

RULES (as at 16 April 2021)

Rule No

INTRODUCTORY

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RULES

INTRODUCTORY

1. (1) In Part 1 and Part 2 of these Rules-

"Affiliated Member" means an Honorary Member, an Emeritus Member, a Temporary Member or a Reciprocal Member.

"Emeritus Member" means any person admitted as an Emeritus Member of the Club pursuant to rule 22.

"Honorary Member" means:

- (a) any person who is an Honorary Member on the coming into operation of these Rules; and
- (b) any person admitted as an Honorary Member of the Club pursuant to rule 22.

"Life Member" means:

- (a) any person who is a Life Member on the coming into operation of these Rules; and
- (b) any person who becomes a Life Member of the Club pursuant to rule 14.

"Member" means any person elected by ballot to membership of the Club.

"Reciprocal Club" means a club outside the State of Victoria which is recognised by the Committee for the purpose of rule 26.

"Reciprocal Member" means any person admitted as a Reciprocal Member of the Club pursuant to rule 26.

"Temporary Member" means:

- (a) any person who is a Temporary Member on the coming into operation of these Rules; and
- (b) any person admitted as a Temporary Member of the Club or a continuing Temporary Member of the Club pursuant to rule 23 or rule 24.

(2) In these Rules-

"Australia" means the Commonwealth of Australia excluding its external territories.

"Bankruptcy Act" means the Bankruptcy Act 1966 and includes:

- (a) any amendment or re-enactment thereof or any other Act standing in place thereof; and
- (b) any similar law of another country.

"Director" means the Director of Liquor Licensing appointed under the Liquor Act.

"Liquor Act " means the Liquor Control Reform Act 1998 and includes any amendment or re-enactment thereof or any other Act standing in place thereof.

"These Rules" means the Rules of the Club as approved at a General Meeting of Members held on 18th April 2007 as amended from time to time.

"The Secretary" includes any person authorised or directed by the Committee to carry out any function normally carried out by the Secretary.

- (3) Upon the coming into operation of these Rules all offices held, all appointments made, and all things done under any rules of the Club formerly in force shall for the purposes of these Rules be deemed to be held and to have been made and done under the appropriate provisions of these Rules.
- (4) The Committee shall have power to decide all doubts and difficulties arising out of the coming into operation of these Rules and its decision thereon shall not be open to question.

PART 1: THE CLUB AND ITS MEMBERSHIP

A. ELECTED MEMBERS

Membership

2. (1) The number of Members (not including Life Members as at 17 April 2019) shall not exceed one thousand five hundred.
- (2) No person under the age of twenty-one years shall be a candidate for membership of the Club.
- (3) Every Member shall be entitled to the privileges of the Club and shall be bound by its Rules and Regulations.

Nomination and Election

3. Every candidate for membership shall be proposed by one Member, seconded by another and supported by four referees all of whom know the candidate personally.
4. (1) Every candidate for membership must be a male person who:
is a resident of the State of Victoria; or
at some time after attaining the age of twenty-one years was a resident of the State of Victoria; or
has been a Temporary Member of the Club for two months at least during the period of two years before being proposed; or
is a member of a club recognised by the Committee for the purposes of this rule.
- (2) The Committee shall determine from time to time which clubs shall be recognised for the purposes of this rule.
5. (1) Every proposal of a candidate for membership shall be made on a nomination paper provided for the purpose in such form as the Committee may direct, which shall be signed by the proposer and seconder.
- (2) Every proposal of a candidate for membership shall be submitted to the Committee, which may, if it thinks fit, authorise the Secretary to enter the name and address of the candidate together with the names of his proposer, seconder and referees, and his occupation or appointment, in a book kept for the purpose in such place in the Club House as the Committee shall direct.

- (3) After the expiration of three calendar months from the date upon which the name of the candidate has been entered in the book referred to in sub-rule (2) hereof, the Committee may, if it thinks fit, approve the submission of the proposal to ballot and in that event notice of the proposal shall be exhibited in a conspicuous place in the Club House for not less than twenty-eight days prior to the ballot, and sent to every Member not less than fourteen days prior to the ballot.
 - (4) The Committee may, if it thinks fit, direct that the name of any candidate shall be removed from ballot at any time up to the commencement of ballot.
6.
 - (1) Unless the Committee otherwise determines a ballot shall be held every month other than the month of January, on the first Friday of the month which is not a public holiday.
 - (2) The ballot shall take place from 1.30 pm to 2.15 pm, during which time it shall be kept open in the presence of a member of the Committee and two other scrutineers approved by him.
 - (3) The member of the Committee shall decide any doubt or difficulty arising in the course of the ballot, and his decision thereon shall not be open to question.
7.
 - (1) Any Member intending not to be present at the time of the ballot may apply to the Secretary in writing stating his desire to vote at that ballot as an absent voter. On receipt of such application the Secretary shall deliver or post to the Member so applying an absent voter's ballot paper together with a small envelope marked "Ballot Paper" and a larger envelope addressed in such style as the Committee shall determine.
 - (2) The absent voter's ballot paper shall be in such form as the Committee shall determine.
 - (3) An absent voter shall mark his ballot paper and enclose it in the smaller envelope and seal that envelope. He shall then enclose the smaller envelope in the larger envelope, sign the same, and post it or deliver it to the Club.
 - (4) An absent voter's ballot paper which does not reach the scrutineers before the commencement of the ballot shall be excluded from the ballot and shall be destroyed by the Secretary unopened.

