

Sebastopol Bowling Club Incorporated

Constitution



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SEBASTOPOL BOWLING CLUB INCORPORATED A 8433 RULES

(AMENDED – 2012)

(Version 3. 02/05/2012)

1 NAME OF THE INCORPORATED ASSOCIATION

The name of the Incorporated Association is **SEBASTOPOL BOWLING CLUB INCORPORATED**

2 INTERPRETATIONS & DEFINITIONS

2.1 In these Rules unless a contrary intention appears:

Act means the *Associations Incorporation Act 1981* as amended from time to time.

Authorised Gaming Visitor has the same meaning as it has in the *Liquor Control Reform Act*

Board means the Board of management of the Club.

BV means Bowls Victoria Inc.

BDBD means Ballarat District Bowls Division Inc.

Club means Sebastopol Bowling Club Inc.

Employee means persons appointed by the Manager or the Board to perform allocated duties for wages.

Financial Year means the year ending on the 31st March each year

General Meeting means a General Meeting of Members convened in accordance with these Rules.

Membership Year means the year ending on the 30th June each year.

Month means one calendar month.

Liquor Act means *Liquor Control Reform Act* as amended from time to time.

Regulations mean regulations under the Act.

‘Voting Members’

- In regard to an Annual General Meeting means members entitled under these Rules to vote at the meeting.
- In regard to a Special General Meeting means Members entitled under these Rules to vote at the meeting.

3 INTERPRETATION OF RULES

3.1 In these Rules, words of the singular shall where the context so admits imply the plural and vice versa.

- 3.2** In these Rules, words implying the masculine gender include the feminine gender and vice versa.
- 3.3** In these Rules, a reference to a statute or a statutory provision shall be deemed to include any statute or statutory provision that amends, extends, consolidates or replaces the same or that has been amended, extended, consolidated or replaced by the same and any orders, regulations, instruments or other subordinate legislation made there under.
- 3.4** If any dispute occurs as to the interpretation of any of the Rules or Statement of Purposes such dispute shall be referred to the Board whose decision shall be binding on all Members unless and until such decision is reversed or altered by a special resolution of the Members.

4 STATEMENT OF PURPOSES

The objects for which the Club is established are:

- (a) To conduct, encourage, promote, advance and administer Bowls throughout the local area.
- (b) To act at all times, on behalf of and in the interest of Members and the sport of Bowls.
- (c) To maintain and conduct a Club of a non-discriminatory character and to provide a Clubhouse, hospitality services, bowling greens and other conveniences for the use and recreation of the Members at such a place or places as decided by the Members.
- (d) To raise and borrow any money required for the purposes of the Club upon such terms and conditions and/or on such securities as may be determined.
- (e) To purchase, take, lease, exchange, hire or otherwise acquire any real or personal property and other rights and privileges necessary or convenient for the purpose of the Club.
- (f) To construct, alter, add to, or maintain all buildings and other property belonging to the Club.
- (g) To sell, mortgage, improve, manage, develop, lease, indemnify, dispose, turn to account or otherwise deal with all or any part of the property of the Club except that the Club is prohibited from making any distribution whether in money, property or otherwise to its Members.
- (h) To affiliate with BV, BDBD and any other body approved by the Board.
- (i) To apply for, hold and renew any licences, permits, authorities or entitlements of any kind that the Club considers necessary or appropriate, any permit or authority hereunder.
- (j) To formulate and put into effect such other objectives as the Members shall determine, but always to have in mind the advancements and best interests of the game of bowls and the engendering by association of a fraternal feeling amongst bowlers.
- (k) To do all things as are incidental or necessary for the purpose of the above objects.

5 MEMBERSHIP

5.1 The Club shall consist of the following classes of Members:

- (a) Ordinary Members.
- (b) Life Members.
- (c) Social Members.
- (d) Junior Members.
- (e) Honorary Members.
- (f) Special Members – (E.G; Sponsors)
- (g) Hospitality Members.

5.2 Subject to Rule 5.3 every person who at the adoption of these Rules is a Member shall be a Member in the same class as applied to the Member immediately prior to the adoption of these Rules.

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

5.4 No person shall become an Honorary or Temporary Member of the Club or be exempted from the obligation to pay the regular subscription for Membership of the Club except those possessing the qualifications defined in these Rules and the admission or exemption is in accordance with these Rules.

6 CLASSES OF MEMBERSHIP

6.1 Ordinary Member

Any person over the age of 18 years may apply to become an Ordinary Member.

6.2 Life Member

- (a) Subject to Rule 6.2(e) and after receipt of a recommendation under Rule 6.2(b) the Board may resolve to nominate for Life Membership any Ordinary Member who has been recommended in accordance with clause 6.2(b) and whom the Board resolves has rendered valuable service or assistance to the Club.
- (b) Recommendations for Life Membership must be:
 - (i) Made by a Member in writing; and
 - (ii) Submitted to the Board for consideration.
- (c) The nomination of the Board for the election of a Life Member shall be put to a vote of the Members at the next Annual General Meeting after the meeting at which the Board resolution was made.
- (d) The election of a Member as a Life Member shall be by secret ballot and require a simple majority of those present in person.
- (e) There shall not be, at any time, more than 15 Life Members.

- (f) Upon election as such, a 'Life Member' shall thereafter be relieved of payment of annual subscription.
- (g) Life Membership may be withdrawn in accordance with the provision set out in Rule 12. (Suspension and Expulsion of Members)

6.3 Social Members

- (a) Any persons over the age of 18 who wishes to participate in the Club's sports and recreational activities other than playing lawn bowls may apply to become a Social Member.
- (b) Social Members have No voting rights and no entitlement to Board positions.

