

Wangaratta Club Inc

RULES

SECTION 1 NAME AND INTERPRETATION

NAME

1. The name of the incorporated association is WANGARATTA CLUB INCORPORATED (in these Rules called 'the Association')

INTERPRETATION

2. In these rules, unless there is something in the subject or context inconsistent therewith, the following interpretations

shall operate: -

- (a) "The Club" means the Wangaratta Club Incorporated, including all branches thereof.
- (b) "The Rules" means the rules of the Club in force for the time being.
- (c) "Month" means calendar month.
- (d) "Year" means the Clubs Financial Year, and unless altered by the Members shall be from the 1st day of July to the next 30th June.
- (e) Words importing the singular include the plural and vice versa.
- (f) "The Acts" means the Liquor Control Act of 1987, The Gaming Machines Act and The Fair Trading Act or any other Act controlling the Club's operation, and any statutory modification or re-enactment thereof.
- (g) "Commission" means the Liquor Licensing Commission.
- (h) "Member" means a Member of the Wangaratta Club Inc.
- (i) "General Meeting" means a general meeting of the members convened in accordance with Rule 11.
- (j) "Secretary" means the person holding that office under these Rules as Secretary of The Wangaratta Club Inc.

SECTION 2 MEMBERSHIP

MEMBERS

3. (1) The Club shall be a bona fide Association of not less than fifty persons.

The classes of members in each class shall not exceed the number in brackets thereafter:-

- (a) Ordinary Members (10,000)
- (b) Life Members (15)
- (c) Gold Key Members (50) (No further nominations)

Ordinary Members, Life Members and Gold Key Members shall be entitled to all privileges of the Club.

NOMINATION AND ELECTION

- (2) (a) Ordinary Members desiring to be a Member shall deliver to the Secretary a nomination form, in the form currently approved by the Committee of Management, signed by such person, and stating his or her full address.
- (b) (i) All Ordinary Members shall have their details presented the Committee of Management.
- (ii) The Committee of Management shall, except where expressly provided for the purpose of electing persons to membership of the Club, be an election committee, and persons nominated for membership of the Club shall be elected by the election committee by ballot in which (2) adverse votes shall exclude the applicant.
- (c) On the election of a new member the Secretary shall at once give him or her notice thereof and upon payment of the appropriate subscription he/she will be entered in the register of the Club, a copy of which shall be kept on permanent display in the club premises. Every member shall be deemed to agree to be bound by the Rules and By-Laws of the Club for the time being, and the payment of such annual subscription shall be conclusive evidence of such agreement. Should the new Member fail to pay the subscription within 30 days of his election, such election shall lapse unless he justifies the delay to the satisfaction of the Committee of Management.
- (d) Any person whose application for membership is rejected shall not again be nominated for a period of at least twelve months from the date of the rejection.
- (e) The Secretary shall keep on the Club premises, a register of all bona fide Members of the Club setting out in full the names and addresses of such Members and the class or kind of membership of each such Member and the date of the latest payment by each such Member, shall be kept in a conspicuous, accessible position on the Club premises.

(f) No Persons Shall:

(i) be admitted as an Honorary or Temporary member of the Club, or

(ii) be exempted from the obligation to pay the ordinary subscription for membership of the Club, unless that person is of a class specified in the Rules of admission for exception in accordance with the Rules.

(g) Every category of member shall communicate in writing his address or any change thereof to the Secretary, who shall register the same. All notices posted or delivered to such address shall be deemed to have been duly received. However, notices addressed to members or left displayed at the Club premises shall be deemed to have been delivered.

ORDINARY MEMEBRS

(3) The first ordinary members of the Club shall be every person who is at that date of the adoption of these rules, a full member of the Wangaratta Club Inc. Thereafter ordinary members of the Club shall be every person over the age of eighteen years who shall have made application in writing for ordinary membership in the form herein before provided and who shall have been elected as members of the Club as hereinafter provided.