- (5) The scrutineers shall immediately before the commencement of the ballot open and destroy the larger envelope of each absent voter's ballot paper reaching them before the commencement of the ballot, and shall leave each smaller envelope unopened. At the conclusion of the ballot they shall open the smaller envelopes and count the absent voters' votes with the votes cast during the ballot.
- (6) A Member to whom an absent voter's ballot paper has been sent shall be entitled to vote at the ballot in person if he has not returned such absent voter's ballot paper to the scrutineers as his vote, or if, having so returned it, he personally before the commencement of the ballot informs the member of the Committee in charge of the ballot that he wishes to withdraw the vote so cast. The member of the Committee shall at the commencement of the ballot destroy that Member's absent voter's ballot paper and allow the Member to vote in person at the ballot.
8. No candidate shall be elected unless at least forty Members vote for him; one black ball in five shall exclude.
9.
 - (1) The scrutineers shall count all votes cast and shall sign a record of the candidates elected and of the number of Members who voted at the ballot. The record so signed shall not be called into question in any way.
 - (2) The scrutineers shall notify the Secretary of the result of the ballot and the Secretary shall exhibit forthwith in a conspicuous place in the Club a list of the candidates elected.
 - (3) The Secretary shall notify each newly-elected candidate of his election and shall at the same time send him a copy of these Rules, inform him of the amount of the entrance fee and subscription payable in accordance with rules 11 and 12, and draw his attention to rule 10. Upon being so notified the newly-elected candidate shall pay the amount payable by him under these Rules, upon payment of which he shall be enrolled on the books of the Club as and thereupon become a Member of the Club.
10. If a newly elected candidate does not pay the appropriate entrance fee and subscription within three months after his election, his election shall be void unless he shall justify the delay to the satisfaction of the Committee.

Entrance Fee

11. (1) The entrance fee payable by a newly elected candidate shall be such sum as the Committee shall from time to time determine.
- (2) The Committee may fix different entrance fees for such categories of membership as it from time to time determines.

Subscriptions

12. (1) In this rule, the expression "ordinary member" means any Member other than a Member falling within any of the categories of Members referred to in paragraphs (a) to (g) of sub-rule (4).
- (2) The subscription for each half-year shall become due on the immediately preceding 31st December or 30th June, shall be calculated in accordance with the facts as at that date and shall be payable as provided in rule 58.
- (3) The Committee shall from time to time, determine the subscription payable for a half-year by an ordinary Member, being not more than two thousand dollars, excluding GST.
- (4) The subscription payable for a half-year by a Member falling within the following categories shall be as follows:
 - (a) A Member who has been a Member continuously for thirty years and has attained the age of seventy years: 75 per cent of the subscription payable by an ordinary Member.
 - (aa) Notwithstanding paragraph (a), a Member who had been a Member continuously for twenty years before 1st January 2011 and who had before that date attained the age of seventy years: one half of the subscription payable by an ordinary Member.
 - (b) A Member whose principal place of residence is beyond a radius of 120 kilometres from the Club House: 75 per cent of the subscription payable by an ordinary Member.

- (c) A Member whose principal place of residence is beyond a radius of 240 kilometres from the Club House: 50 per cent of the subscription payable by an ordinary Member.

The 15% subscription increase resulting from Club Rules changes made on 14 April 2021 for Members whose principal place of residence was on that date beyond a radius of 460 kilometres from the Club House will take place in three increments of 5% per year.

- (d) A Member whose principal place of residence is outside Australia: 50 per cent of the subscription payable by an ordinary Member.
 - (e) A Member who is a clergyman: 25 per cent of the subscription payable by an ordinary Member.
 - (f) A Member who is a clergyman and has been a Member continuously for thirty years and who has attained the age of seventy years: 15 per cent of the subscription payable by an ordinary Member.
 - (g) A Member under the age of forty years on 1st January or 1st July as the case may be: 50 per cent of the subscription payable by an ordinary Member.
- (5) Amounts payable under sub-rule (4) shall be rounded off to the nearest whole dollar figure ending in a zero or the figure five.
 - (6) Where a Member falls within more than one of the categories in sub-rule (4) the subscription payable shall be the lowest subscription prescribed for any of the categories concerned.
 - (7) No change shall be made in the subscription for a half-year by reason of any altered circumstance arising during the half-year.
 - (8) A newly elected candidate shall pay for the half-year current at his election a rateable proportion, calculated from the first day of the month in which he is elected, of the subscription payable by a Member in the same category in respect of that half-year.