6.4 Junior Members

- (a) Any person who has not attained the age of 18 years, may apply to become a Junior Member. On attaining the age of 18 years Junior Members shall be ineligible to continue as Junior Members, but shall be eligible to apply to become a Member in another class of Membership.
- (b) Junior Members have NO voting rights and no entitlement to Board positions.

6.5 Honorary Member

- (a) Any person who meets one or more of the following criteria shall be an Honorary Member for the day/s upon which he/she meets that criteria:
 - (i) Any person who is competing in any Inter-Club match, tournament, or game organised by the Club and taking place on the Club premises;
 - (ii) Any person who is a member or official of any other recognised Club and who is attending the Club premises in connection with any such match, tournament or game;
 - (iii) Any person over the age of 18 years who is a member of any club which the Board may from time to time determine as providing reciprocal rights and benefits.
 - (iv) Any member of a bowling club, on introduction by a Member of the Club, may be admitted as an Honorary Member for a period not exceeding fourteen consecutive days without payment of any subscription and the Board shall have power to extend the period on conditions determined by the Board.
- (b) All Honorary Members must provide the Club with their name and address in a form as required by the Board from time to time.
- (c) Honorary Members are not required to pay annual subscriptions.
- (d) The General Manager will keep appropriate records of the names and addresses of all Honorary Members. Such records shall specify the occasion or period in respect of which Honorary Membership is granted.

- (e) The Board shall have the power to cancel the Membership of any Honorary Member without notice and without assigning any cause therefore.
- (f) Honorary Members have No voting rights and no entitlement to Board positions.

6.6 Special Member

The Board may resolve to appoint as Special Members on such conditions and for such period as the Board shall determine:

- (a) Public officials,
- (b) Civic or parliamentary dignitaries;
- (c) Sponsors; and
- (d) Members and past Members who have contributed significantly to the Club.
- (e) Special Members have No voting rights and no entitlement to Board positions.

6.7 Hospitality Member

- (a) Any person over the age of 18 years who wishes to enjoy only the licensed hospitality facilities of the Club may apply to become a Hospitality Member.
- (b) Application for Hospitality Membership shall be in writing on a form approved by the Board from time to time.
- (c) The application is to be delivered to the Club, addressed to the General Manager and once the appropriate entrance fee (if any) is paid by the applicant to the Club, the applicant becomes a Hospitality Member subject to approval by the Board from time to time.
- (d) Hospitality Members have No voting rights and no entitlement to Board positions.

7 APPLICATION FOR MEMBERSHIP

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

- Ordinary Membership;
- Social Membership; and
- Junior Membership

For other classes of Membership see the procedures set out in the relevant paragraphs in Rule 6.

7.2 Applications for Membership will be:

- (a) In writing on a form approved by the Board from time to time;
- (b) Signed by a proposer and a seconder both of whom are financial Members in one of the following classes:
 - Ordinary Membership

- Social Membership;
 - Junior Membership; and
- (c) Lodged with the Secretary;
- (d) Displayed in a conspicuous place in the Club's premises for at least 7 days before the next meeting of the Board; and
- (e) Accompanied by the relevant application fee, which shall be refunded if the application is not approved.
- 7.3** As soon as practicable after the application has been displayed in accordance with Rule 7.2(d), the Secretary shall refer the application to the Board, and the Board will resolve whether to approve or reject the application.
- 7.4** As soon as practicable after an application is approved by the Board, the Secretary will notify the applicant in writing of the approval and request payment of the first year's subscription within the time specified in the notice.
- 7.5** On receipt by the Club of the payment of the annual subscription the applicant will be admitted to Membership and the Secretary will enter the applicant's name in the Register of Members.
- 7.6** Any omission from, inaccuracy or misrepresentation in the particulars relating to the applicant or his description, shall render his election void at any time at the discretion of the Board.

8 BOWLS SECTIONS AND BOWLS COMMITTEES

- 8.1** All Members who are registered bowls players will be Bowls Section Members.
- 8.2** Qualification for registration as a bowls player and a Bowls Section Member will be set by the Board from time to time and will comply with any requirements of Bowls Victoria.
- 8.3** Bowls Section Members will elect from amongst themselves a Bowls Committee.
- 8.4** The composition and term of office of the Bowls Section Committee will be as directed by the Bowls Section Members from time to time and as approved by the Board in the by-laws.
- 8.5** The election of the Bowls Committees will be in such reasonable manner as directed by the Bowls Section Members and approved by the Board in the by-laws.
- 8.6** The Bowls Committees will be responsible for organising and regulating the conduct of Bowls and will conduct its business in such reasonable manner as the Bowls Committee determines from time to time PROVIDED ALWAYS that all activities of the Bowls Committees and Bowls Sections shall remain, in all respects, consistent with the Rules and subject, in all things, including the raising and disposition of funds to the control of the Board;
- 8.7** Not later than 10 days after the last day of March of each year the Bowls Committees shall each, submit to the Treasurer a copy of its Annual Financial Statement showing

details of moneys received and expended in connection with its activities. This statement shall be audited by the Club's auditor;

- 8.8 The Club will maintain affiliation with BV and BDBD (and/or any other organisation as approved from time to time by the Board), and the conduct of Bowls and the procedures of the Bowls Section and Bowls Committee will comply with all requirements of BV and BDBD.

