

Members should be advised that the Society's Rules are to be read in conjunction with the Model Rules for an Incorporated Association and all by-laws published in the Yearly Handbook.

STATEMENT OF PURPOSES
AND CONSTITUTION OF
MARYBOROUGH HIGHLAND SOCIETY INC.

RULES OF MARYBOROUGH HIGHLAND SOCIETY

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1. THE SOCIETY AND STATEMENT OF PURPOSES

- 1.1 The name of the Society is “Maryborough Highland Society Inc.” hereinafter referred to as “the Society”.
- 1.2 The purposes for which the Society is established are:
- (a) to encourage an understanding of and appreciation for the literature, music and sports of Scotland and Australia;
 - (b) to promote the Annual Sporting Gathering of the Society to be held on New Year's Day at Maryborough;
 - (c) to support such patriotic, charitable or wider community objectives as the Society may determine;
 - (d) to achieve and maintain the highest possible standard of bowling and sporting facilities to meet the current and future needs of all Members, guests and the wider provincial community; and
 - (e) to achieve and maintain the highest possible standard of entertainment and dining facilities for Members, guests and the wider provincial community.

2. DEFINITIONS

In these Rules:

“Ballot Day” means the day 7 days before the annual general meeting being the day that the ballot is held in accordance with Rule 16.4

“Board” means the Board of Management of the Society, comprising the Office Bearers and Ordinary Board Members;

“Board Member” means a Member of the Board including Office Bearers and Ordinary Board Members;

“Financial year” means the year commencing 1 July and ending 30 June;

“Gaming Licence” means a licence issued under the *Gambling Regulation Act 2003*;

“General meeting” means both a special general meeting of Members convened in accordance with Rule 33 and the annual general meeting of the Society in accordance with Rule 32;

“General Manager” means the person appointed by the Board to be the General Manager in accordance with Rule 28, and in the event of no person being appointed as General Manager, then “General Manager” shall mean Treasurer;

“Liquor Licence” means a licence issued under the Liquor Control Reform Act 1998;

“Member” means a Member of the Society;

“Member Protection Policy” means the Community Clubs Association of Victoria Member Protection Policy adopted by the Society as the Society’s policy for

prohibiting harassment, discrimination and bullying and the handling of complaints;

“Ordinary Board Members” means Members of the Board who are not Office Bearers;

“Office Bearers” means those Members of the Board who hold the positions set out in Rule 17;

“Public Officer” means the public officer or the secretary as required by the Act

“Bowls Victoria Member” means a Member of the Society who is eligible to compete in any bowling competition conducted by Bowls Victoria;

“Relevant documents” means records or other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Society, including Membership records, accounts, accounting records and documents relating to transactions, dealings, business or property of the Society;

3. INTERPRETATION OF RULES

3.1 In these Rules:

- (a) words of the singular shall where the context so admits imply the plural and vice versa.
- (b) words implying the masculine gender include the feminine gender and vice versa.
- (c) a reference to a statute or a statutory provision 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.

3.2 If any dispute occurs as to the interpretation of any of the Rules or the statement of purposes of the Society 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. MEMBERS

4.1 The Members of the Society shall be:

- (a) every person who at the adoption of these Rules is a Member of the Society; and
- (b) every person who on or after the adoption of these Rules becomes a Member of the Society.

4.2 Immediately after the adoption of these Rules the Board will assign each Member to a category of Membership that most closely resembles the Member’s category of Membership prior to the adoption of these Rules.

4.3 No person shall become an Honorary or Temporary Member or be exempted from the obligation to pay the regular subscription for Membership except those possessing the qualifications defined in these Rules and the admission or

exemption is in accordance with these Rules.

5. CATEGORIES OF MEMBERS

In this Rule 5, references to being elected are references to being elected as a Member of a particular category as detailed in this Rule 5.

5.1 General Members

- (a) Any person who has attained the age of 18 years may be elected as a General Member.
- (b) Every applicant for General Membership shall be proposed by one and seconded by another Member eligible to propose and second applicants.
- (c) A Member shall have been a member for at least 3 months before proposing or seconding another person for General Membership.
- (d) Wherever practical, the applicant shall be known personally to the proposer and seconder.
- (e) Every application for General Membership shall be:
 - (i) in writing in a form approved by the Board from time to time;
 - (ii) signed by the applicant and their proposer and seconder; and
 - (iii) delivered to the General Manager together with the required refundable nomination fee (if any).
- (f) Once the completed form is delivered to the Society, the applicant becomes a Temporary Member (refer Section 5.8).
- (g) Upon receipt of the completed form and the appropriate fee, if any, the General Manager shall post the completed application form in a conspicuous place in the Society's premises where it shall be displayed for at least two weeks.
- (h) If requested to do so by the Board, the General Manager shall write to any applicant for General Membership requesting the applicant to attend at the Society's Premises to be interviewed by the Board.
- (i) The Board shall consider the application for General Membership at a Board Meeting held no sooner than fourteen days after the application was posted in accordance with Rule 5.1 (g).
- (j) A simple majority of votes shall be required to approve an application for General Membership.
- (k) When an applicant has been elected as a new General Member, the General Manager shall forthwith notify the applicant in writing and such notification shall include a request for payment of the relevant annual subscription and upon payment the applicant shall become a General Member.
- (l) Subject to Rule 9.2, if within one month after receipt of the notice referred to in Rule 5.1 (k) the applicant's payment has not been received by the

Society, the election to General Membership shall be voided and the applicant shall not be entitled to a refund of the nomination fee (if any).