- (9) A Member who without changing his principal place of residence intends to be absent from that place of residence for more than twelve months may notify such intention to the Committee and shall pay for each half-year beginning during such absence the subscription the Committee considers appropriate to the circumstances.
13. A Member who by change of his principal place of residence changes the category into which he falls under rule 12 shall notify the Secretary accordingly and shall from the next 1st January or 1st July as the case may be pay a subscription at the rate appropriate to that changed principal place of residence.

Life Members

14. (1) If in the opinion of the Committee any Member has attained such distinction or length of membership that it is fitting that he be invited to be a Life Member of the Club, the Committee may invite such Member to be a Life Member.
- (2) The Committee shall report to the Annual General Meeting the names of any Members who have during the preceding year been invited to be Life Members.
- (3) A Life Member shall not pay any subscription or be liable for any call but shall be entitled to the privileges of membership.

Cessation of Membership

15. (1) If a Member fails to pay in full by the date on which it is payable the balance due shown on his House Account, the Secretary shall add to the amount unpaid ("the old debt") a fine in accordance with sub-rule (6).
- (2) If the Member fails to pay in full the old debt and the fine on or before the last day of the month following the month in which the old debt became payable, the Secretary shall add a further such fine to his House Account and shall also by letter demand payment of the old debt and both fines (or, if there has been part payment, of the unpaid balances of the old debt and each fine), specifying the total and its component amounts, and advise the Member that, failing payment of that total, his entitlement to the privileges of membership will be at imminent risk of suspension.

- (3) If after the expiration of one month from the sending of such letter he has failed to pay in full the old debt and both fines, the Committee may, if it thinks fit and subject to sub-rule (4), resolve that the Member's entitlement to the privileges of membership shall be suspended and the Secretary shall notify him in writing accordingly.
 - (4) Upon sufficient explanation having been made to the satisfaction of the Committee and upon payment having been made of such sum as the Committee shall have determined, the Committee shall have the power to order that a suspension pursuant to sub-rule (3) be removed.
 - (5) A Member whose said entitlement has been suspended pursuant to sub-rule (3) for a period of six months shall cease to be a Member of the Club and his name shall be taken off the books and the Secretary shall notify him in writing accordingly.
 - (6) The amount of a fine shall be 10 per cent of the amount unpaid (exclusive of any unpaid portion of an earlier fine) or such other percentage thereof as may be fixed for the time being by regulation.
 - (7) In this rule "Member" includes an Affiliated Member and a Life Member.
16. (1) A Member may resign from membership of the Club as from the next following date upon which a payment of subscription becomes due. A Member who wishes to resign must tender his resignation in writing to the Secretary and, upon its acceptance by the Committee, he shall cease to be a Member from the next such date unless in the meantime he has given to the Secretary notice in writing that he withdraws his resignation.
- (2) Notwithstanding sub-rule (1) the Committee may at its sole discretion invite the resigning Member to accept a specified effective date of resignation of the Committee's choosing that is earlier than the next following date upon which a payment of subscription becomes due, but not earlier than the preceding date upon which a payment of subscription became due, with a corresponding adjustment, *pro rata* as to time, of any subscription due or already paid. The Member shall have one month from the date of the offer of an earlier effective date of resignation to accept, and shall remain a Member in the meantime.

- (3) A Member who resigns shall remain liable for all payments of subscription due before the date when his resignation becomes effective and be liable for any call made and payable prior to that date.
17. Any person who has resigned from the Club under rule 16 may, upon giving an explanation of his resignation to the satisfaction of the Committee, be permitted by the Committee to be a candidate for election by ballot. If so re-elected no further entrance fee shall be payable but he shall be liable to pay such amount as the Committee may decide, not exceeding the sum of all calls made since the date when his resignation became effective. Upon payment of that amount and of the subscription fixed pursuant to rule 12, he shall be enrolled again on the books as a Member.
18. (1) If a sequestration order is made pursuant to the provisions of the Bankruptcy Act in relation to a Member or if a Member enters into a debt agreement pursuant to Part IX of that Act or enters into a personal insolvency agreement pursuant to Part X of that Act, he shall thereupon cease to be a Member and his name shall be removed from the books of the Club.
- (2) A person who ceased to be a Member by the operation of sub-rule (1) shall not again be eligible for membership until:
- (a) in the case of a Member in relation to whom a sequestration order was made, he has been discharged from bankruptcy or the bankruptcy has been annulled;
 - (b) in the case of a Member who entered into a debt agreement, the debt agreement ends and the Official Receiver has given a certificate to that effect;
 - (c) in the case of a Member who entered into a personal insolvency agreement, his trustee has given a certificate that he is satisfied that all the obligations that the agreement created have been discharged.
- (3) If a person who ceased to be a member by the operation of sub-rule (1) subsequently becomes eligible for membership pursuant to sub-rule (2), the provisions of rule 17 shall apply to him as if he had resigned under rule 16.