9 REGISTER OF MEMBERS

- 9.1 The Secretary/Office Administrator will keep on the Club premises a register of the Members containing in full the names, addresses, email addresses phone numbers, mobile phone numbers, date of commencement of membership and the date of birth of all Members and the date of 'the most recent payment' by each Member of his/her annual subscription.

- 9.2 Members may inspect the Register of Members:

- (a) In accordance with the provisions of the Act;
- (b) After submitting a written request to the Secretary; and
- (c) At reasonable times and arranged with the Secretary.

10 CESSATION OF MEMBERSHIP

- 10.1 Any Member may resign Membership of the Club by notifying the Secretary in writing prior to 30 June in the year that the Member wishes to resign. If the written notice of resignation is not received prior to 30 June in the relevant year, the resigning Member shall be liable to pay the annual subscription for the next ensuing 'Membership Year'.
- 10.2 If a notice of resignation is stated to be effective prior to 30 June in any year, the resigning Member shall not be entitled to any refund of fees or subscriptions paid.
- 10.3 Subject to Rule 16.4 if a Member fails to pay any fee and/or subscription within one month of it becoming due, the defaulting Member shall cease to be a Member.
- 10.4 A Member ceases to be a Member if he/she is expelled as a result of disciplinary action in accordance with Rule 12.
- 10.5 If a Member ceases to be a Member for any reason (including as a result of disciplinary action in accordance with Rule 12), the Member shall remain liable to pay any subscription or fee due at the time that Membership ceases and shall not be entitled to any refund of any subscription or fee paid in advance, unless otherwise determined by the Board.

11 REJOINING FEE

A Member who has resigned in accordance with Rule 10 and subsequently is re-admitted as a Member shall not be required to pay any application fee unless the application fee payable at the time of re-admission is greater than the application fee paid by the Member when he/she was originally admitted, in which case the re-joining Member shall be required to pay the difference between the two amounts, and such difference shall be a "fee" for the purposes of these Rules.

12 SUSPENSION OR EXPULSION OF MEMBERS

- 12.1 Subject to these Rules, the Board may by resolution:

- (a) Expel a Member from the Club;
 - (b) Suspend a Member from Membership of the Club for a specified period; or
 - (c) Impose any appropriate requirement or restriction on a Member.
- 12.2** A resolution referred to in the previous Rule 12.1 may be made if the Board is of the opinion that the Member:
- (a) Has refused or neglected to comply with these Rules; or
 - (b) Has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Club.
- 12.3** A resolution of the Board under Rule 12.1:
- (a) Does not take effect unless the Board, at a meeting held within a reasonable length of time after the service of notice under Rule 12.5 on the Member, confirms the resolution in accordance with this Rule;
 - (b) In determining what is a reasonable length of time for the purpose of previous Rule 12.3(a) the Board may take into account the time taken:
 - (i) For any related action in accordance with Rule 12; or
 - (ii) Any Club policy or procedure; or
 - (iii) Whether the conduct is the subject of any inquiry, investigation, or other lawful procedure by the police, or any other authority or any legal or arbitration proceedings.
- 12.4** Where the Member exercises a right of appeal to the Club under this Rule, the resolution does not take effect unless and until the Club confirms the resolution in accordance with this Rule.
- 12.5** Where the Board passes a resolution under Rule 12.1 the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:
- (a) Setting out the resolution of the Board and the grounds on which it is based;
 - (b) Stating that the Member may address the Board at a meeting to be held by the Board;
 - (c) Stating the date, place and time of the meeting;
 - (d) Informing the Member that he or she may do one or more of the following:
 - (i) Attend that meeting;
 - (ii) Give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) Not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Club in General Meeting against the resolution.
- 12.6** At a meeting of the Board held in accordance with Rule 12.3(a), the Board:
- (a) Shall give to the Member an opportunity to be heard;

- (b) Shall give due consideration to any written statement submitted by the Member;
 - (c) Shall by resolution determine whether to confirm or to revoke the resolution.
- 12.7** Where the Secretary receives a notice under 12.5(d)(iii) he shall notify the Board and the Board shall convene a General Meeting of the Club to be held within 21 days after the date on which the General Manager received the notice.
- 12.8** At a General Meeting of the Club convened under Rule 12.7:
- (a) No business other than the question of the appeal shall be transacted;
 - (b) The Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) The Member shall be given an opportunity to be heard; and
 - (d) The Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 12.9** If at the General Meeting:
- (a) Only voting in person at an appeal meeting is allowed.
 - (b) Three-Quarters of the majority of voting Members present at the appeal meeting in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (c) In any other case, the resolution is revoked.
- 12.10** In the event that the Members vote at the General Meeting to revoke the resolution of the Board, the Members present may by simple majority determine that, based only on the information before them at the meeting, the Member has refused or neglected to comply with these Rules or has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club and substitute an appropriate sanction in place of the sanction determined by the Board.

13 DISPUTES AND MEDIATION

- 13.1** The grievance procedure set out in this Rule applies to disputes under these Rules between:
- (a) A Member and another Member; or
 - (b) A Member and the Club.
- 13.2** The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- 13.3** If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten days, hold a meeting in the presence of a mediator.
- 13.4** The mediator must be:
- (a) A person chosen by agreement between the parties; or

- (b) In the absence of agreement:
 - (i) In the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - (ii) In the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by Clubs VIC and in the event that Clubs VIC fails to appoint a mediator, the Dispute Settlement Centre of Victoria (Department of Justice).

