

# CONSTITUTION OF MARYBOROUGH HIGHLAND SOCIETY INC

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Incorporating amendments of September 2024

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## **1. THE SOCIETY AND STATEMENT OF PURPOSES**

- 1.1 The name of the association 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 and 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 community; and
  - (e) to achieve and maintain the highest possible standard of entertainment and dining facilities for Members, guests and the wider community.

## **2. DEFINITIONS & INTERPRETATIONS**

- 2.1 In these Rules:
- (a) “Act” means the Associations Incorporation Reform Act 2012.
  - (b) “Approved Associated Individual” means a person who is approved by the VCGLR (or any other statutory body which is required to approve individuals to be associated with an entity that holds a venue operator’s licence &/or a liquor licence) as an approved associated individual of the Society.
  - (c) “Ballot Day” means the day seven days before the annual general meeting being the day that the ballot is held in accordance with Rule [15](#).
  - (d) “Board” means the Board of Management of the Society, comprising the Office Bearers and Ordinary Board Members.
  - (e) “Board Member” means a Member of the Board including Office Bearers and Ordinary Board Members.
  - (f) “Bowls Victoria” is the body governing the sport of lawn bowls in Victoria or its successor.
  - (g) “Financial year” means the year commencing 1 July and ending 30 June.
  - (h) “Gaming Licence” means a licence issued under the Gambling Regulation Act 2003.
  - (i) “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](#).
  - (j) “General Manager” means the person appointed by the Board to be the General Manager in accordance with Rule [28](#), and the position of General Manager is vacant, then “General Manager” shall mean

Treasurer.

- (k) "Liquor Licence" means a licence issued under the Liquor Control Reform Act 1998.
- (l) "Member" means a Member of the Society.
- (m) "Ordinary Board Members" means Members of the Board who are not Office Bearers.
- (n) "Office Bearers" means those Members of the Board who hold the positions set out in Rule [16](#).
- (o) "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.
- (p) "Rules" means the provisions of this Constitution.
- (q) "Secretary" means the secretary as required by the Act and is the General Manager, and in the absence of a General Manager is the Treasurer.
- (r) "Voting Member" means a member who:
  - (i) is a General Member, Bowling Member, or Honorary Life Member; and
  - (ii) has paid their annual subscription by 31 July in the relevant year.

2.2 In these Rules, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa;
- (b) a gender includes the other genders;
- (c) the headings are used for convenience only and do not affect the interpretation of these Rules;
- (d) other grammatical forms of defined words or expressions have corresponding meanings;
- (e) a reference to a document includes the document as modified and any document replacing it;
- (f) the word "month" means calendar month and the word "year" means 12 months;
- (g) the words "in writing" include any communication sent by letter, facsimile transmission or email or any other form of communication capable of being read by the recipient;
- (h) a reference to a thing includes a part of that thing;
- (i) a reference to all or any part of a statute, rule, regulation or ordinance (statute) includes that statute as amended, consolidated, re-enacted or replaced;
- (j) wherever "include" or any form of that word is used, it must be

construed as if it were followed by "(without being limited to)"; and

- (k) a reference to any agency or body, if that agency or body ceases to exist or is reconstituted, renamed or replaced or has its powers or functions removed (defunct body), means the agency or body that performs most closely the functions of the defunct body.

2.3 Any question of interpretation which arises under these Rules will be resolved by the Board.

2.4 If these Rules provide for any person or body (eg the Board) to do anything or make an appointment or determination or act in any way - it means that the body may also revoke and/or change that action or appointment or determination.

### **3. MEMBERS**

3.1 The Members of the Society shall be:

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

3.2 Immediately after the adoption of these Rules the Board must 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.

3.3 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.

### **4. CATEGORIES OF MEMBERS**

In this Rule [4](#) references to being elected are references to being elected as a Member of a particular category as detailed in this Rule [4](#).

4.1 General Members

- (a) Any person who has attained the age of 18 years may apply for election as a General Member.
- (b) Every application for General Membership shall be:
  - (i) in writing in a form approved by the Board;
  - (ii) signed by the applicant; and
  - (iii) delivered to the General Manager together with the membership fee for the following year and any other fee required by the Board.
- (c) Once the completed form is delivered to the Society, and the required payment made, the applicant becomes a Temporary Member, pending consideration by the Board of their application for General Membership and the General Manager shall enter their details in the General Register.
- (d) 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.