19. (1) Any Member ("the member in question") who wilfully infringes the Rules or Regulations of the Club or who conducts himself either on the premises of the Club or elsewhere in a manner rendering him unfit to continue as a Member shall be liable to expulsion as provided in this rule.
- (2) A Member ("the member in question") shall be liable to suspension by the Committee from enjoyment of the privileges of membership of the Club as provided in this rule if:
- (a) he wilfully infringes the Rules or Regulations of the Club;
 - (b) he conducts himself either on the premises of the Club or elsewhere in a manner unbecoming a Member;
 - (c) the Committee deems suspension to be an appropriate interim measure pending possible expulsion of the Member in question under sub-rule (1) of this rule; or
 - (d) the Committee has reasonable grounds in all the circumstances for considering that the entry by the Member in question into the property of the Club might cause a disturbance of the peace in the Club.
- (3) In the case of expulsion, this rule shall be enforced as follows:

The Committee shall cause a written statement specifying the accusation or charge, signed by the Secretary, to be sent to the Member in question. If upon investigation the Committee shall be of opinion that the circumstances require the notice of the Club, a General Meeting shall be convened in conformity with the Rules, of which the Member in question shall be informed and at which he shall be fairly heard. The opinion of the Meeting shall be obtained by secret ballot, votes being given in person. If two-thirds of those voting shall decide that the Member in question is unfit to continue in the Club, he shall cease to be a Member, and such decision shall be notified to him forthwith by the Secretary.

- (4) In the case of suspension, this rule shall be enforced as follows:
- (a) The Committee may impose a suspension:
 - (i) for a period of up to 12 months for conduct referred to in paragraphs (2)(a) or (2)(b) above;

- (ii) for such period as the Committee deems appropriate as an interim measure as referred to in paragraph (2)(c) above, after the Member in question has been given the written statement referred to in sub-rule (3) above; or
 - (iii) for a period of up to 6 months in the circumstances referred to in paragraph (2)(d) above, provided that the Committee may at the termination of the period of a suspension under this sub-paragraph (4)(a)(iii) renew that suspension for a further period of up to 6 months if the relevant circumstances continue to exist at that time.
 - (b) Before any suspension is imposed under sub-paragraph (4)(a)(i), the Committee shall cause a written statement specifying the accusation or charge, signed by the Secretary, to be sent to the Member in question. The Member in question shall be afforded an opportunity of responding to the accusation or charge either (at the discretion of the Committee) in writing or orally before two or more of its delegated members one of whom shall be either the President or Vice-President.
 - (c) Before any suspension is imposed under sub-paragraph (4)(a)(iii), the Committee shall cause a written statement specifying the relevant circumstances, signed by the Secretary, to be sent to the Member in question.
 - (d) The Member in question under sub-rules (2)(c) and (2)(d) shall be afforded an opportunity to be heard as per sub-rule (4)(b).
20. A person who has ceased to be a Member of the Club shall not be entitled to or have any interest in or claim upon the property of the Club after the date upon which he ceased to be a Member.

Register of Members

21. (1) The Secretary shall keep in the Club House, in a form and manner approved by the Director, a Register of Members containing the name and principal place of residence of each Member of the Club, and particulars of payment of the last subscription for membership paid by the Member.
- (2) The Register of Members referred to in sub-rule (1) above shall be kept open for inspection at any time by a licensing inspector, an authorised member of the Police Force, the Director, or a person employed under Part 32 of the Public Sector Management and Employment Act 1998 in the administration of the Liquor Act and authorised in writing by the Director.

B. AFFILIATED MEMBERS

Honorary and Emeritus Members

22. (1) The Committee may invite and admit as an Honorary Member of the Club for the duration of his tenure of office or appointment:

The Governor-General of the Commonwealth of Australia.

The Governor of the State of Victoria.

Any other person holding Vice-Regal office.

The head of any diplomatic mission accredited to the Government of the Commonwealth of Australia.

The Senior Commissioned Officer commanding the Naval, Military or Air Forces of the Commonwealth in Victoria.

Any member of the staff of the Governor-General of the Commonwealth of Australia or the Governor of Victoria.

- (2) The Committee may invite and admit as an Honorary Member of the Club for the duration of his visit to the State of Victoria:

Any member of the staff of any visiting person holding Vice-Regal office.

Any visiting Commissioned Officer of the Naval, Military or Air Forces of the Commonwealth of Australia or of any other country.

Any visiting gentleman of distinguished position or attainments.

- (3) The Committee may invite and admit as an Emeritus Member of the Club any Member who has tendered his resignation from an elected membership category by reason of serious ill health or age related infirmity and whose resignation has been accepted and taken effect.

- (4) Honorary and Emeritus Members admitted under this rule shall not pay any sum by way of entrance fee or subscription.

Temporary Members

23. (1) Any male person visiting or newly resident in Victoria may subject to sub-rule (6) of this rule, on the proposal of a Member, be admitted by two members of the Committee as a Temporary Member of the Club for one calendar month from the date when he first enters the Club House.