13.5 A Member of the Club can be a mediator.

13.6 The mediator cannot be a Member who is a party to the dispute.

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

13.8 The mediator, in conducting the mediation, must:

- (a) Give the parties to the mediation process every opportunity to be heard;
- (b) Allow due consideration by all parties of any written statement submitted by any party; and
- (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

13.9 The mediator must not determine the dispute.

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

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

14 OBJECTIONABLE BEHAVIOUR

14.1 On the club premises no objectionable language or unlawful gambling or betting shall be allowed.

14.2 Any infringement of this Rule may be brought under the notice of the Board, who for each offence shall have the power to impose a fine not exceeding \$50 on the Member so offending, and no Member so fined shall be permitted to enjoy the privileges of Membership until such fine has been paid.

15 SUGGESTIONS AND COMPLAINTS

15.1 All suggestions and complaints must be made in writing to the Secretary, who shall bring the same before the Board at its next meeting.

16 FEES & SUBSCRIPTIONS

16.1 Subject to Rule 16.2, the application fee, playing fee and annual subscription for each class of Membership shall be determined by the Board from time to time, and the Board shall be at liberty to determine that there shall be no application or annual subscription for any particular class of Membership or particular Member.

- 16.2** Any increase in annual subscriptions for any particular class of Membership of more than 10% will not take effect unless and until the Members at a General Meeting ratify it.
- 16.3** All annual subscriptions shall be payable in advance on 1 April and due no later than 30 June in each year.
- 16.4** If a Member fails to pay the relevant fee and/or subscription within one month of it becoming due, the defaulting Member shall cease to be a Member and shall cease to be entitled to any of the privileges of Membership.
- 16.5** The Board may, at its discretion, grant extensions of time for payment of fees and/or subscriptions for all Members or particular Members, and may reinstate a Member who has ceased to be a Member by virtue of Rule 16.4 upon payment of outstanding fees and/or subscriptions without the requirement for the ceased Member to reapply for Membership.
- 16.6** Should any Member of the Club from any cause, cease to be a Member for one or more years, that former Member may be re-admitted to Membership without paying back Subscriptions or Nomination Fee, if the Board so agrees.
- 16.7** The Board may determine that all Members or particular Members may pay subscriptions and/or fees by instalments and may pro-rata the payment of annual subscriptions fees are subject to the requirements of the Liquor Control Act 1998 as amended from time to time, for Members who join after 1 January in any year.

17 CALLS

- 17.1** The Members in General Meeting shall have the power to make calls upon Members or particular classes of Members.
- 17.2** A call shall be a “fee” for the purposes of these Rules and non-payment of a call by any Member shall be subject to the provisions of sub-Rule 16.4.

18 FUNDS

The funds of the Club shall be derived from fees, annual subscriptions proceeds from licensed hospitality operations, donations and such other sources as the Board determines.

19 PAYMENTS

All payments on behalf of the Club shall be made by credit card, cheque, or any other means authorised by the Board signed by such persons duly authorised by the Board from time to time.

20 ANNUAL GENERAL MEETINGS

- 20.1** There shall be an Annual General Meeting held not later than two months after the end of the financial year on such day and at such place as the Board determines.
- 20.2** The Annual General Meeting shall be specified as such in the notice convening it.
- 20.3** The ordinary business of the Annual General Meeting shall be:
- (a) To confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;

- (b) To receive from the Board reports upon the transactions of the Club during the last preceding financial year;
- (c) To declare the outcome of the election, and conduct a ballot if required for Members of the Board in accordance with these Rules; and
- (d) To receive and consider the audited financial statement submitted by the Club in accordance the relevant legislation.
- (e) To include all matters stated in the 'Rules'. e.g. appointment of auditors.

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

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

21 SPECIAL GENERAL MEETINGS

21.1 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

21.2 The Board may, whenever it thinks fit, convene a Special General Meeting.

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

21.4 The Board shall, on the requisition in writing of Members representing not less than fifteen Members who are entitled to vote at meetings, convene a Special General Meeting of the Club.

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

21.6 If the Board does not cause a Special General Meeting to be held within six weeks after the date on which the requisition is delivered to the Secretary, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after the date on which the requisition is delivered.

21.7 A Special General Meeting convened by Members in pursuance of this Rules shall be convened in the same manner as nearly as possible as General Meetings convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

21.8 Discussion at a Special General Meeting convened by requisition is limited to the business of the meeting stated in the requisition.

22 NOTICE OF MEETINGS

22.1 In the case of Annual General Meetings the Secretary must provide a preliminary notice in accordance with Rule 22.2. The preliminary notice is in addition to the notice referred to in 22.5.

22.2 The Secretary shall at least twenty eight days prior to the date fixed for the Annual General Meeting in each year issue a preliminary notice advising Members of:

- (i) The place date and time of the Annual General Meeting;
 - (ii) The number of Board Members to be elected at the Annual General Meeting and how to nominate for election as a Board Member;
 - (iii) The requirement to lodge notice of special business with the Secretary at least twenty-one days prior to the date fixed for the Annual General Meeting.
- 22.3** The preliminary notice referred to in Rule 22.2 shall be by way of newsletter or notice posted on the notice Board or such other manner as the Board determines.
- 22.4** A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary at least twenty-one days prior to the meeting, and the Secretary shall include that business in the notice calling the next General Meeting after the receipt of the notice.
- 22.5** In the case of both Annual General Meetings and Special General Meetings the Secretary shall, at least twenty one days before the date fixed for holding an Annual General Meeting and/or a Special General Meeting, cause a notice of the meeting to be posted on the notice Board in the Club house and advertised in the local paper.
- 22.6** The notice of General Meeting shall state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 22.7** No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

23 PROCEEDINGS AT MEETINGS

- 23.1** All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these Rules, as being the Ordinary business of the Annual General Meeting shall be deemed to be special business.
- 23.2** No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- 23.3** Thirty Members personally present (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 23.4** If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and at the same place – unless another place or time is specified by the Chairman at the time of the adjournment and be posted on the notice board in the Clubhouse and by advertisement in the local paper; given before the day to which the meeting is adjourned – and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than fifteen) shall be a quorum.
- 23.5** The Chairman, or in his absence, the Vice-Chairman, shall preside as Chairman at each General Meeting of the Club.