- (m) If the Board does not approve the application, the General Manager shall advise the applicant in writing that the application was rejected and cause a refund of the fee, if any, paid by the applicant to be paid to the applicant within seven days of the Board's rejection.
- (n) The Board shall not be required to give reasons for rejection of an application for General Membership.
- (o) Details of the privileges afforded to General Members shall be detailed in the By-laws.

5.2 Bowling Members

- (a) Any person who has attained the age of 18 years may be elected as a Bowling Member.
- (b) Any General Member will become a Bowling Member upon application and payment of relevant Bowling Associations' fees as ratified by the Board from time to time. The provisions of Rules 5.2 (c) to 5.2 (n) do not apply to an application by a General Member to become a Bowling Member.
- (c) Every applicant for Bowling Membership shall be proposed by one and seconded by another Member eligible to propose and second applicants.
- (d) Wherever practical, the applicant shall be known personally to the proposer and seconder.
- (e) Every application for Bowling Membership shall be:
 - (i) in writing in a form approved by the Board from time to time;
 - (ii) signed by the applicant and their proposer and seconder; and
 - (iii) delivered to the General Manager together with the required refundable nomination fee (if any).
- (f) Once the completed form is delivered to the Society, the applicant becomes a Temporary Member.
- (g) Upon receipt of the completed form and the appropriate fee, if any, the General Manager shall post the completed application form in a conspicuous place in the Society's premises where it shall be displayed for at least two weeks.
- (h) If requested to do so by the Board, the General Manager shall write to any applicant for Bowling Membership requesting the applicant to attend at the Society's Premises to be interviewed by the Board.
- (i) The Board shall consider the application for Bowling Membership at a Board Meeting held no sooner than fourteen days after the application was posted in accordance with Rule 5.1 (g).
- (j) A simple majority of votes shall be required to approve an application for Bowling Membership.

- (k) When an applicant has been elected as a new Bowling Member, the General Manager shall forthwith notify the applicant in writing and such notification shall include a request for payment of the relevant annual subscription and upon payment the applicant shall become a Bowling Member.
- (l) Subject to Rule 9.2, if within one month after receipt of the notice referred to in Rule 5.2 (k) the applicant's payment has not been received by the Society, the election to Bowling Membership shall be voided and the applicant shall not be entitled to a refund of the nomination fee (if any).
- (m) If the Board does not approve the application, the General Manager shall advise the applicant in writing that the application was rejected and cause a refund of the fee, if any, paid by the applicant to be paid to the applicant within seven days of the Board's rejection.
- (n) The Board shall not be required to give reasons for rejection of an application for Bowling Membership.
- (o) Details of privileges afforded to Bowling Members shall be detailed in the By-laws.

5.3 Social Members

- (a) Any person who has attained the age of 18 years may be elected as a Social Member.
- (b) Every application for Social Membership shall be:
 - (i) in writing in a form approved by the Board from time to time;
 - (ii) signed by the applicant
- (c) Once the completed form and the appropriate fee, if any, is delivered to the Society, the applicant becomes a Social Member.
- (d) The Board retains the right to revoke any application for Social Membership or any existing Social Membership.
- (e) Details of privileges afforded to Social Members shall be detailed in the By-laws.

5.4 Honorary Life Members

- (a) The Board may resolve to recommend any Member who has rendered outstanding service to the Society for Honorary Life Membership provided that there shall be no more than 15 Life Members at any one time.
- (b) The recommendation of the Board shall be put to the Members at the annual general meeting following the date that the Board made the resolution, and if a majority of Members present and voting at the annual general meeting approves the recommendation, the Member shall be elected as an Honorary Life Member.
- (c) Honorary Life Membership of any person may be revoked by a majority of Members present and voting at a general meeting.

- (d) Details of privileges afforded to Honorary Life Members shall be detailed in the By-laws.

5.5 Junior Sporting Members

- (a) Any person under the age of 18 years may be elected as a Junior Member.
- (b) Applications for Junior Membership shall be in writing in a form approved by the Board from time to time and signed by the applicant's legal guardian or responsible person.
- (c) Any Junior Member must be in the presence of the legal guardian or responsible person when using the Society's sporting facilities.
- (d) Upon attaining the age of 18 years all Junior Members shall indicate the category of Membership to which they wish to subscribe and they will be transferred to that category on payment of the fee set by the Board from time to time as the transfer fee.
- (e) Details of privileges afforded to Junior Members shall be detailed in the By-laws.

5.6 Temporary Bowling Members

- (a) Any Member of any bowling club who is temporarily visiting the municipality in which the Society is located may be appointed as a Temporary Bowling Member in accordance with this Rule
- (b) A Temporary Bowling Member may be a Temporary Member for a period not exceeding six consecutive weeks and on no more than four occasions in any one year.
- (c) Application for appointment as a Temporary Bowling Member must be in writing and include the name and address of the applicant and the name of the applicant's proposer and seconder, both of whom must be either a Bowling Member, a General Member or an Honorary Life Member.
- (d) The application is to be delivered to the General Manager and referred by the General Manager to an election committee consisting of any two Board Members.
- (e) The election committee referred to in the previous Rule (d) will consider the application and at its discretion decide whether or not to accept the applicant as a Temporary Bowling Member for a specified period.
- (f) The General Manager shall record the vote of the election committee and shall post and keep posted in a conspicuous place in the Society premises for the duration of the Temporary Bowling Member's Membership, the name of each Temporary Bowling Member and the name of the Members who proposed and seconded the Temporary Bowling Member.
- (g) Details of privileges afforded to Temporary Bowling Members shall be detailed in the By-laws.