- (2) Subject to sub-rule (4) of this rule, the period for which a person is admitted as a Temporary Member of the Club may be extended by the Committee for a period of one month from the end of the first or of any subsequent month for which that person is admitted as a Temporary Member.
- (3) Subject to sub-rule (4) of this rule a person may be admitted as a Temporary Member under this rule more than once and from time to time.
- (4) Except where the Committee is of the view that there are special circumstances a person shall not be a Temporary Member of the Club under this rule for more than six months in the aggregate in any consecutive twenty-four months.
- (5) The date when a Temporary Member admitted under this rule first enters the Club shall be entered, in respect of each separate occasion of such Temporary Member's admission, in a book kept for that purpose.
- (6) A person formerly a resident of the State of Victoria shall not be admitted as a Temporary Member pursuant to sub-rule (1) of this rule without the approval of the Committee.
- (7) The proposer of a Temporary Member or of a continuing Temporary Member shall be liable for the debts to the Club of that Temporary Member. Such debts shall be deemed to have been incurred by such proposer upon his being requested in writing by the Secretary on the direction of the Committee to pay the same.

Continuing Temporary Members

24. Any male person temporarily resident in the State of Victoria who has been a Temporary Member of the Club for two months at least immediately prior to being proposed may, subject to the provisions of rule 25, be admitted by the Committee as a continuing Temporary Member of the Club for such period as the Committee may determine, and be enrolled on the books of the Club accordingly.
25. (1) Every candidate for admission as a continuing Temporary Member shall be proposed by one Member and seconded by another Member.
- (2) A notice setting out the name of the candidate, his residence and occupation or appointment and the name of his proposer and seconder, and signed by them, shall be submitted by the proposer or seconder to the Secretary and referred by him to the Committee.

- (3) If the Committee approves such candidature the Secretary shall exhibit a copy of such notice in a conspicuous place in the Club House.
- (4) After such notice has been so exhibited for at least fourteen days the Committee may if it thinks fit admit such candidate as a continuing Temporary Member.

Reciprocal Members

- 26. (1) A person visiting the State of Victoria and being an elected member of a Reciprocal Club may be admitted by the Committee as a Reciprocal Member subject to and in accordance with regulations made by the Committee with respect to Reciprocal Members.
- (2) Subject to sub-rule (4) of this rule, the period for which a person is admitted as a Reciprocal Member of the Club may be extended by the Committee for a period of one month from the end of the first or of any subsequent month for which that person is admitted as a Reciprocal Member.
- (3) Subject to sub-rule (4) of this rule a person may be admitted as a Reciprocal Member under this rule more than once and from time to time.
- (4) Except where the Committee is of the view that there are special circumstances a person shall not remain a Reciprocal Member for more than six months in the aggregate in any consecutive twenty-four months.
- (5) The date when a Reciprocal Member admitted under this rule first enters the Club shall be entered in respect of each separate occasion of such Reciprocal Member's admission, in a book kept for that purpose.
- (6) A person formerly a resident of the State of Victoria shall not be admitted as a Reciprocal Member without the approval of the Committee.

Subscriptions

- 27. (1) A person admitted as a Temporary Member or as a continuing Temporary Member shall pay no entrance fee but shall pay by way of subscription in respect of each separate month for which he is admitted such sum as the Committee shall from time to time determine. Such sum shall not be more than one-sixth of the subscription fixed pursuant to sub-rule (3) of rule 12.

- (2) A person admitted as a Reciprocal Member shall pay no entrance fee but, subject to sub-rule (3) of this rule, shall pay by way of subscription in respect of each separate month for which that person is admitted such sum as the Committee shall from time to time determine. Such sum shall not be more than one-sixth of the subscription fixed pursuant to sub-rule (3) of rule 12.
- (3) A person admitted as a Reciprocal Member shall not pay any sum by way of subscription if such person uses the facilities of the Club for no more than seven days in the aggregate during the first month following that person's admission as a Reciprocal Member and the period for which that person is admitted as a Reciprocal Member is not extended pursuant to sub-rule (2) of rule 26.

Revocation of Affiliated Membership

28. The Committee shall have power to revoke the membership of any Affiliated Member at any meeting of the Committee provided that due intention to consider such revocation has been given to the members of the Committee and at least seven members of the Committee are present at such meeting.

Record of Affiliated Members

29. There shall be recorded in the Register of Members the names and addresses of all Affiliated Members.

Rights and Obligations of Affiliated Members

30. An Affiliated Member shall not be entitled to or have any interest in or claim upon the property of the Club, or be entitled to attend any meeting of Members or to participate in any way in the election of Members or the proposal of Affiliated Members.
31. (1) Affiliated Members shall be bound by the Rules and Regulations of the Club.

(2) Subject to rule 30 and to any direction of the Committee an Affiliated Member shall enjoy the privileges of membership.