- (e) The Board shall consider the application for General Membership at a Board Meeting held after the application was received under rule 4.1(b)(iii).
- (f) A simple majority of votes shall be required to approve an application for General Membership.
- (g) When an applicant has been elected as a new General Member, the applicant shall become a General Member and the General Manager shall make the relevant amendments to the Members Register.
- (h) If the Board does not approve the application, the General Manager shall advise the applicant in writing that the application was rejected and refund any fees, paid by the applicant under rule 4.1(b)(iii) within seven days of the Board's rejection.
- (i) The Board shall not be required to give reasons for rejection of an application for General Membership.
- (j) Details of the privileges afforded to General Members shall be detailed in the By-laws.

#### 4.2 Bowling Members

- (a) Any person who has attained the age of 18 years may apply for election 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.
- (c) Details of privileges afforded to Bowling Members shall be detailed in the By-laws.

#### 4.3 Social Members

- (a) Any person who has attained the age of 18 years may apply for election as a Social Member.
- (b) Every application for Social Membership shall be:
  - (i) in writing in a form approved by the Board;
  - (ii) signed by the applicant; and
  - (iii) delivered to the General Manager together with the membership fee (if any) for the following year and any other fee required by the Board.
- (c) Once the completed form and the appropriate fee is delivered to the General Manager, 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.

#### 4.4 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.

#### 4.5 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 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 hospitality 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 as the transfer fee.
- (e) Details of privileges afforded to Junior Members shall be detailed in the By-laws.

#### 4.6 Temporary Bowling Members

- (a) A Member of any bowling club who is temporarily visiting the Maryborough district 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.
- (d) The application is to be delivered to the General Manager and referred to an election committee consisting of any two Board Members.
- (e) The election committee referred to in the previous Rule [4.6\(d\)](#) 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.

#### 4.7 Honorary Members

- (a) Any person who meets one or more of the following criteria shall be an Honorary Member for the days upon which they meet that criteria:
  - (i) any person who is competing in any match, tournament, or game organised by the Society or 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 Club which the Board may 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.
- (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 days in any financial year.
- (g) Details of privileges afforded to Honorary Members shall be detailed in the By-laws.

#### 4.8 Temporary Members

- (a) Any person who qualifies for Temporary Membership by virtue of these



Rules is a Temporary Member.

- (b) Temporary Members are entitled to the rights and privileges as determined by the Board.
- (c) The Board may revoke the membership of any Temporary Member at its discretion.

#### 4.9 Pipe-Band Members

- (a) Any person who, immediately prior to the adoption of these Rules, is a Member of the Maryborough and District Highland Pipe-Band Inc will be, on adoption of these Rules, a Pipe-Band Member.
- (b) Any person who has attained the age of 18 years may apply for election as a Pipe-Band Member.
- (c) Any General Member or Bowling Member will become a Pipe-Band Member upon application and payment of the relevant Pipe-Band fees as ratified by the Board.
- (d) A Member may be simultaneously a Pipe Band Member and a Bowling Club Member and a General Member on payment of the relevant fees for each category of Membership.
- (e) Details of privileges afforded to Pipe-Band Members shall be detailed in the By-laws.

### 5. FEES & SUBSCRIPTIONS

- 5.1 Subject to these Rules, the nomination fee and annual subscription for each category of Membership shall be determined by the Board, 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.
- 5.2 The Bowls Sub-Committee and the Pipe-Band Sub-Committee may, with the Board's approval (which will not be unreasonably withheld), impose other annual fees on Bowls Members and Pipe-Band Members.
- 5.3 All annual subscriptions and the fees described in Rule [5.2](#) shall be due and payable in advance on 1 July in every year.
- 5.4 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.

### 6. TRANSFER OF MEMBERSHIP CATEGORY

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

### 7. MEMEBERS REGISTER

The Society must maintain 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).

## **8. CESSATION OF MEMBERSHIP**

- 8.1 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.
- 8.2 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 rule [8.3](#).
- 8.3 The Board may allow an extension of time for the payment of any fees or subscriptions and may impose a late fee.
- 8.4 A Member ceases to be a Member if they are expelled as a result of disciplinary action in accordance with Rule [30](#).
- 8.5 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.