5.7 Honorary Members

- (a) Any person who meets one or more of the following criteria shall be an Honorary Member for the day/s upon which they meet that criteria:
 - (i) any person who is competing in any Inter-Club Match, Tournament, or game organised by the Society and taking place at the Society premises;
 - (ii) any person who is an official or supporter of any other recognised Club and who is attending the Society premises in connection with any Match, Tournament or Game;
 - (iii) any person who is a Member of any Society which the Board may from time to time determine as providing reciprocal rights and benefits;
 - (iv) any person who is attending at the Society's premises as an invited guest at a reception or function or who has paid for admission to the Society's premises for the purpose of attending an event or occasion conducted at the premises may, upon presentation of evidence of invitation or payment, be admitted as an Honorary Member;
 - (v) any person who is temporarily visiting the municipality or attending the Society's premises for leisure activities .
- (b) All Honorary Members must provide the Society with their name and address in a form as required by the Board from time to time.
- (c) Honorary Members shall not be required to pay annual subscriptions.
- (d) The General Manager shall 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) No person shall be granted Honorary Membership under this Section for more than a total of fourteen (14) days in any financial year.
- (g) Details of privileges afforded to Honorary Members shall be detailed in the By-laws.

5.8 Temporary Members

- (a) Any person who qualifies for Temporary Membership by virtue of these Rules is a Temporary Member.
- (b) Temporary Members, and particularly Temporary Bowling Members, are entitled to the rights and privileges as determined by the Board from time to time.
- (c) The Board may revoke the membership of any Temporary Member at its discretion.

6. FEES & SUBSCRIPTIONS

- 6.1 Subject to these Rules, the nomination fee and annual subscription for each category 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 nomination fee or annual subscription for any particular category of Membership.
- 6.2 All annual subscriptions shall be due and payable in advance on 1 July in every year.
- 6.3 If a Member fails to pay any relevant fee and/or subscription within one month of it becoming due, the Board may exclude the defaulting Member from the privileges of Membership until the fee or subscription is paid.

7. TRANSFER OF MEMBERSHIP CATEGORY

Any Member may transfer between Membership categories by indicating they new category at the time of paying the annual subscription in any particular year and shall be required to pay the annual subscription relevant to the new category.

8. MEMEBERS REGISTER

The Board shall ensure that the Society maintains a register of all Members containing the name and address of each Member and the date of the payment of the last annual subscription paid by each Member (if any).

9. CESSATION OF MEMBERSHIP

- 9.1 Any Member may resign Membership by notifying the General Manager in writing prior to 30 June in the year that the Member wishes to resign.
- 9.2 If a Member fails to pay any relevant fee and/or subscription within one month of the due date, the defaulting Member shall cease to be a Member subject to any decision of the Board to allow an extension of time and the payment of any late fee that may be imposed.
- 9.3 A Member ceases to be a Member if he/she is expelled as a result of disciplinary action in accordance with Rule 30.
- 9.4 If a Member ceases to be a Member for any reason (including as a result of disciplinary action in accordance with Rule 30), 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.

10. REJOINING

A Member whose membership has ceased in accordance with Rule 9 and subsequently is re-elected as a Member shall not be required to pay any nomination fee.

11. FUNDS

The funds of the Society shall be derived from fees, annual subscriptions,

donations, revenue from hospitality operations and such other sources as the Board determines.

12. PAYMENTS

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

13. MANAGEMENT

13.1 The affairs of the Society shall be managed by a Board of Management consisting of 7 Board Members elected in accordance with these Rules.

13.2 The Immediate Past President shall be an ex officio Board Member for a period of 12 months after cessation as President when the immediate past president is not otherwise serving as a Board Member. The Immediate Past President can participate in discussions but will have no voting rights. To avoid confusion, it is noted that the number of Board Members will sometimes be 7 and sometimes be 8.

13.3 The Board may, subject to these Rules, and the relevant legislation, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these Rules to be exercised by general meetings of the Members and without limiting the foregoing:

(a) Subject to Rule 22 (governing By laws for Bowls) the Board shall be entitled from time to time to make By-laws for the management of the Society and the conduct of the Members and guests and in particular By-laws for:

- (i) periods during which the Society premises or any part shall be closed and/or opened;
- (ii) the terms and conditions upon which visitors shall be permitted to use the premises and property of the Society; and
- (iii) the setting aside of the whole or any part or parts of the Society's premises for Members or any class or classes of Members or visitors at any particular time or for any particular purpose.

13.4 By-laws are to be communicated to the Members in a manner determined by the Board.

13.5 The Board has the power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Society.

13.6 The Board shall not, without the prior approval of the Members in general meeting dispose of or demise any part of the Society's land provided that nothing in this Rule limits the ability of the Board to raise funds for the purposes of the Society by way of mortgage or charge over the Society's land.

14. TERM OF BOARD MEMBERS

14.1 Each Board Member shall be elected for a term of three years, which term shall

expire at the conclusion of the annual general meeting in the year that the term expires, unless concluded earlier in accordance with these Rules.