LIFE MEMBERS

(4) Any member who shall have rendered outstanding service to the Wangaratta Club Inc. may at any annual or special general meeting be recommended, by at least four-fifths of the full Committee of Management, voting by secret ballot, and on receiving the votes (by secret ballot) of at least four-fifths of the members present and entitled to vote at such meeting, be elected to a life member of the Club with full privileges without payment of a subscription, but any such member shall not be relieved of any other financial obligation. The nomination of any member for life membership shall be made in writing and forwarded to the Secretary and shall be dealt with by the Committee of Management who shall have the power to reject any nomination without disclosing any reasons for such rejection. Those persons who are life members of the Wangaratta Club Inc., at the date of adoption of these Rules shall be Life Members as if they had been elected as provided in these Rules.

GOLD KEY MEMBERS

(5) There will be no further nominations for Gold Key Members.

SUBSCRIPTIONS

4. (a) The entrance fee shall be determined from time to time by members at the annual general meeting.
- (b) The annual subscription is due on July 1 each year and is payable by members annually in advance. The annual subscription shall be such a sum being not less than \$10.00 per annum as is fixed by the Members at a general meeting.

REGISTER OF MEMBERSHIP

5. The secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member.

RESIGNATION AND EXPULSION OF A MEMBER

6. A member of the Association who has paid all monies due and payable by him/her to the Association may resign from the Association by first giving one (1) months' notice in writing to the Secretary of his/her intention to resign and upon the expiration of that period of notice, the member shall cease to be a member. Upon expiration of a notice given under sub-clause (1), the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

7. (1) Subject to these rules, the Committee may be resolution:

- (a) Expel a member from the Association.
- (b) Suspend a member from membership of the Association for a specified period; or
- (c) Fine a member in accordance with the regulations (the regulations provide that the committee of an incorporated association may impose a fine not exceeding \$20 on a member who commits a breach of the rules of the incorporated association), if the Committee is of the opinion that the member –
 - (1) Has refused or neglected to comply with these rules; or
 - (2) Has been guilty of conduct unbecoming a member
 - (3) Or prejudicial to the interests of the Association.

(2) A resolution for the Committee under sub-clause (1) –

- (a) Does not take effect unless the Committee, at a meeting held not earlier than fourteen (14) and not more than twenty-eight (28) days after the service on the member, of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
- (b) Where the member exercises the right of appeal to the association under this clause does not effect unless the association confirms the resolution in accordance with this clause.

(3) Where the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:

- (a) Setting out the resolution of the Committee and the grounds on which it is based;
- (b) Stating that the member may address the Committee at a meeting to be held not earlier than fourteen (14) and not later than twenty-eight (28) days after serving of the notice;
- (c) Stating the date, place and time of that meeting;
- (d) Informing the member that he/she may do one or more of the following:

- (1) Attend the meeting;
- (2) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
- (3) Not later than twenty-four (24) hours before the date of the meeting, lodge with the Secretary a notice that he/she wishes to appeal to the Association in general meeting against the resolution.
- (4) At the meeting of the Committee held in accordance with sub-clause (2), the Committee:
 - (a) Shall give to the member and opportunity to be heard;
 - (b) Shall give due consideration to any written statement submitted by the member; and
 - (c) Shall by resolution determining whether to confirm or to revoke the resolution.
- (5) Where the Secretary receives notice under sub-clause (3), he/she shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within twenty-one (21) days after the date on which the Secretary received the notice.
- (6) At a general meeting of the Association convened under sub-clause (5), -
 - (a) No business other than the question of the appeal shall be transacted;
 - (b) The Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) The members shall be given an opportunity to be heard; and
 - (d) The members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at a general meeting –
 - (a) Two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution, confirmed; and
 - (b) In any other case, the resolution is revoked.

ANNUAL GENERAL MEETING

8. (1) The Association shall in each calendar year convene an Annual General Meeting of its members
- (2) The Annual General Meeting shall be held on such a day as the Committee determines, but not later than the last day in November in each year.
- (3) The Annual General Meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the Annual General Meeting shall be – To confirm the minutes of the last preceding Annual General Meeting and of any general meeting since that meeting;
 - (a) To receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - (b) To elect ordinary members to the Committee of the Association;
 - (c) To receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act;
 - (d) To appoint an Auditor for the ensuing year and trustees of the Association as and when required.