- 23.6** If the Chairman and the Vice-Chairman are absent from a General Meeting, the Members present shall elect one of their numbers to preside as Chairman at the meeting.
- 23.7** The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to a time and place agreed by the meeting, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.
- 23.8** Where a meeting is adjourned for fourteen days or more, a notice of the adjourned meeting shall be given as in the case of the General Meeting.
- 23.9** Except as provided in Rule 23.8, or when the time and place for the adjourned meeting is not agreed upon at the meeting, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

24 VOTING AT GENERAL MEETINGS

- 24.1** The following members are entitled to vote at an Annual General Meeting:
- (a) Life Members, and
 - (b) Ordinary Members who were financial at the close of the previous financial year.
- 24.2** The following members are entitled to vote at a Special General Meeting:
- (a) Life Members;
 - (b) Any Ordinary Member who has, at the time of the Special General Meeting in question, paid all moneys due and payable to the Club by the Member.
- 24.3** A question arising at a General Meeting shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 24.4** Upon any question arising at a General Meeting, each Member in attendance or by his/her pre-poll have one vote only, except in the event of an equality of votes when the Chairman shall have a second or casting vote.
- 24.5** All votes shall be given personally or by pre-poll voting.
- 24.6** Postal voting and/or proxy voting will not be permitted at any General Meeting or Special General Meeting.
- 24.7** If at a meeting a poll on any question is demanded by not less than three Members, it shall be taken at that meeting, in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 24.8** A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

- 24.9** If a Member in attendance at a General Meeting either personally or by pre-poll abstains from voting on a resolution, his/her vote will not be included in the calculation of whether the required majority was in favour of the resolution.

25 PRE-POLL VOTING

- 25.1** Pre-poll voting shall be permitted where an election is required to determine office bearers.
- 25.2** Where a poll is required at any 'General Meeting' of the club, pre-poll voting will be conducted. The Board will determine eligibility criteria for Pre-Poll Voting from time to time.
- 25.3** A 'Returning Officer(s) and polling times will be nominated by the Board, this information shall be posted on the Club notice Board and/or advertised in the local paper.

26 NON-COMPLIANCE WITH RULES

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

27 THE BOARD OF MANAGEMENT

- 27.1** The business and affairs shall be under the management of the Board of Management.
- 27.2** The Board of Management shall consist of:
- (a) Chairman.
 - (b) Vice-Chairman.
 - (c) Secretary.
 - (d) Treasurer.
 - (e) Director (A).
 - (f) Director (B).
 - (g) One Director; appointed by the Men's Bowls Section.
 - (h) One Director; appointed by the Ladies Bowls Section.
 - (i) The General Manager of the 'Club'.
- 27.3** The Board shall control and manage the business affairs and, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members.
- 27.4** Subject to these Rules, the Regulations and the Act, the Board has the power to perform all such acts and things, including the making of By-Laws, Policies, as appear to the Board to be essential for the proper management of the business and affairs of the Club.
- 27.5** The Board shall not, without the prior approval of the Members in General Meeting dispose of or demise any part of the real property of the Club.

27.6 The Board of Management shall be elected in accordance with this sub-rule:

- i. At the Annual General Meeting in each odd-numbered year the Ordinary and Life Members shall elect the following Members of the Board of Management:
 - i. Vice-Chairman
 - ii. Treasurer
 - iii. Director (A)
- ii. At the Annual General Meeting in each even-numbered year the Ordinary and Life Members shall elect the following Members of the Board of Management:
 - i. Chairman
 - ii. Secretary
 - iii. Director (B)
- iii. In each year the Men's Bowls Section and the Ladies' Bowls Sections shall each appoint a Representative Director.
- iv. Each Member of the Board of Management shall hold office from the date of their election until the next Annual General Meeting at which their office on the Board of Management is subject to election, provided that each Member of the Board of Management shall be eligible for re- election.

28 TERM OF BOARD MEMBERS

28.1 Board Members shall be elected for a term of two years, and the term of Board Members shall expire at the conclusion of the second Annual General Meeting after their election, unless terminated earlier in accordance with these Rules.

28.2 Retiring Board Members shall be eligible for re-election.

29 ELECTION OF BOARD MEMBERS

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

- (a) The member resigns by written notice to the Board (the notice does not have to be addressed to the Secretary); dies or becomes a represented person under the Guardianship Act 1986 (Vic);
- (b) In the case of the Secretary, the Secretary ceases to live in Australia; and
- (c) The member is on a committee of an association that has a statutory manager appointed to conduct the affairs of the association.

29.2 Only Members entitled to vote shall be eligible for election to the Board.

29.3 Nominations of candidates for election to fill vacancies on the Board:

- (a) Shall be made in writing on a form approved by the Board from time to time;
- (b) Shall contain the name and signature of a proposer and a seconder both of whom shall be Members entitled to vote (not being the candidate);
- (c) Shall be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);

- (d) For such time as the Club holds a liquor and gaming licence, be accompanied by a completed form for approval as an “associated individual” or any other form/s which may be required by law to be lodged in respect of a person associated with a licensed and/or gaming venue;
- (e) Shall, be delivered to the Secretary, together with the form/s referred to in this Rule, not less than twenty-one days before the date fixed for the holding of the Annual General Meeting.