PART 2: THE AFFAIRS OF THE CLUB

General Meetings

32. An Annual General Meeting shall be held not later than 30th April in each year for the purposes of receiving from the Committee a report on the affairs of the Club together with a duly audited consolidated statement of financial position of the Club as at the end of the past calendar year showing the assets and liabilities of the Club and of any company in which the Club holds shares under sub-rule (4) of rule 50, and a consolidated statement of financial performance of the Club and of any such company for the past calendar year, and of transacting all business properly brought before the Meeting.
33. (1) The Committee may at any time and shall upon the written requisition of ten Members stating the business thereof call a Special General Meeting.

(2) Subject to Rule 50 (2) the Committee shall give to all Members not less than twenty-one days' notice in writing of a General Meeting. Such notice shall state the business of such meeting.
34. No business shall be transacted at any General Meeting unless a quorum of fifty Members is present in person when the business of the meeting is proceeded with. If within fifteen minutes after the time appointed for the meeting a quorum is not present, then the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case the meeting shall stand adjourned to the same time and place the following week. If within fifteen minutes after the time so appointed for the adjourned meeting a quorum is not present then the meeting shall be dissolved.
35. The President or in his absence the Vice-President shall take the chair at every General Meeting. If neither be present the Members present shall elect one of their number as chairman of that meeting.
36. (1) Save as elsewhere provided, a Member may vote at any General Meeting in person or by proxy.

(2) A proxy may be appointed only in writing signed by the Member appointing him.

(3) A proxy must be a Member.

- (4) A proxy may be given in favour of the chairman of the meeting without naming him.
 - (5) The instrument appointing a proxy must be lodged with the Secretary not less than twenty-four hours before the time appointed for the meeting at which it is proposed to be used, and if not so lodged shall be invalid. The Secretary shall give to the chairman of the meeting all proxies duly received by him.
 - (6) If the Member appointing the proxy attends the meeting in person, the appointment of the proxy shall be void whether such Member votes in person at the meeting or not.
 - (7) The chairman shall declare the votes cast by proxy in his favour on any resolution before the Members present at the meeting vote on that resolution, and shall declare how he intends to cast those votes.
37. (1) Failure for any reason to send or exhibit any notice required by these Rules in or for the due time or at all shall not invalidate any resolution passed or any other thing done at any General Meeting.
- (2) If such failure is made known to the chairman of the meeting the chairman shall decide whether in the circumstances it is proper to allow the meeting to proceed or the resolution concerned to be put to the meeting as the case may be, and his decision shall not be open to question.
38. A resolution duly passed at a General Meeting shall bind every Member whether present at such meeting or not.

Officers of the Club

39. There shall be a President and a Vice-President of the Club, who shall be elected at each Annual General Meeting and hold office until the next Annual General Meeting.
40. (1) If the President shall die while in office, the Vice-President shall become President but, if there be no Vice-President, the member of the Committee elected by the Committee shall act as President until the next Annual General Meeting.

- (2) If a President who has become President pursuant to sub-rule (1) shall himself die in office, the member of the Committee elected by the Committee shall act as President until the next Annual General Meeting.
- 41. (1) There shall be three Trustees of the Club who shall remain in office until death, resignation or removal by the Committee.
 - (2) The power of appointing new Trustees is vested in the Committee.
- 42. (1) There shall be a Committee of the Club, which shall consist of the President, the Vice-President, the Trustees, and nine elected members.
 - (2) At each Annual General Meeting the three elected members of the Committee who have been longest in office since their last election shall retire. The meeting shall then elect three Members to be members of the Committee. Retiring members of the Committee shall be eligible for re-election.
 - (3) The Committee shall have the power from time to time to fill any casual vacancy occurring in the Committee. The member of the Committee so appointed shall retire at the next Annual General Meeting, and the Meeting shall elect a member to fill such vacancy. The member of the Committee so retiring shall be eligible for election.
 - (4) The names and addresses of Members proposed for election as members of the Committee of the Club shall be displayed in a conspicuous place in the Club House for not less than one week before the date of the election.
- 43. An elected member of the Committee who fails for three consecutive months to attend a meeting of the Committee shall, unless he has been granted leave of absence, cease to be a member of the Committee.

Powers of the Committee

- 44. (1) The Committee shall, subject to the provisions of these Rules, meet periodically, manage and carry on all the business and affairs of the Club. Three members present at a meeting shall form a quorum. Minutes of all resolutions and proceedings of the Committee shall be entered by the Secretary in a book provided for that purpose.

- (2) The Committee shall have the power to make and amend Regulations not inconsistent with these Rules. Any such Regulation shall have the same authority as a rule of the Club. A book containing the Regulations shall be kept in such place as the Committee shall appoint, and shall be available for inspection by Members.
 - (3) A Regulation made under sub-rule (2) shall cease to have effect if a resolution to disallow it is approved by a majority of Members voting at a General Meeting.
45. The Committee may delegate such of its powers and functions in such manner and on such conditions as it thinks fit to any Member or Members, and may withdraw any such power or function as it thinks fit.