## **9. REJOINING**

A Member whose membership has ceased in accordance with Rule [8](#) and subsequently is re-elected as a Member shall not be required to pay any nomination fee.

## **10. 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.

## **11. PAYMENTS**

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

## **12. MANAGEMENT**

- 12.1 The affairs of the Society shall be managed by a Board of Management consisting of 9 Board Members elected in accordance with these Rules.
- 12.2 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 at Board Meetings. To avoid confusion, it is noted that the number of Board Members will sometimes be 9 and sometimes be 10 including a non-voting immediate past President.
- 12.3 The Board may exercise all the powers and functions as may be exercised by the Society other than those powers and functions that are required by these Rules or the Act to be exercised by the Members in general meetings.
- 12.4 Without limiting rule [12.3](#) and subject to Rule [21.2](#) (governing By-laws for Bowls) and Rule [22.2](#) (governing By-laws for Pipe Band) the Board shall be

entitled to make By-laws for the management of the Society and the conduct of the Members and guests and including By-laws for:

- (a) periods during which the Society's premises or any part shall be closed and/or opened;
- (b) the terms and conditions upon which visitors shall be permitted to use the premises and property of the Society; and
- (c) 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.

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

12.6 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 [12.6](#) 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.

### **13. TERM OF BOARD MEMBERS**

13.1 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.

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

13.3 Each Office Bearer shall be elected annually in accordance with Rule [17](#) for a term of one year, which term shall expire at the conclusion of the annual general meeting in each year.

13.4 Notwithstanding anything to the contrary in these Rules, a Board Member who is not an Approved Associated Individual may not act as a Board Member in relation to any matter that involves gaming or liquor until such time as the Board Member becomes an Approved Associated Individual.

### **14. ELECTION OF BOARD MEMBERS**

14.1 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 in accordance with these Rules.

14.2 Candidates for election to the Board must have been a Voting Member for not less than twenty-four consecutive months immediately prior to Ballot Day.

14.3 Nominations of candidates for election to the Board:

- (a) shall be made in writing on a form approved by the Board;
- (b) shall include the name and signature of a proposer and a seconder both of whom shall be Voting Members (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 print-out of the on-line application forms to

become an Approved Associated Individual of the Club completed with the candidate's information (**without** the attachments thereto) unless the candidate is already an Approved Associated Individual; and.

- (e) shall be delivered to the General Manager, together with the forms referred to in this Rule, not less than twenty-eight days before the date fixed for the holding of the annual general meeting.

- 14.4 If the General Manager finds that there is an anomaly in a or 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.
- 14.5 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected. The remaining vacancies will be deemed to be Casual Vacancies and may be filled in accordance with Rule [18.5](#).
- 14.6 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.
- 14.7 If the number of nominations exceeds the number of vacancies to be filled, an election shall be held in accordance with these Rules.

## **15. CONDUCT OF ELECTION OF BOARD MEMBERS**

- 15.1 If an election is required the General Manager shall cause a list of the candidates to be displayed in alphabetical order 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.
- 15.2 The Board shall appoint as polling officials three Voting Members each of whom is not a candidate or Board Member.
- 15.3 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.
- 15.4 Each ballot paper shall be numbered, and the General Manager shall initial the back of each ballot paper and shall include instructions for Voting Members on how to cast their votes.
- 15.5 The election shall be held at the Society's premises on the day that is 7 days before the annual general meeting.
- 15.6 The ballot papers shall be made available to Members at the Society's premises on the Ballot Day between the hours of 10am and 7pm and Voting Members wishing to vote shall attend at the Society's premises during those hours on Ballot Day.
- 15.7 Only Voting Members are eligible to vote in an election of Board Members.
- 15.8 The General Manager shall provide each Voting Member wishing to vote with a

numbered and initialled ballot paper and the Voting Member shall mark the ballot paper in accordance with the instructions.