- 29.4** If the Secretary finds that any nomination contains an anomaly or is not accompanied by the form/s required by the previous Rule 29.3(e) the Secretary shall notify the person concerned of the anomaly and where it is practicable to do so, shall give the person concerned the opportunity of remedying the anomaly within a reasonable period from the receipt of this notice, notwithstanding that the date for submission of nominations may have already passed.
- 29.5** If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 29.6** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 29.7** If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held at the Annual General Meeting in accordance with these Rules and in such reasonable manner as directed by the Board.
- 29.8** The Members at the Annual General Meeting may appoint scrutineers to oversee the counting of votes.
- 29.9** Depending on which positions are vacant the ballot shall be conducted in the following order:
- 1st Chairman
 - 2nd Vice-Chairman
 - 3rd Secretary
 - 4th Treasurer
 - 5th Directors.
- 29.10** Serving Board Members may nominate for other positions on the Board and in the event that a serving Board Member is elected to another position on the Board the position of that Serving Board will be vacant and may be filled for the remainder of the term in accordance with Rule 29.14.
- 29.11** The candidates receiving the highest number of votes shall be elected.
- 29.12** If two or more candidates receiving an equal number of votes for the same position, the Chairman shall decide the winner by lot.
- 29.13** If a candidate has nominated for more than one position, and is elected to a position which appears earlier in the order set out in Rule 29.9, then all other votes for that candidate for positions that appear later in Rule 29.9 shall be discarded.
- 29.14** Where an insufficient number of nominations have been received, the Chairman of the Annual General Meeting shall call for nominations from the floor of the Annual

General Meeting and conduct a ballot in such appropriate manner, as the Board shall determine.

30 CASUAL VACANCY ON THE BOARD

30.1 A casual vacancy occurs in the position of a Board Member if:

- (a) The Board Member ceases to be a Member of the Club;
- (b) If the office of the Secretary becomes vacant, it must be filled within 14 days or within such time as may be required by the Act.
- (c) The Board Member has his/her Membership of the Club suspended in accordance with Rule 12;
- (d) The Board Member is absent from three consecutive meetings of the Board without apology;
- (e) Subject to Rule 30.2, that a Board Member of an incorporated association who has material interest in a matter that is being considered by the Board meeting must declare such an interest to the Board and not be present while the matter is being considered at the meeting, or vote on the matter.
- (f) The Board Member resigns his/her position by notice in writing given to the Secretary;
- (g) The Board Member is removed from the Board in accordance with these Rules by the Members at a General Meeting and the Members do not appoint a replacement Board Member at that General Meeting;
- (h) The Board Member's position is not filled at an election or subsequent ballot at the Annual General Meeting held in accordance these Rules;
- (i) During any time that the Club holds a gaming venue operator's licence and or a liquor licence–
 - (i) If, within three months of the Board Member's election or appointment, he fails to be approved by the VCGR as an associated individual or to meet the legal requirements of persons associated with an organisation that holds a gaming venue operator's licence;
 - (ii) If at any time during his term the Board Member becomes ineligible to be a person associated with any organisation that holds a gaming venue operator's or liquor licence.

30.2 Notwithstanding Rule 30.1(e) the position of a Board Member who has a material interest in a matter is not vacated if the Board Members who do not have a material personal interest in the matter pass a resolution that the interest is not of a nature to require the position of the Board Member to become vacant.

30.3 The Board may appoint a Member who is eligible to vote to fill any casual vacancy and the Member so appointed shall hold the position for the remainder of the term that the vacating Board Member would have served.

31 REMOVAL OF BOARD MEMBER

31.1 The Voting Members in a General Meeting may by resolution remove any Board Member before the expiration of his term and appoint another Member in his stead to hold office until the expiration of the term of the first-mentioned Member.

- 31.2** In the event that a Board Member is removed in accordance with the previous Rule 31.1, the removal of the Board Member is not invalidated by the fact that the Members did not appoint another Member to the Board, and in the event that another Member is not appointed to the Board, a casual vacancy shall exist for the Board position.
- 31.3** A Board Member to whom a resolution referred to in Rule 31.1 is directed may make representations in writing to the Secretary, which shall not exceed a reasonable length, and the Secretary shall ensure that a copy of representations is sent to each Member of the Club who is entitled to vote at General Meetings and/or the Board Member may require that the representations are read to the Members at the General Meeting prior to the Members voting on the resolution to remove the Board Member.