- (5) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- (6) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

9. All General Meetings other than the Annual General Meeting, shall be called Special General Meetings.
10.
 - (1) The Committee, whenever it thinks fit, convene a Special General Meeting of the Association and where, but for this sub-clause, more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
 - (2) The Committee shall, on the requisition in writing of members representing not less than 10% of the total number of Members, convene a Special General Meeting of the Association.
 - (3) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in like form, each signed by one or more of the members making the requisition.
 - (4) If the Committee does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition, is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
 - (5) A Special General Meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meeting are convened by the Committee and all responsible expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

NOTICE OF MEETING

11.
 - (1) The Secretary of the Association shall, at least fourteen (14) days before the date fixed for holding a General Meeting of the Association cause to be sent:
 - (a) advertised in the Public Notice section of the local newspaper, no less than two publications prior to fourteen (14) days before the date fixed.
 - (c) by electronic transmission.
 - (2) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to Vote is present during the time when the meeting is considering that item.
 - (3) Five (5) members personally present (being members entitled under these rules to vote at a General Meeting), constitute a quorum for the transaction of the business of a General Meeting.
 - (4) If within half an hour of the appointed time for the commencement of a General Meeting, a quorum is not present, shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless and other places specified by the Chairman at the time of the adjournment or by written notice to

members before the day to which the meeting is adjourned at the same place 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 three (3) shall be a quorum.

12.
 - (1) The President, or in his absence the Vice-President, shall preside as Chairman at each General Meeting of the Association.
 - (2) If the President and Vice-President are absent from a General Meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
13.
 - (1) The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
 - (2) Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as is the case of the General Meeting.
 - (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
14. A question arising at a General Meeting of the Association shall be determined on a show of hands and unless before or on the of declaration of the show of hands a poll is demanded. A declaration by the Chairman that a resolution has, on the show of hands, been carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes
15.
 - (1) Upon any question arising at a General Meeting of the Association, a member has one vote only.
 - (2) All votes shall be given personally or by proxy.
 - (3) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
16.
 - (1) If at a meeting a poll on any question is demanded by not less than three (3) 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 the question.
 - (2) 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 in any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
17. A member is not entitled to vote at any General Meeting unless all moneys due and payable by him/her to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

18. (1) Each member shall be entitled to appoint another member as his/her proxy by notice given to the Secretary not later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2.

COMMITTEE OF MANAGEMENT

19. (1) The affairs of the Association shall be managed by a Committee of management constituted as provided in Rule 20.
 - (2) The Committee –
 - (a) Shall control and manage the business and affairs of the Association.
 - (b) May, subject to these rules, the regulations, and the Act, exercise all such powers and functions as these rules to be exercised by General Meetings of the members of the Association, and
 - (c) Subject to these rules, the regulations, and the Act, has the power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
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20. (1) The Committee shall appoint from its members a President, who shall be an ex officio member of all sub-committees, a vice-president and a Treasurer, and from time to time appoint such sub-committees as it may deem expedient and shall have power to co-opt any Association member or members to act on such sub-committees.
 - (2) The provision of rule 22 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
 - (3) Each officer of the Association shall hold office until the Annual General Meeting next after the date of his/her election but is eligible for re-election.
 - (4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his/her appointment.
 - (5) The Committee, shall and when required, appoint a Secretary/Manager.
 - (6) If any member of the Committee is absent for three (3) consecutive meetings of the Committee without sending an apology satisfactory to the members thereof, he/she shall forfeit his/her seat.
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21. (1) Subject to section 22 of the Act, the Committee shall consist of the officers of the Association; and seven (7) ordinary members.
 - (2) Each ordinary member of the Committee shall, subject to these rules, hold office until the second Annual General Meeting next after the date of his/her election but is eligible for re-election.
 - (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the elected term of the previous ordinary member.