- 15.9 Voters will be required to place a cross in the box opposite to the names of the candidates for whom they wish to vote.
- 15.10 The number of crosses on each ballot paper should correspond to the number of vacancies available at the election.
- 15.11 Completed ballot papers are to be deposited by the Voting Member into an appropriate Ballot Box provided for the purpose.
- 15.12 The General Manager shall keep a record of each Voting Member who has been provided with a ballot paper, and each Voting Member shall be entitled to receive only one ballot paper.
- 15.13 Any Voting 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.
- 15.14 Upon receipt of a request for a postal ballot, the General Manager must provide the Voting Member with a numbered and initialled ballot paper together with a stamped- return-envelope and an envelope marked "Ballot Paper".
- 15.15 The General Manager shall write on the back of the stamped-return-envelope the name of the Voting Member to whom the postal ballot is provided together with the number of the ballot paper and the Voting Member's Membership number. The envelope marked "Ballot Paper" shall contain no other exterior markings.
- 15.16 The Voting 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 Voting 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.
- 15.17 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.
- 15.18 Upon receipt of the stamped-return-envelope, the General Manager shall register the names of the Voting 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".
- 15.19 The General Manager shall place the unopened envelope marked "Ballot Paper" into the ballot box.
- 15.20 After 7pm on Ballot Day 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.
- 15.21 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 the majority of the polling officials shall prevail.

- 15.22 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.
- 15.23 The candidates receiving the highest number of votes shall be elected.
- 15.24 If two or more candidates receive an equal number of votes, the polling officials shall decide by lot the order of selection of the candidates.
- 15.25 A record shall be kept by the General Manager of the number of votes cast for each candidate.

## **16. OFFICE BEARERS**

- 16.1 The Office Bearers of the Society shall be:
- (a) President
  - (b) Vice President
  - (c) Deputy Vice President
  - (d) Treasurer
- 16.2 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 serve for more than three consecutive years.

## **17. ELECTION OF OFFICE BEARERS**

- 17.1 The Officers shall be elected each year in accordance with these Rules.
- 17.2 Each year the Board shall meet between Ballot Day and the Annual General Meeting for the purpose of conducting an election for Office Bearers”
- 17.3 The meeting referred to in the previous Rule [17.2](#) shall be chaired by the General Manager.
- 17.4 The chair shall call for nominations for the Office Bearers set out in Rule [16.1](#) in the order set out in that Rule.
- 17.5 The election for each Office Bearer shall be completed prior to the calling for nominations for the next Office Bearer.
- 17.6 Any Board Member can nominate any other Board Member for any office provided that candidates for office of president must have filled one of the positions of Treasurer, Vice President or Deputy Vice President within the last ten years.
- 17.7 If only one person is nominated for any office, then that person shall be elected.
- 17.8 If more than one person is nominated for any office, then an election shall be held.
- 17.9 Board Members shall cast their votes for a candidate in such manner as agreed by the Board members present.
- 17.10 The chair shall count the votes in the presence of the Board Members.

- 17.11 The candidate receiving the highest number of votes shall be the successful candidate.
- 17.12 If two or more candidates receive the same number of votes the chair shall determine by lot who shall be the successful candidate.

## **18. CASUAL VACANCIES**

- 18.1 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 suspended in accordance with Rule [30](#);
  - (c) the Board Member becomes insolvent;
  - (d) the Board Member is absent from three consecutive Board Meetings without apology;
  - (e) Subject to Rule [18.2](#) 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) the Board Member resigns their position by notice in writing given to the General Manager;
  - (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
  - (i) during any time that the Society holds a gaming venue operator's licence or a liquor licence:
    - (i) subject to Rule [18.3](#) if, within three months of the Board Member's election or appointment, they fail to become an Approved Associate Individual; 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 or a liquor licence.
- 18.2 Notwithstanding Rule [18.1\(e\)](#) 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.
- 18.3 Notwithstanding Rule [18.1\(i\)](#) a Board Member who has become an Approved Associated Individual (the "relevant Board Member") does not vacate their position if the other Board Members who are Approved Associated Individuals pass a resolution that the relevant Board Member be given longer time to be approved PROVIDED ALWAYS that the relevant Board Member must refrain

from participation in business relating to gaming or liquor while they are not an Approved Associated Individual.