Property and Investments of the Club

46. (1) Subject to these Rules all the property of the Club both real and personal shall be held on trust for the Club either by the Trustees or by an incorporated custodian trustee as the Committee shall from time to time determine.
- (2) Such moneys as the Committee thinks fit for the proper management of the affairs of the Club may be held in an account at any bank and paid therefrom on such signatures as the Committee shall from time to time determine. The Trustees or custodian trustee shall bear no responsibility in respect of any moneys held in any such account.
47. A direction of a meeting of the Committee contained in a notice signed by the chairman of that meeting and attested by the signature of the Secretary, shall be obligatory upon and a justification to the Trustees or the custodian trustee as to anything directed by such notice and shall validate anything done pursuant thereto. No person shall be entitled to inquire into the regularity of such notice beyond the verification of the signature of the Secretary.
48. Save as may be made necessary by the fact that title to any property of the Club is vested in the Trustees or custodian trustee, contracts entered into in the ordinary course of the affairs of the Club shall be entered into in the name of the Club.

49. (1) The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club and no portion thereof shall be transferred directly by way of dividend bonus or otherwise howsoever by way of profit to the Members. The facilities of the Club must be provided and maintained from the joint funds of the Club.
- (2) Except as otherwise permitted under the Liquor Act, no person shall receive a greater profit, benefit or advantage from the Club than that to which any Member is entitled.
- (3) No officer of the Club or member of staff shall receive any payment by way of commission or allowance from or upon receipts of the Club for the supply of liquor.
50. (1) Subject to the provisions of this rule property of the Club shall be subject to the control and disposition of the Committee.
- (2) No debenture shall be issued, no security over any property given, and no real estate bought or sold without the previous sanction of a General Meeting of the Club. Where circumstances involving purchase of real estate adjoining or proximate to the Club's boundaries for the purpose of protecting or enhancing its amenity requires, a shorter period of notice than that provided in Rule 33 (2) may be given to Members.
- (3) Moneys of the Club may be invested:
- (a) in the purchase of freehold lands in Australia,
 - (b) by way of interest-bearing deposit with any bank,
 - (c) in or upon debentures, debenture stock, bonds, shares, stock, rights or notes (secured or unsecured), or
 - (d) in other securities as referred to in sub-rule (5), and
 - (e) in any other manner, with the previous sanction of a General Meeting of the Club, and not otherwise.

- (4) The Club may take up shares in and advance money (secured or unsecured, at interest or interest-free) to any company which is incorporated in Victoria and all issued shares of which are held by or for the Club. The Committee shall ensure that any such company observes all constraints which this rule places on the Club.
- (5) The Club may purchase and sell and take up and redeem investments in:
 - (a) unlisted collective investment vehicles (including managed investment trusts and funds),
 - (b) all securities listed on the Australian Securities Exchange Limited (ASX),
 - (c) all securities listed on overseas securities exchanges and securities markets, and
 - (d) debt and hybrid debt securities.
- (6) The Club may hold its investments in its own name, in the name of a subsidiary company per sub-rule (4), and through externally owned and managed custodians and sub custodians.

Calls

- 51. On the recommendation of the Committee a call may be made upon Members by resolution duly passed at a General Meeting. Every call shall be for a sum certain and expressed to be made on such Members and to be payable in such amounts at such times and subject to such conditions as the meeting may determine.

Accounts

- 52. (1) The Secretary shall ensure that there are kept proper accounts and records of the Club and such other records as will sufficiently explain the financial operations and financial position of the Club.
- (2) At each Annual General Meeting the Members shall appoint an auditor or auditors to hold office until the next Annual General Meeting. Any casual vacancy shall be filled by the Committee.

Amendment of Rules

- 53. (1) No amendment shall be made to these Rules unless the resolution for such amendment is approved by a two-thirds majority of the Members voting at a General Meeting.

- (2) No such resolution shall be considered at any meeting unless notice of intention to move such resolution has been given to the Secretary in writing not less than thirty days before the day of the meeting. The Secretary shall exhibit any notice so received by him in a conspicuous place within the Club for not less than twenty-eight days before the day of the meeting.
- (3) The Secretary shall send a copy of every notice of intention to move a resolution to amend these Rules to every Member within one week after such notice has first been exhibited in the Club pursuant to this rule.
- (4) No amendment shall be moved to any such resolution unless notice of intention to propose such amendment has been given to the Secretary in writing at least fifteen days before the day of the meeting. The Secretary shall exhibit any notice so received by him in a conspicuous place within the Club for not less than fourteen days before the day of the meeting.
- (5) The Secretary shall send a copy of every notice of intention to move an amendment to a resolution to amend these Rules to every Member not less than seven days before the day of the meeting.

Compliance of Rules with the Liquor Act

54. While and so long as the Club holds a Club Licence under the Liquor Act, the Rules of the Club shall comply with that Act, except to the extent that the Director determines that it is appropriate that they should not so comply.