- 14.2 Retiring Board Members shall be eligible for re-election.
- 14.3 Each Office Bearer shall be elected annually in accordance with Rule **Error! Reference source not found.** for a term of one year which term shall expire at the conclusion of the annual general meeting in each year.
- 14.4 Notwithstanding anything to the contrary a Board Member who has not met the requirements of a person associated with a venue that holds a gaming licence may not act as a Board Member in relation to any matter that involves gaming until such time as the Board Member meets the requirements.

15. ELECTION OF BOARD MEMBERS

- 15.1 In each year the positions which shall 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.
- 15.2 Candidates for election to the Board must have been a Member entitled to vote for not less than twelve months over the preceding ten years to be eligible for election to the Board.
- 15.3 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 include the name and signature of a proposer and a seconder both of whom shall be Members entitled to nominate Members for election (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 Society holds a Gaming Licence or a Liquor 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 gaming or liquor venue; andshall be delivered to the General Manager, together with the form/s referred to in this Rule, not less than twenty-eight days before the date fixed for the holding of the annual general meeting.
- 15.4 If the General Manager finds that any nomination contains an anomaly or is not accompanied by the form/s required by Rule 15.3(d) the General Manager 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 the notice, notwithstanding that the date for submission of nominations may have already passed.

- 15.5 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected. The remaining vacancy/ies will be deemed to be Casual Vacancy/ies in terms of Rule 19.1(h).
- 15.6 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.
- 15.7 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held in accordance with these Rules.

16. CONDUCT OF THE BALLOT FOR ELECTION OF BOARD MEMBERS

- 16.1 In the event of a ballot being required the General Manager shall cause a list of the persons nominated for election to the Board in alphabetical order to be displayed in a conspicuous place at the Society's premises for a period of at least twenty one days prior to the annual general meeting in the year of the election, and shall include the list in the notice for the annual general meeting.
- 16.2 The Board shall appoint as polling officials three Members eligible to vote in the election and each of whom is not a candidate or Board Member.
- 16.3 The General Manager shall prepare the ballot papers containing the names of all the candidates. The order in which the candidates' names shall appear on the ballot paper shall be determined by the General Manager by the drawing of lots. Each ballot paper shall be numbered and the General Manager shall place their initial on the back of each ballot paper and shall include instructions for Members on how to cast their votes.
- 16.4 The ballot shall be held at the Society's premises on the day that is 7 days before the annual general meeting ("the ballot day").
- 16.5 The ballot papers shall be made available to Members at the Society's premises on the day of the ballot between the hours of 10am and 7pm on the ballot day and Members wishing to vote shall attend at the Society's premises during those hours on ballot day.
- 16.6 Members must have paid their annual subscriptions on or before the 31st day of July to be eligible to vote in a ballot for the election of Board Members.
- 16.7 The General Manager shall provide each Member wishing to vote with a numbered and initialled ballot paper and the Member shall mark the ballot paper in accordance with the instructions.
- 16.8 Completed ballot papers are to be deposited by the voting Members into an appropriate Ballot Box provided for the purpose.
- 16.9 The General Manager shall keep a record of each Member who has been provided with a ballot paper, and each Member shall be entitled to receive only one ballot paper.
- 16.10 Any Member who will not be available to attend at the Society's premises at the allotted voting time on ballot day may apply at least 7 days in advance of ballot day to the General Manager for a postal ballot.
- 16.11 Upon receipt of a request for a postal ballot, the General Manager shall provide

the Member with a numbered and initialled ballot paper together with a stamped-return-envelope and an envelope marked "Ballot Paper".

- 16.12 The General Manager shall write on the back of the stamped-return-envelope the name of the Member to whom the postal ballot is provided together with the number of the ballot paper and the Member's Membership number. The envelope marked "Ballot Paper" shall contain no other exterior markings.
- 16.13 The Member casting a postal ballot shall complete the ballot paper and place the completed ballot paper in the envelope marked "Ballot Paper" and seal the envelope. The Member shall place the envelope marked "Ballot Paper" inside the stamped-return-envelope and seal the stamped-return-envelope and deliver or post it to the General Manager.
- 16.14 The stamped-return-envelope is to reach the General Manager no later than 8 days prior to the annual general meeting i.e. one day prior to ballot day.
- 16.15 Upon receipt of the stamped-return-envelope, the General Manager shall register the names of the Members who have cast postal ballots, and remove the envelope marked "Ballot Paper" from the stamped-return-envelope, but shall not open the envelope marked "Ballot Paper".
- 16.16 The General Manager shall place the unopened envelope marked "Ballot Paper" into the ballot box.
- 16.17 After 7pm on the day of the election the General Manager shall deliver the ballot box to the polling officials who shall open the envelopes marked "Ballot Papers" and collate all the ballot papers.
- 16.18 The polling officials shall count the votes cast for each candidate and shall, despite any minor defects, attempt to give effect to each vote cast – in the event of a dispute amongst the polling officials as to the validity of a vote, a decision of a majority of the polling officials shall prevail.
- 16.19 The polling officials shall check the number of ballot papers lodged in the ballot box against the record of ballot papers collected and returned postal votes kept by the General Manager and shall report the results of the ballot to the Chairman of the annual general meeting.
- 16.20 Voters will be required to place a cross in the box opposite to the names of the candidates for whom they wish to vote.
- 16.21 The number of crosses on each ballot paper should correspond to the number of vacancies available at the election.
- 16.22 The candidates receiving the highest number of votes shall be elected.
- 16.23 In the event of two or more candidates receiving an equal number of votes, the polling officials shall decide by lot the order of selection of the candidates
- 16.24 A record shall be kept by the General Manager of the number of votes cast for each candidate.