- 18.4 If a casual vacancy occurs in the position 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.
- 18.5 If a casual vacancy occurs in the position of an Ordinary Board Member, the Board may at a time of its choosing, call for nominations to fill the casual vacancy and the provisions of Rule [14.3](#) shall apply to the nominations and:
- (a) if the required number of nominations are received, those candidates will be appointed to the casual vacancies;
  - (b) if more than the required number of nominations are received, the Board will hold an election and, as far as possible, the provisions of Rule [15](#) will apply to the election;
  - (c) if no nominations are received, the Board may appoint a Member who is eligible for election to the Board to fill the vacancy.
- 18.6 A Member appointed or elected 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.

## **19. REMOVAL OF BOARD MEMBER**

- 19.1 The Members in a general meeting may by resolution remove any Board Member before the expiration of their term and appoint another Board Member.
- 19.2 If a Board Member is removed in accordance with the previous Rule [19.1](#) the removal of the Board Member is not invalidated by the fact that the Members did not appoint another Member to the Board, and if another Member is not appointed to the Board, a casual vacancy shall exist for the Board position.
- 19.3 A Board Member to whom a resolution referred to in Rule [19.1](#) 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 Voting Member 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.

## **20. SUB-COMMITTEES**

- 20.1 The Board may 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.
- 20.2 The Board may recall or revoke any appointment or delegation made in accordance with rule [20.1](#)
- 20.3 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.

20.4 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.

20.5 The President, Vice President and the Deputy Vice President shall be ex-officio Members of all Sub-Committees.

## **21. BOWLS VICTORIA SUB-COMMITTEE**

21.1 There shall be one a standing bowls sub-committee known as “the Bowling Sub- Committee”, which will be convened and operate in accordance with the rules and procedures contained in the Society’s By-laws.

21.2 The rules and procedures for the Bowling Sub-Committee, notwithstanding anything to the contrary in this Constitution, must 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.

## **22. PIPE-BAND SUB-COMMITTEE**

22.1 There shall be a standing Pipe-Band sub-committee known as “the Pipe-Band Sub- Committee”, which will be convened and operate in accordance with the rules and procedures contained in the Society’s By-laws.

22.2 The rules and procedures for the Pipe-Band Sub-Committee, notwithstanding anything to the contrary in this Constitution, must not be altered by the Board without the Board consulting with the Pipe-Band Sub-Committee prior to the Pipe- Band 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., Pipe Bands Australia and Clubs Victoria Inc (or their successors) unless and until determined otherwise by the Board.

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 if the Society fails to nominate delegates, the delegates to Bowls Victoria shall be nominated by the Bowls Victoria Sub- Committee.

## **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 Board Members pursuant to Rule [24.2](#) in which case it lapses.
- 24.6 If 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 chair the meeting; or
  - (b) if the President and the Vice-President are absent or unable, then the Deputy Vice President shall chair the meeting; 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 chair the meeting.
- 24.8 Questions arising at a Board Meeting shall be determined on a show of hands or, if demanded by two Board Members, by a poll taken in such manner as the chair may determine. The chair 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 If the number of Board Members falls below 5, the remaining Board Members may act to restore the number of Board Members to 5.
- 24.11 If number of Board members falls to 3, the General Manager may convene a special general meeting for the sole purpose of holding an election for the vacant Board positions.
- 24.12 Minutes of the Board Meetings
- (a) Minutes shall be prepared of the proceedings of each Board Meeting.
  - (b) Once the minutes have been confirmed, the General Manager shall cause these minutes and financial statements submitted to the meeting to be 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 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 willful 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 [28.1](#) the Treasurer will be:
- (a) the Secretary 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 may 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 Society and carry out the directions of the Board and to whom the Board may delegate the duties of any Board Member.
- 28.2 Without limiting the previous Rule [28.1](#), the General Manager shall perform all the duties assigned to the General Manager in these Rules and shall also:
- (a) be the Secretary for the purposes of the Act;
  - (b) maintain the Register of the Members;
  - (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, cause to be prepared and lodged with the relevant authorities all financial returns, statements and forms in accordance with any relevant legislation.

28.3 If 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 Voting Member to be the Sports Secretary each year and the Sports Secretary shall be paid such honorarium as determined by the Board.