ELECTION OF OFFICERS AND VACANCY

22. (1) Nomination of candidates for election as officers of the Association or as ordinary members of the Committee—
- (a) Shall be made in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate, each of whom shall have been financial members or not less than twelve (12) months prior to the June 30 in that year; and
 - (b) Shall be delivered to the Secretary of the Association not less than fourteen (14) days before the date fixed for the holding of the Annual General Meeting, and shall be posted on the notice board for the period;
 - (c) The management and affairs of the Association shall be vested in the Committee consisting of ten (10) members, half of whom shall stand for election each year, for a period of two (2) years, shall be eligible for re-election.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (3) 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.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (6) The ballot for the election of officers of the Committee shall be conducted at the first General Meeting held after the Annual General Meeting.
23. For the purposes of these rules, the office of an officer of the Association or of any ordinary member of the Committee becomes vacant if the officer or member –
- (a) Ceases to be a member of the Association
 - (b) Becomes an insolvent under administration within the meaning of Companies (Victoria) Code, or
 - (c) Resigns his/her office by notice of writing given to the Secretary.

PROCEEDINGS OF COMMITTEE

24. (1) The Committee shall meet at least once in every month and at such other times as the President or a majority of members of the Committee shall request. All proceedings shall be recorded in the Minute Book.
- (2) Special meetings of the Committee may be convened by the President or by any four (4) of the members of the Committee.
- (3) Notice shall be given to members of the Committee of any Special meeting specifying the general nature of the business to be transacted and no other business shall be transacted as such a meeting.

- (4) Any five (5) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (5) No business shall be transacted unless a quorum is present and within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be adjourned to the same hour of the same day in the following week unless the meeting was a special meeting case it lapses.
- (6) At the meetings of the Committee –
 - (a) The President or in his absence the Vice-President shall preside, or
 - (b) If the President and Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members shall preside.
- (7) Question arising at a meeting of the Committee, or any sub-Committee appointed by the Committee shall be determined by a show of hands, if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each Committee meeting shall be served on each member of the Committee by delivering it to him/her at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode, or via electronic email, at least two (2) business days before the date of the meeting.
- (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

SECRETARY / MANAGER

25. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each General meeting and each committee Meeting in books provided for that purpose together with a record of the names of persons present at Committee Meetings. All reference to the office of Secretary refers equally to the office of Manager.

TREASURER

26. (1) The Treasurer of the Association in conjunction with the Secretary –
- (a) Shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) Shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

REMOVAL OF MEMBER OF COMMITTEE

27. (1) The Association in General Meeting may by resolution remove any member of the Committee before the expiration of his/her term of office and appoint another member in his/her stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or President may send a copy of the representations to each member of the Association or, if they are not sent, the member may require that they be read out at the meeting.

CHEQUES

28. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed under order of the Committee by any two (2) of the President, Treasurer or Secretary, or any two (2) of the Finance sub-committee.
29. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be fixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two (2) members of the Committee or of one (1) member of the Committee and of the public officer of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

30. These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

NOTICES

31. (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his/her address shown in the Register of Members or via electronic fax, email or SMS.
- (2) Where a document is properly addressed and pre-paid and posted to a person as a letter, the document shall, unless contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered the ordinary course of post.

WINDING UP OR CANCELLATION

32. On application in writing made to the Committee by no less than 15% of the financial members of the Association, signifying their desire that the Association shall be dissolved, a special general meeting shall be called to consider the question, of which meeting and its objects, notice shall be posted in the usual place for three (3) months immediately preceding the day of the meeting, and a copy thereof sent to every member of the Association. At the

meeting votes by proxy will be received, and the votes of at least three-quarters (3/4) of the members of the Association will be necessary to carry the proposition for the dissolution.

- (a) In the event of the Association being disbanded, the assets and property after payment of all just debts and liabilities shall not be distributed to members but shall be distributed to a fund or funds with similar objects and/or to a fund or funds exclusively for charitable purposes.