32 PROCEDURE OF THE BOARD

- 32.1** The Board shall meet at least ten times in each year for transaction of the business of the Club and all resolution and proceedings of meetings shall be entered in a minute register.
- 32.2** Board meetings may be convened in any way approved by the Board, and attendance may be by telephone or conference call or such other reasonable means as agreed by the Board.
- 32.3** Any four Board Members or the Chairman may require the Secretary to convene a special meeting of the Board, and the Secretary shall on the requisition of four Board Members or the Chairman convene a special meeting of the Board.
- 32.4** No business shall be transacted at any meeting unless each Board Member has been given reasonable notice of the meeting.
- 32.5** Any four Board Members shall constitute a quorum for the transaction of the business of a meeting of the Board.
- 32.6** No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the Chairman shall adjourn the meeting to an appropriate time and place unless the meeting was a meeting requisitioned by a Board Member pursuant to Rule 32.3 in which case it lapses.
- 32.7** In the event that a meeting is adjourned in accordance with the Rule 32.6, each Board Member shall be notified of the place and time for the meeting.
- 32.8** The Chairman or Vice Chairman, or in their absence, another Board Member shall preside at Board Meetings.
- 32.9** Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by two Members, by a poll taken in such manner as the person presiding at the meeting may determine. In the event of an equality of votes, the person presiding at the meeting shall have one extra deliberative and casting vote.
- 32.10** Subject to the requirement for a quorum the Board may act notwithstanding any vacancy on the Board.
- 32.11** Any Member of the Board failing to attend for three (3) consecutive meetings, without leave or apology delivered at or prior to the meeting, shall thereupon cease to be a Member of the Board.

33 VALIDATING ACTS OF THE BOARD

All acts done by any meeting of the Board or a sub-committee of the Board or by any person acting as a Board Members shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such person or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if any such person had been duly appointed and was qualified to be a Board Members.

34 DUTIES OF BOARD MEMBERS

- 34.1** Subject to Rule 35 the Board Members shall fulfil all the duties assigned to them by these Rules.
- 34.2** The Chairman will preside at meeting and keep order in all proceedings in accordance with the Rules and by-laws.
- 34.3** The Vice-Chairman will act as Chairman in the Chairman's absence.
- 34.4**
- (a) The Secretary shall cause to be prepared and lodged with the relevant authorities all financial statements returns, statements and forms in accordance with any relevant legislation.
 - (b) The Secretary, or some other Board Member nominated by the Board to take accurate minutes of Board Meetings, General Meetings and Special General Meetings;
- 34.5** Unless otherwise determined by the Board, the Secretary shall assume the responsibilities previously assigned to the 'Public Officer', as per the Act.
- 34.6** The Treasurer shall cause to be kept correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of accounts of a like nature and in particular:
- (a) The sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place;
 - (b) The assets and liabilities of the Club.
 - (c) The Treasurer shall cause to be prepared annual financial statements for presentation at the Annual General Meeting in accordance with the Act as it is amended from time to time.

35 GENERAL MANAGER

- 35.1** The Board shall be empowered to engage a General Manager on terms and conditions that the Board considers appropriate and who shall be required to act diligently, honestly and faithfully in the best interests of the Club and carry out the directions of the Board and to whom the Board may delegate the duties of any Board Member.
- 35.2** The Board or the General Manager has the power to determine conditions of employment and be responsible for engagement of all employees, contractors and the like.

36 SUB-COMMITTEES

- 36.1** The Board may from time to time appoint any sub-committees and may delegate to the sub-committees such of the powers or duties of the Board as the Board may determine.
- 36.2** The Board may recall or revoke any appointment or delegation made in accordance with Rule 36.1.
- 36.3** The business of sub-committees shall be conducted in accordance with the direction of the Board and sub-committees shall conform to any regulations that may be prescribed by the Board.
- 36.4** All sub-committees shall report to the Board and decisions of a sub-committee shall be subject to confirmation of the Board except where the sub-committee has been given express power to act by the Board.
- 36.5** The Chairman shall be an ex-officio Member of all sub-committees.

37 INDEMNITY

- 37.1** No Board Members shall be liable to the Club for any loss or expense not applicable to his own dishonesty or to the wilful commission by him of an act known by him to be a breach of trust or breach of duty.
- 37.2** To the full extent allowed by the law, the Board and each Board Member shall be indemnified by the Club from and against any liability, loss or damage caused to or incurred by the Board or Board Member by reason of the bona fide exercise by the Board and each Board Member of any of the duties, powers or privileges conferred or imposed on them by these Rules or any amendment thereof.

38 LEGAL PROCEEDINGS

No action or legal proceedings whatsoever, whether at law or in equity, shall be taken or instituted by any Member against the Board or the Club or any Member of the Board in respect of any decision, proceeding, resolution matter or being whatsoever done, omitted, passed, carried or sanctioned by the Board, Club or Member of the Board. Notwithstanding any irregularity or informality in relation to such decision, proceeding, resolution, matter or thing and in the event of any such action or proceeding being instituted, the production of these Rules shall be a complete answer to such action or proceeding.

39 AUDITOR

- 39.1** An auditor or Auditors shall be appointed at the Annual General Meeting and shall, at least once a year, submit a report to the Board of Members in accordance with the provisions of the Act.
- 39.2** No Member of the Board shall be eligible to act as auditor.
- 39.3** The Auditors shall have the power to examine the books and documents of the Club and shall, at the close of each financial year, audit a statement of Receipts and Expenditure and Balance Sheet, together with any other financial statements, setting forth the financial business of the Club since the end of the preceding financial year.
- 39.4** A report of the Auditors shall be submitted to the Annual General Meeting.

40 APPLICATION OF PROFIT

- 40.1** The Club is a non-proprietary Club.
- 40.2** The profits and other income of the Club shall be applied to the promotion of the purposes set out in Rule 4 and no payment of any dividends or distribution of profit or income to, or amongst, the Members shall be made.
- 40.3** No person shall receive a greater profit, benefit or advantage from that received by every Member other than a remuneration or honorarium approved by the Board for work done by the Secretary, Treasurer or any other official of the Club, or salary or wages paid to employees.
- 40.4** The Board shall approve any remuneration or Honorarium.