29.2 The terms and conditions of the appointment of the Sports Secretary 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 a subcommittee made up of Board Members where the complaint will be considered;
- (c) stating the date, place and time of that Meeting;
- (d) informing the Member that they may do one or more of the following:
- (e) attend that Meeting; and
- (f) give to the Board before the Meeting a written statement regarding the complaint;

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

- (a) give the Member an opportunity to be heard;
  - (b) give due consideration to any written statement submitted by the Member; and
  - (c) make a recommendation at the next Board Meeting where by simple majority, the Board will determine whether 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 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 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 If 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 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 for Board positions; 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 100 Voting Members representing, 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 Voting 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 Voting 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 under Rule [33.6](#) 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's 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, except 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 Voting Members 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 Voting 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 Forty Voting Members personally present 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
- 35.6 after the time appointed for the commencement of the meeting, the Members present (being not less than ten) shall be a quorum.
- 35.7 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.
- 35.8 If the President, the Vice-President and Deputy Vice President are absent or



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

- 35.9 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.
- 35.10 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.
- 35.11 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.
- 35.12 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.
- 35.13 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.
- 35.14 All votes shall be given personally or by proxy at any general meeting.
- 35.15 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.
- 35.16 Only Voting Members are entitled to vote at a general meeting (see Rule [2.1\(r\)](#)).

## **36. PROXIES**

- 36.1 A Voting member (**appointing member**) may appoint another Voting member (**proxy**) as their proxy to vote and speak on the appointing member's behalf at a general meeting other than at a disciplinary appeal meeting.
- 36.2 The appointment of a proxy must be in writing and signed by the appointing member.
- 36.3 The appointing member may give specific directions as to how the proxy is to vote on the appointing member's behalf, otherwise the proxy may vote on behalf of the appointing member in any matter as the proxy sees fit.
- 36.4 If the Board of Management has not approved a form for the appointment of a proxy, the appointing member may use any other form that clearly identifies the person appointed as the proxy and that has been signed by the appointing member.
- 36.5 A Notice of a general meeting given under rule [34](#) must state that the member may appoint another Voting Member as a proxy for the meeting.

- 36.6 A form appointing a proxy must be given to the Chairperson of the meeting before the start of the meeting.

### **37. VISITORS TO THE SOCIETY**

- 37.1 Subject to the By-Laws, Members shall be entitled to introduce visitors to the Society's premises as guests of the Members in accordance with this Rule [37](#).
- 37.2 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.
- 37.3 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).
- 37.4 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.

### **38. VISITORS' REGISTER**

The Society shall maintain a visitors' register recording the name of each visitor to the Society's premises, 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.

### **39. COMMISSIONS, ALLOWANCES AND REMUNERATION**

- 39.1 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.
- 39.2 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.
- 39.3 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.

#### **40. ALTERATION OF RULES AND STATEMENT OF PURPOSES**

- 40.1 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 Voting Member.
- 40.2 The resolution of the special general meeting shall be passed by a majority of three-quarters of the Voting Members present and voting, and otherwise the resolution is lost.
- 40.3 An alteration of the statement of purposes or the Rules does not take effect unless and until it is approved by the relevant authority.

#### **41. NOTICES**

- 41.1 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.
- 41.2 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.

#### **42. WINDING UP OR CANCELLATION**

- 42.1 The Members at a general meeting may, by special resolution, pass a resolution for the dissolution of the Society.
- 42.2 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 [42.1](#)
  - (b) not less than one-half of the Members are present and voting at the special general meeting held in accordance with rule [42.2\(a\)](#) 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.
- 42.3 If the conditions set out in the previous Rule [42.2](#) 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 [42.2\(a\)](#) and after completion of distribution the Society shall be dissolved.

#### **43. CUSTODY AND INSPECTION OF RECORDS**

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

- 43.2 Members may on written request to the Board inspect free of charge and, for a reasonable fee, make a copy of:
- (a) the register of members;
  - (b) the minutes of General Meetings; and
  - (c) subject to Rule [43.3](#) the financial records, books, securities and any other relevant document of the Society, including minutes of Board Meetings.
- 43.3 The Board must, on request, make copies of these Rules available to Members and applicants for membership free of charge.
- 43.4 The Board may refuse to permit a Member to inspect and/or to copy records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society or not related to the good conduct of the Society.

**44. COMMON SEAL**

The Society does not have a common seal.