from time to time by resolution of the Board; or
b. if the Board has not determined an address to be the registered address-the postal address of the Secretary.

## 73 Notice requirements

73.1 Any notice required to be given to a member or a Board member under these Rules may be given-
a. by handing the notice to the member personally; or
b. by sending it by post to the member at the address recorded for the member on the register of members; or
c. by email or facsimile transmission.
73.2 Subrule 73.1 does not apply to notice given under rule 59 .
73.3 Any notice required to be given to the Club or the Board may be given-
a. by handing the notice to a member of the Board; or
b. by sending the notice by post to the registered address; or
c. by leaving the notice at the registered address; or
d. if the Board determines that it is appropriate in the circumstances-
i. by email to the email address of the Club or the Secretary; or
ii. by facsimile transmission to the facsimile number of the Club.

## 74 Custody and inspection of books and records

74.1 Members may on request inspect free of charge-
a. the register of members;
b. the minutes of general meetings;
c. subject to subrule 74.2 , the financial records, books, securities and any other relevant document of the Club, including minutes of Board meetings.

## Note

See note following rule 18 for details of access to the register of members.
74.2 The Board may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
74.3 The Board must on request make copies of these rules available to members and applicants for membership free of charge.
74.4 Subject to subrule 74.2, a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
74.5 For purposes of this rule-
relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following-
a. its membership records;
b. its financial statements;
c. its financial records;
d. records and documents relating to transactions, dealings, business or property of the Club.

## 75 Winding up and cancellation

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

## 76 Visitors

76.1 Visitors shall be admitted only to such parts of the Clubrooms as are determined from time to time by the Board.
76.2 The names and addresses of all visitors and the names of Members introducing them shall be recorded in a book kept for that purpose and the introducer shall be responsible for their conduct and any damage they may cause while in the Club. Such visitors may only remain in the Club during the pleasure and in the presence of the Member introducing them to the Club. The privileges of this rule may be withdrawn by a majority decision of the Board.
76.3 If the visitor or any Members so act in any way as to disregard any of the Rules of the Club such Member shall be liable to such disciplinary action as the Board shall determine.
76.4 The son or daughter of a Member, over the age of 18 years, must apply for membership in accordance with Club Rules, once the son or daughter has exceeded 10 visits to the Club in any one year.

## 77 Liquor Provisions

77.1 No officer or servant of the Club may receive any payment by way of commission or allowance from the receipts of the Club for the sale and disposal of liquor.
77.2 No person under the age of eighteen shall be admitted as a Member of the Club and no liquor shall be sold or supplied to any person under eighteen years of age except where any such person is accompanied by a spouse or parent or guardian and the liquor is sold or supplied for consumption as part of a meal supplied on the Club premises.
77.3 No person under eighteen years of age shall be employed by the Club except persons who are being trained as waiters. Such persons shall not be allowed to serve behind the bar.
77.4 A visitor must not be supplied with liquor on the Club premises unless the visitor is:-
a. a guest in the company of a member of the Club: or
b. an Authorised Gaming Visitor admitted in accordance with the Rules of the Club or
c. at a particular function or occasion in respect of which a licence has been granted under the provisions of the Liquor Control Act 1987.
77.5 The supply of liquor to and by the Club shall be under the control of the Board and the Board shall conduct the Club in good faith as a Club in an orderly manner and in compliance with the provisions of the Liquor Control Act or any amendment or re-enactment thereof from time to time in force. The Club shall not be kept or used for any unlawful purpose and shall not be used mainly for the supply of liquor. Drunkenness, illegal betting and illegal sales of liquor shall not be permitted on the Club premises nor shall persons who are not Members be admitted to the Club merely for the purpose of obtaining liquor.
77.6 The Board shall have the power and duty to take such action as may be necessary to enforce and ensure compliance by the Members and by all other persons coming upon the Club premises with the Rules of the Club and the provisions of the Liquor Control Act or any amendment or re-enactment thereof from time to time in force. In the absence of a Director the General Manager or Assistant Manager shall be in charge of the Club premises or in their absence the Duty Manager.
77.7 No liquor shall be sold or supplied for consumption elsewhere than on the Club premises unless such liquor is removed from the Club by a Member. The trading hours of the Club shall be decided by the Board, subject however to the provisions of any Licence or Permit granted by the Liquor Licensing Commission.
77.8 The Board shall have authority to apply to the appropriate authority or authorities for approval to conduct legal gaming activities on Club premises.

## 78 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Club.

## Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3 ) are altered, the Club is taken to have adopted its own rules, not the model rules.