17. OFFICE BEARERS

- 17.1 The Office Bearers of the Society shall be:
- (a) President
 - (b) Vice President
 - (c) Deputy Vice President
 - (d) Treasurer
- 17.2 Office Bearers shall hold office for a term of one year and shall be eligible for re-election by the Board except that the President may not exceed three consecutive years

18. ELECTION OF OFFICE BEARERS

- 18.1 The Officers shall be elected each year in accordance with these Rules.
- 18.2 The Board shall elect the Officers from among their number in accordance with these Rules.
- 18.3 Each year the Board shall meet as soon as possible after the election of Board Members for the purpose of conducting an election for the Office Bearers.
- 18.4 The meeting referred to in the previous Rule 18.3 shall be chaired by a Member of the Board elected for the purpose by the Board.
- 18.5 The chair shall call for nominations for the Office Bearers set out in Rule 17.1 in the order set out in that Rule.
- 18.6 The election for each Office Bearer shall be completed prior to the calling for nominations for the next Office Bearer.
- 18.7 Any Member of the Board can nominate any other Member of the Board for any office provided that candidates for office of president will have filled one of the positions of Treasurer, Senior Vice President or Junior Vice President within the last ten years.
- 18.8 If only one person is nominated for any office, then that person shall be elected.
- 18.9 If more than one person is nominated for any office, then an election shall be held.
- 18.10 Board Members shall cast their votes for a candidate in such manner as agreed by the Board.
- 18.11 The chair shall count the votes in the presence of the Board Members.
- 18.12 The candidate receiving the highest number of votes shall be the successful candidate.
- 18.13 If two or more candidates receive the same number of votes the chair shall determine by lot who shall be the successful candidate.

19. CASUAL VACANCIES

- 19.1 For the purpose of these Rules, a casual vacancy occurs in the position of a Board Member if:
- (a) the Board Member ceases to be a Member;

- (b) the Board Member has their Membership of the Society suspended in accordance with Rule 30
- (c) the Board Member becomes an insolvent under administration within the meaning of the Corporations Act;
- (d) the Board Member is absent from three consecutive Board Meetings without apology;
- (e) Subject to Rule 19.2 the Board Member fails to declare any direct or indirect interest in any contract or proposed contract with the Society as soon as the Board Member becomes aware of the interest, or votes on such a contract at a Board Meeting or general meeting;
- (f) Board Member resigns their position by notice in writing given to the General Manager;
- (g) 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) Board Member's position is not filled at an election.
- (i) Subject to Rule 19.3 during any time that the Society holds a gaming venue operator's 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; or
 - (ii) if at any time during their term the Board Member becomes ineligible to be a person associated with any organisation that holds a gaming venue operator's licence.

19.2 Notwithstanding Rule 19.1(e) a Board Member who has a material personal interest in a matter that relates to the affairs of the Society (the "interested Board Member") does not vacate their position 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 interested Board Member to become vacant.

19.3 Notwithstanding Rule 19.1(h) a Board Member who has not been approved by the VCGLR within 3 months of being elected (the "relevant Board Member") does not vacate their position if the other Board Members who been approved pass a resolution that the relevant Board Member be given longer time to be approved PROVIDED ALWAYS that the relevant Board Member refrains from participation in business relating to gaming if he is not an approved individual for the purposes of the Gaming Licence.

19.4 In the event of a casual vacancy of an Office Bearer, the Board may appoint one of its Members to the vacant office thus creating a casual vacancy in the position of Ordinary Board Member, and the Member so appointed as Officer Bearer shall hold office for the remainder of the term that the vacating Office Bearer would have served.

- 19.5 In the event of a casual vacancy occurring in the position of an Ordinary Board Member, the Board of Management shall call for nominations to fill such casual vacancies at a time of their choosing. Depending on the number of nominations received, the process to be managed in the same manner as outlined in Sections 15.5, 15.6 and 15.7.
- 19.6 In the event that no candidate is available to be appointed to a casual vacancy on the Board, the Board may appoint a Member who is eligible for election to the Board to fill the vacancy.
- 19.7 A Member appointed to a casual vacancy on the Board shall hold the position for the remainder of the term that the vacating Board Member would have served.

20. REMOVAL OF BOARD MEMBER

- 20.1 The Members in a general meeting may by resolution remove any Board Member before the expiration of their term and appoint another Member in their stead to hold office until the expiration of the term of the first-mentioned Member.
- 20.2 In the event that a Board Member is removed in accordance with the previous Rule 20.1 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.
- 20.3 A Board Member to whom a resolution referred to in Rule 20.1 is directed may make representations in writing to the General Manager, which representation shall not exceed a reasonable length, and the General Manager shall ensure that a copy of representations is sent to each Member 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.