Dissolution

55. (1) If fifty Members give notice in writing to the Committee that they desire that the Club be dissolved the Committee shall call a Special General Meeting to consider the matter. A notice of the meeting and its objects shall be exhibited in a conspicuous place in the Club House for three months before the day of the meeting and within one week from the date on which such notice is first exhibited a copy of such notice shall be sent to every Member.
- (2) At the meeting the votes of at least two-thirds of the Members present at the meeting must be cast in favour of the proposal for dissolution in order to carry it.
 - (3) The provisions of this rule shall override the provisions of any rule inconsistent therewith.

PART 3: GENERAL

Definition

56. In this Part "Member" means a Member, an Affiliated Member and a Life Member, each as defined in sub-rule (1) of rule 1.

Communications with Members

57. (1) Every Member shall notify the Secretary in writing of the address to which communications from the Club are to be directed and the Secretary shall register the same.
- (2) All provisions of these Rules requiring a communication of any kind to be given or sent to any Member shall be deemed to be satisfied by delivery thereof to such Member personally or by the posting thereof to the registered address of such Member.
- (3) A communication posted as aforesaid shall be deemed to have been received on the day following the day of such posting.
- (4) The Club may make arrangements with any Member for communicating with such Member otherwise than by post, and communications so made shall for the purposes of these Rules be as effective as communications by post.

House Accounts

58. The Secretary shall send to each Member each month a House Account for the amount of any subscription due, the amount of any call due and the amount of any other debt incurred to the Club up to the end of the preceding month. The account shall be payable not later than the last day of the month in which it was sent.

Activities within the Club House

59. The Committee shall have power at any meeting at which not less than seven of its members are present to direct that a Member shall not do any act the result of which is to cause him to incur any debt to the Club.
60. A Member shall not give a gratuity to a member of staff, save pursuant to a plan sponsored by the Committee.
61. The conduct of a member of staff shall not be a matter of personal reprimand by a Member.

62. Any complaint about the conduct of a member of staff shall be made in writing to the Secretary or the President. Any other complaint shall be made in writing to the Secretary or entered in the Suggestions and Complaints Book.
63. (1) Subject to this rule a Member shall not take away from the Club House or deface, tear or injure any newspaper, book, pamphlet or other article whatsoever the property of the Club.
- (2) A Member who loses, breaks or damages property of the Club shall pay for the same.
- (3) Members may borrow books from the Library and remove them from the Club House in accordance with Regulations laid down from time to time by the Committee.
64. The Club House shall be open at such times as the Committee shall from time to time determine.
65. No Member is on any account to bring into the Club House any dog other than a guide dog on duty.
66. No game of mere chance shall be played in the Club House for money.

Guests

67. (1) In this rule "guest" means a person not being a Member.
- (2) Subject to regulations made by the Committee, Members may entertain male guests in the Club House.
- (3) Subject to regulations made by the Committee, Members may entertain female guests in the Club House at such times and places as are from time to time authorised by the Committee.
- (4) Subject to regulations made by the Committee, Members may invite guests to occupy overnight accommodation at the Club in such rooms as are from time to time authorised for the purpose by the Committee.
- (5) Guests may be entertained only at the expense of the Member inviting them. A guest shall not be supplied with liquor in the Club House unless in the company of a Member.

- (6) The Member entertaining a guest shall ensure that the guest does no act forbidden to Members.
- (7) A record of guests attending the Club premises shall be entered in a book kept for that purpose.

Provisions and Wines

- 68. (1) No provisions, wines, or liquors shall be sold or supplied by the Club for consumption elsewhere than in the Club House unless such provisions, wines, or liquors are transported from the Club House by or at the direction of the Member purchasing them.
 - (2) Save as hereinbefore provided, no person not being a Member shall be permitted to have refreshments in the Club House or to partake of any of the privileges of membership, except that the Committee shall have the power to invite any person to be present at any dinner or entertainment given by the Club.
- 69. No liquor shall be sold or supplied to any person under eighteen years of age.
- 70. No person under eighteen years of age shall be permitted to supply liquor in the Club House.
- 71. To the extent possible under law, Members are entitled to be indemnified out of the assets held for the Club for any debts or liabilities incurred personally by a Member when acting on behalf of the Club, so long as the Member was:
 - (1) Authorised by the Club to take that action; and
 - (2) Acting in good faith and understood and intended to be acting in the best interests of the Club.
- 72. This indemnity is a continuing obligation and is enforceable by a person even if that person is no longer a Member. This indemnity only applies to the extent that the person is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 73. To the extent permitted by law, and if the Committee of Management considers it appropriate, the Club may pay or agree to pay a premium for a contract insuring a person who is or has been a Club Member or Club employee against any liability incurred by that person as a Club Member or employee.

74. References to a Club Member in Rules 71-73 include Committee of Management and Sub-Committee Members, and Trustees.