41 CLUB-HOUSE OPEN

- 41.1** The Clubhouse shall be open to Members for such times, and on such conditions, as may be decided by the Board from time to time.

42 COLOURS OF THE CLUB

The Colours of the Club shall be Royal Blue and Gold.

43 SEAL

- 43.1** The Common Seal of the Club shall be kept in the custody of the Secretary.
- 43.2** The Common Seal shall not be affixed to any instrument except by the authority of the Board. The affixing of the Common Seal shall be attested by the signatures either of two Members of the Board or of one Member of the Board and the Secretary. The use of the Seal shall be registered and confirmed in the Minutes of the Board.

44 SUPPLY OF LIQUOR

The Club shall supply liquor only in strict compliance with all legal requirements regarding the supply of liquor under the liquor control Act 1998 as they apply from time to time.

45 VISITORS TO THE CLUB

- 45.1** Members shall be entitled to introduce visitors to the Club premises as guests of the Members, according to current legislation; as they apply from time to time
- 45.2** A visitor shall not be supplied with liquor in the Club premises unless the visitor is:
- (a) A guest in the company of a Member; or
 - (b) An authorised gaming visitor.
- 45.3** Authorised gaming visitors must:
- (a) Produce evidence of his residential address before being admitted to the licensed premises of the Club;
 - (b) Carry identification at all times whilst on the licensed premises of the Club;

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

46 VISITORS' REGISTER

- 46.1** The Club shall maintain a visitors' register recording the name of each visitor to the Club, the date of admission and whether the visitor was:
- (a) Introduced as a guest of Member – in which case the register shall record the name of the Member and the name of the introducing Member; OR
 - (b) An authorised gaming visitor – in which case the register shall record the residential address of the visitor.

47 COMMISSIONS, ALLOWANCES AND REMUNERATION

- 47.1** No Board Member, Member, employee or agent of the Club may receive any payment of any amount by way of commission or allowance from the Club's receipts for the supply of liquor.
- 47.2** The Annual General Meeting to confirm recommendations from the out-going Board for honorariums for the in-coming Board with the right to amend or alter these recommendations.

Honorarium recommendations for any section or part of the Club, other than for Board Members, must be presented to the Board of Management for ratification.

- 47.3** No Member shall receive any dividend or profit whatsoever from the Club other than remuneration for services or product provided, or honorarium for work done as approved by the Board in accordance with these Rules, or salary or wages paid to employees.

48 ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 48.1** No alteration or addition to these Rules and statement of purposes shall be made except by means of a special resolution at a General Meeting where at least twenty one days notice of the intention to propose the resolution has been advertised in the local paper.
- 48.2** The resolution of the Special General Meeting shall be passed by three-quarters of the voting Members present who cast a vote.
- 48.3** An alteration of the statement of purposes or the Rules does not take effect unless and until it is approved by legislative requirements, as they apply from time to time.

49 NOTICES

- 49.1** Unless otherwise provided in these Rules, a notice may be served by or on behalf of the Club upon any Member either personally or by sending it by facsimile, email or post to the Member at his address shown in the Register of Members.
- 49.2** Where a document is properly addressed and sent to a person, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the document would have been delivered in the Ordinary course of events for that type of delivery.

50 WINDING UP OR CANCELLATION

- 50.1** The Members at a General Meeting may, by 75% majority of the Members present, pass a resolution for the dissolution of the Club.
- 50.2** Such resolution shall have no effect unless:
- (a) The resolution is confirmed at a Special General Meeting held not less than one month after the meeting referred to in the previous Rule 40.1;
 - (b) Not less than one-half of the Members of the Club entitled to vote are present and voting at the Special General Meeting; and
 - (c) Not less than three-quarters of those present and voting at the Special General Meeting vote in favour of the resolution.
- 50.3** If the conditions set out in the previous Rule 40.2 are met, the Board shall proceed to realise the property of the Club and after the discharge of all liabilities shall proceed to allocate all moneys to local charitable organisations as specified by the majority of Members at the General Meeting referred to in Rule 40.1 and after completion of distribution the Club shall be dissolved.

51 CUSTODY OF RECORDS and INSPECTION OF DOCUMENTS

- 51.1** Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his/her control, all books, documents and securities of the Club.
- 51.2** All relevant documents shall be available upon written request to the Board for inspection by Members for purposes related to the good conduct of the Club, which purposes are set out in the request.
- 51.3** The Board shall determine whether the request made by the Member is for a purpose related to the good conduct of the Club and may refuse a Member access to any relevant documents if it deems that the request is not, in the opinion of the Board, related to the good conduct of the Club.
- 51.4** The Secretary shall maintain a copy of all minutes of Board meetings and General Meetings.

52 DISSOLUTION

- 52.1** No resolution for dissolving the Club or alienation of the freehold of the property of the Club shall be effective until it has been consented by at least three-quarters of the Members present at a Special General Meeting duly convened for that purpose. Ordinary Members voting as such meeting on dissolution must be financial members.
- 52.2** In the event of the Club being wound up, the liability of the Members shall be limited to any outstanding monies due and payable to the Club, including the amount of Annual Subscription payable in respect of the current financial year. No other amount shall be payable by the Member.
- 52.3** If, upon the dissolution (other than for the purpose of reconstruction or amalgamation) of the Club, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of the Club but shall be given or transferred to some other club, Company, institution or institutions having objectives substantially similar to the objectives of the Club, and which shall prohibit the distribution of its or their income and property amongst its or

their Members to an extent at least as great as imposed on the Club, some other club, Company, institution or institutions to be determined by the members of the Club at or before the time of dissolution.