21. SUB-COMMITTEES

- 21.1 The Board may from time to time appoint any Sub-Committees consisting of persons who are Members and may delegate to the Sub-Committees such of the powers or duties of the Board as the Board may determine.
- 21.2 The Board may recall or revoke any appointment or delegation made in accordance with Rule 21.1.
- 21.3 The business of Sub-Committees shall be conducted in accordance with the directions of the Board, and Sub-Committees shall conform to any regulations that may be prescribed by the Board.
- 21.4 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.
- 21.5 The President, Vice President and the Deputy Vice President shall be ex-officio Members of all Sub-Committees.

22. BOWLS VICTORIA SUB-COMMITTEE

- 22.1 There shall be one standing bowls sub-committee, the Bowling Sub-committee, which will be convened and operate in accordance with the rules and procedures contained in the Society's By-laws.
- 22.2 These rules and procedures, notwithstanding anything to the contrary in this Constitution, shall not be altered by the Board without the Board consulting with the Bowling Sub-committee prior to the Bowling Sub-committee's rules and procedures being altered.

23. AFFILIATIONS

- 23.1 The Society shall maintain Membership of Victorian Athletic League, Victorian Scottish Union Inc. and Clubs Victoria Inc (or their successors).
- 23.2 The Society shall maintain affiliation with all relevant state sporting bodies that organise sporting competitions in which the Society competes, and in particular the Society will maintain affiliation with Bowls Victoria for as long as this body exists and the Society fields bowling teams.
- 23.3 The Society will nominate two delegates to attend meetings of Bowls Victoria and in the event that the Society fails to nominate delegates the delegates to Bowls Victoria shall be one person nominated by each of the Bowls Victoria Sub-Committees.

24. MEETINGS OF THE BOARD

- 24.1 The Board shall hold meetings on a monthly basis or as often as necessary.
- 24.2 Any two Board Members may require the General Manager to convene a Special Board Meeting, and the General Manager shall on the requisition of two Board Members convene a Special Board Meeting.
- 24.3 No business shall be transacted at any Board Meeting unless each Board Member has been given reasonable notice of the meeting.
- 24.4 Any five Board Members shall constitute a quorum for the transaction of the business of a Board Meeting.
- 24.5 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 24.2 in which case it lapses.
- 24.6 In the event that a Board Meeting is adjourned in accordance with the Rule 24.5, each Board Member shall be notified of the place and time for the adjourned meeting.
- 24.7 At Board Meetings:
- (a) the President, or in the President's absence or inability, the Vice-President, shall preside; or
 - (b) if the President and the Vice-President are absent or unable, then the Deputy Vice President shall preside; or

- (c) if the President and the Vice President and the Deputy Vice President are absent or unable, such one of the remaining Board Members as may be chosen by the Board Members present shall preside.
- 24.8 Questions arising at a Board Meeting 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. The person presiding over the meeting shall have a deliberative and, in the event of an equality of votes, a casting vote.
- 24.9 Subject to the requirement for a quorum the Board may act notwithstanding any vacancy on the Board.
- 24.10 Minutes of the Board Meetings
 - (a) Minutes shall be prepared of the proceedings of each meeting of the Board.
 - (b) Once the minutes have been confirmed, the General Manager shall cause these minutes and financial statements submitted to the meeting to be:-
 - (i) posted on a noticeboard within the Society, and
 - (ii) made available upon a request for a copy from any Member.

25. 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 Member 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 Member.

26. INDEMNITY

- 26.1 No Board Members shall be liable to the Society for any loss or expense not applicable to their own dishonesty or to the wilful commission by them of an act known by them to be a breach of trust or breach of duty.
- 26.2 To the full extent allowed by the law, the Board and each Board Member shall be indemnified by the Society 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.

27. TREASURER'S DUTIES

- 27.1 The Treasurer shall cause to be kept correct accounts and books showing the financial affairs of the Society 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 Society and the matters in respect of which such receipts and expenditure take place; and
 - (b) the assets and liabilities of the Society.

- 27.2 The Treasurer shall cause to be prepared audited annual financial statements for presentation at the annual general meeting.
- 27.3 If the Board has not appointed a General Manager under Rule 28 the Treasurer will be:
- (a) the Public Officer for the purposes of the Act; and
 - (b) responsible for performing the duties of the General Manager under these Rules until the board appoints a General Manager.

28. GENERAL MANAGER

- 28.1 The Board shall be empowered to engage a General Manager on terms and conditions that the Board consider appropriate and who shall be required to act diligently, honestly and faithfully in the best interests of the Society and carry out the directions of the Board and to whom the Board may delegate the duties of any Board Member and/or Officer Bearer.
- 28.2 Without limiting the previous Rule 28.1, in particular the General Manager shall perform all the duties assigned to the General Manager in these Rules and shall also:
- (a) be the Public Officer for the purposes of the Act;
 - (b) cause to be kept on the Society premises a Register of the Members setting out in full the names and addresses of all Members, the date they became a Member, category of Membership and the date of the latest payment of their subscription;
 - (c) cause to be kept correct Minutes of the proceedings of all Board Meetings and General Meetings in records provided for the purpose and shall cause to be performed all other duties which these Rules require the General Manager to perform; and
 - (d) unless determined otherwise by the Board from time to time, cause to be prepared and lodged with the relevant authorities all financial returns, statements and forms in accordance with any relevant legislation.
- 28.3 In the event that the Board does not engage a General Manager the Treasurer shall be responsible for performing the duties of the General Manager until the board appoints a General Manager.

29. SPORTS SECRETARY

- 29.1 The Board shall appoint a Sports Secretary each year from amongst the Members entitled to vote and the Sports Secretary shall be paid such honorarium as shall be determined by the board.
- 29.2 The terms and conditions of the appointment shall be determined by the Board.
- 29.3 The Sports Secretary shall, subject to the direction of the Board, manage the Highland Gathering held by the Society each year.
- 29.4 The Sports Secretary shall prepare a report on the Gathering to be presented to the Board within three months of the conclusion of the Gathering each year.

29.5 The Sports Secretary shall present a list of recommendations to the Board for the holding of the following year's Gathering within three months of the conclusion of the Gathering each year.

30. DISCIPLINARY PROCEDURES

30.1 Subject to these Rules, the Board may by resolution:

- (a) expel a Member from the Society;
- (b) suspend a Member from Membership of the Society for a specified period;
or
- (c) impose any appropriate requirement or restriction on a Member.

30.2 A resolution referred to in Rule 30.1 may be made if the Board is of the opinion that the Member:

- (a) has refused or neglected to comply with the rules and by-laws of the Society; or
- (b) has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Society.

30.3 Prior to the Board passing a resolution under Rule 30.1 the General Manager shall cause to be served on the relevant Member a notice in writing:

- (a) setting out in full the details of the complaint against the Member;
- (b) stating that the Member may address the Board at the Board Meeting where the complaint will be considered;
- (c) stating the date, place and time of that Board Meeting;
- (d) informing the Member that they may do one or more of the following:
 - (i) attend that Board Meeting; and
 - (ii) give to the Board before the Board Meeting a written statement regarding the complaint;

30.4 At the Board Meeting where the complaint is considered, the Board shall:

- (a) give the Member an opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member; and
- (c) by simple majority, determine whether or not to make a resolution under Rule 30.1.

- 30.5 If the Board makes a resolution under Rule 30.1 the General Manager shall as soon as practicable inform the Member of the resolution by whatever means are appropriate.
- 30.6 If the Board passes a resolution under Rule 30.1, the Member may, not later than forty-eight (48) hours after being informed of the resolution, give the General Manager a notice to the effect that they wish to appeal to the Society in a Special General Meeting against the resolution.
- 30.7 If the General Manager receives a notice under Rule 30.6 the General Manager shall notify the Board and the Board shall convene a Special General Meeting to be held within thirty-five days after the date on which the General Manager received the notice.
- 30.8 At a Special General Meeting convened under Rule 30.7:
- (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 eligible Members present at the Special General Meeting shall vote on the motion whether the resolution should be confirmed.
- 30.9 If at the Special General Meeting:
- (a) a simple majority of the Members vote in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.
- 30.10 In the event that the Members vote at the Special General Meeting to revoke the resolution of the Board, the Members 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 Society and substitute a resolution under Rule 30.1 in place of the resolution of the Board.

31. DISPUTES AND MEDIATION

- 31.1 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 Society.
- 31.2 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.
- 31.3 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.
- 31.4 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 Society, 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).

31.5 A Member can be a mediator.

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

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

31.8 The mediator, in conducting the mediation, must:

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

31.9 The mediator must not determine the dispute.

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

32. ANNUAL GENERAL MEETINGS

32.1 There shall be an annual general meeting held not later than five months after the end of the financial year on such day and at such place as the Board determines.

32.2 The annual general meeting shall be specified as such in the notice convening it.

32.3 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 Society during the last preceding financial year;
- (c) to declare the outcome of the election, and conduct a ballot if required for Board Members accordance with these Rules; and
- (d) to receive and consider the audited financial statements submitted by the Society in accordance with the relevant legislation.

32.4 The annual general meeting may transact special business of which notice is given in accordance with these Rules.

32.5 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

33. SPECIAL GENERAL MEETINGS

33.1 All general meetings other than the annual general meeting shall be called special general meetings.

33.2 The Board may, whenever it thinks fit, convene a special general meeting.

33.3 If, but for this Rule 33.3, more than 18 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.

33.4 The Board shall, on the requisition in writing of Members representing not less than five per cent of Members who are entitled to vote at general meetings, convene a special general meeting.

33.5 The requisition for a special general meeting shall state the business of the meeting and shall include the names and signatures of the Members making the requisition and be delivered to the General Manager and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

33.6 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 General Manager, 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.

33.7 A special general meeting convened by Members in pursuance of this Rule 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 Society to the persons incurring the expenses.

34. NOTICE OF MEETINGS

34.1 In the case of annual general meetings the General Manager must provide a preliminary notice in accordance with Rule 34.2. The preliminary notice is in addition to the notice referred to in Rule 34.4.

34.2 The General Manager shall at least forty five days prior to the date fixed for the annual general meeting in each year post a preliminary notice on the notice board at the Society premises advising Members of:

(a) the place date and time of the annual general meeting;

(b) the number of Board Members to be elected at the annual general meeting and how to nominate for election as a Board Member; and

(c) the requirement to lodge notice of special business with the General Manager at least twenty eight days prior to the date fixed for the annual general meeting.

34.3 The preliminary notice referred to in Rule 34.2 shall be by way of newsletter or notice posted on the notice board or such other manner as the Board

determines.

- 34.4 In the case of both annual general meetings and special general meetings the General Manager shall, at least twenty-one days prior to the meeting publish in a local newspaper published in Maryborough and on a notice board in the Society's premises a notice of such meeting.
- 34.5 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.
- 34.6 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 34.7 A Member desiring to bring any business before a meeting may give notice of that business in writing to the General Manager at least twenty eight days prior to the meeting, and the General Manager shall include that business in the notice calling the next general meeting after the receipt of the notice.

35. PROCEEDINGS AT MEETINGS

- 35.1 All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting, with the exception of that specifically referred to in these Rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- 35.2 No item of business shall be transacted at a general meeting unless a quorum of Members entitled to vote is present during the time when the meeting is considering that item.
- 35.3 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.
- 35.4 Not less than five per cent of Members personally present (being Members entitled to vote) constitutes a quorum for the transaction of the business of a general meeting.
- 35.5 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 by written notice to Members 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 ten) shall be a quorum.
- 35.6 The President, or in the President's absence or inability, the Vice-President, and in the absence or inability of both the President and the Vice President, the Deputy Vice President, shall preside as Chairman at each general meeting.
- 35.7 If the President and the Vice-Presidents are absent or unable to preside, the

Members present shall elect one of their number to preside as Chairman at the meeting.

- 35.8 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.
- 35.9 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.
- 35.10 Except as provided in Rule 35.9, 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.
- 35.11 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 of the Society is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 35.12 Upon any question arising at a general meeting, a Member has one vote only, except in the event of an equality of votes when the Chairman shall have a second or casting vote.
- 35.13 All votes shall be given personally and no proxy votes shall be accepted at any general meeting.
- 35.14 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.
- 35.15 A Member is not entitled to vote at any general meeting unless all subscriptions and fees due and payable to the Society have been paid.

36. VISITORS TO THE SOCIETY

- 36.1 Where it is stipulated in these Rules, Members shall be entitled to introduce visitors to the Society's premises as guests of the Members in accordance with this Rule 36.
- 36.2 No person shall be introduced to the Society's premises as a guest if the person has been expelled or suspended from the Society, or any affiliated club or whose presence on the Society's premises shall be considered by the General Manager to be objectionable to the interests of the Society.
- 36.3 A visitor shall not be supplied with liquor on the Society's premises unless the visitor is:
- (a) a guest in the company of a Member; or
 - (b) an authorised gaming visitor (as defined in the Liquor Control Reform Act

1998).

- 36.4 Authorised gaming visitors to the Society must:
- (a) produce evidence of their residential address before being admitted to the licensed premises of the Society; and
 - (b) carry identification at all times whilst on the licensed premises of the Society; and
 - (c) comply with all relevant Rules and By-laws of the Society whilst on the licensed premises of the Society.

37. VISITORS' REGISTER

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

- (a) introduced as a guest of a 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.

38. COMMISSIONS, ALLOWANCES AND REMUNERATION

- 38.1 No Board Member, Member, employee or agent of the Society may receive any payment of any amount by way of commission or allowance from the Society's receipts for the supply of liquor.
- 38.2 No Board Member shall be paid any remuneration or commission for their services to the Society, but the Board shall have the power to reimburse any Board Member for expenses incurred on behalf of the Society as it deems appropriate.
- 38.3 No Member shall receive any dividend or profit whatsoever from the Society 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.

39. ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 39.1 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 twenty one days' notice of the intention to propose the resolution has been forwarded to each Member entitled to vote at that meeting.
- 39.2 The resolution of the special general meeting shall be passed by a majority of three-quarters of the Members present and entitled to vote and otherwise the resolution is lost.
- 39.3 An alteration of the statement of purposes or the Rules does not take effect unless and until it is approved by the relevant authority.

40. NOTICES

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

40.2 Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

41. WINDING UP OR CANCELLATION

41.1 The Members at a general meeting may, by special resolution, pass a resolution for the dissolution of the Society.

41.2 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 Rule 41.1.;

(b) not less than one-half of the Members are present and voting at the special general meeting held in accordance with rule 41.2(a) to confirm the resolution; and

(c) not less than three-quarters of those present and voting at the special general meeting vote in favour of the resolution.

41.3 If the conditions set out in the previous Rule 41.2 are met, the Board shall proceed to realise the property of the Society and after the discharge of all liabilities shall proceed to allocate all moneys to local charitable or not-for-profit organisations as specified by the majority of Members at the general meeting referred to in Rule 41.2(a) and after completion of distribution the Society shall be dissolved.

42. CUSTODY AND INSPECTION OF RECORDS

42.1 Except as otherwise provided in these Rules, all books, documents and securities of the Society shall keep in the custody or under the control of the General Manager.

42.2 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 Society, which purposes are set out in the request.

42.3 The Board shall determine whether the request made by the Member is for a purpose related to the good conduct of the Society and may refuse a Member access to any relevant documents if it deems that the request is not, in the reasonable opinion of the Board, related to the good conduct of the Society.

43. COMMON SEAL

43.1 The Common Seal of the Society shall be kept in the custody of the General Manager.

43.2 The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the

signatures of two Board Members.

44. TRANSITIONAL PROVISIONS

44.1 Upon the approval of these Rules by the Registrar for Associated Incorporations (“the approval”):

(a) the Board Members and Office Bearers who were serving immediately prior to the approval shall continue to hold their positions until the conclusion of their terms under the Rules prior to the approval.

(b) Members will be assigned to a category of membership in accordance with rule 4.2.