CUSTODY OF RECORDS

33. Except as otherwise provided in these Rules, the Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Association.

FUNDS

34. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines. The revenue gained from membership and Gaming after operating and maintenance costs, shall be used to maintain the sporting activities of the Club. On Committee approval the Club may from time to time distribute by sponsorship and grant application, funds to support junior sports promotion and local sporting organisations.

GENERAL

35. (1) The following persons may be brought on the Association premises Persons of any other Associations/Club invited to participate in any sport, debate or social function held on the Association premises.

The following conditions and regulation shall apply to visitors –

- (a) Every Ordinary Member, Life Member and Gold Key Member shall be allowed to introduce guests to the Club, subject to, such regulations as the Committee of Management shall from time to time determine, providing that
- (b) No person shall be introduced as a guest who has been expelled from Membership of a Club or whose conduct or presence on the Club premises shall be considered objectionable or prejudicial to the interests of the Club.
- (c) Any such guest shall have his/her name entered in a book called the Visitors Book, by the member introducing him/her to the Club.
- (d) No Visitor shall be introduced to the Club more than six (6) times in any one year, provided however that the Committee of Management may by resolution prior to the day on which a special function occurs at the Club premises, authorise persons to be admitted as visitors for the day of such event.

(2) Authorised Gaming Visitors

Subject at all times to the Club being the holder of a Venue Operators License issued under the provisions of the Gaming Machine Control Act 1991, an Authorised Gaming Visitor (as herein after defined) being a person who is not a member or guest of a Member, may be admitted to the Club on any day when guests are allowed for playing Gaming Machines and for the use of such Club facilities as the Committee of Management may from time-to-time permit. Authorised Gaming Visitors may not introduce guests to the Club. The Secretary must keep on the Club premises, a register of

Authorised Gaming Visitors containing the name and residential address of each Authorised Gaming Visitor admitted and the date of that admission.

An Authorised Gaming Visitor must:

- (a) Produce evidence of his/her residential address before being admitted to the licensed premises.
- (b) Carry identification at all times whilst on licensed premises.
- (c) Comply with all relevant rules of the Club whilst on licensed premises.
- (d) For the purpose of these Rules, an Authorised Gaming Visitor is hereby defined as a person who is over the age of eighteen (18) years.
- (e) Whose place of residence is more than ten (10) kilometres from the licensed premises.
- (f) Who is not a person who the Committee of Management has determined should not be admitted.
- (g) The Committee may suspend or limit the admission of visitors to the Association on any occasion or during any hours.
- (h) No ex-member whose membership has been cancelled or who has been expelled or whose subscription has been refused shall be introduced into the Association.
- (i) No visitors shall be supplied with liquor in the Association premises unless in the company of a member.
- (j) Any member who introduces a visitor whose conduct is unsatisfactory shall be debarred the privilege of introducing any other visitor during the pleasure of the Committee.

(3) The property of the Association, subject to the liabilities thereof shall belong to the members for the time being. All the property of the Association, real and personal, excepting current account, stock in trade and such personal property as is issued by the Association in the ordinary course of trading shall be vested in the three (3) trustee herein after referred to as the Trustees. The Trustees who shall be members of the Association, shall be appointed at the Annual General Meeting for a period of ten (10) years. Any Trustee or Trustee's may be removed at an Annual General Meeting by resolution carried by a majority of not less than two-thirds (2/3) of the members voting thereon, and the place of any Trustee so removed may be filled at such meeting by a like resolution of the Committee (of which an entry in the Minute Book shall be conclusive evidence) and of which they shall have notice in writing signed by the Secretary.

(4) The Committee of the Association is hereby authorised and empowered from time to time to borrow for the purpose of the Association by the issue of unsecured Debentures and amount not exceed at any one time the sum of Thirty Thousand Dollars (\$30,000) upon the following terms and conditions-

- (a) Debentures shall be issued in the sum of Twenty Dollars (\$20) each;
- (b) Debentures shall bear interest at a rate of eight (8) per centum per annum as from the date of payment to the Association on the amount specified therein or as shall from time to time remain unpaid;
- (c) Such interest shall be paid half yearly;
- (d) Any transfer of a Debenture shall be in writing under the hand of the Debenture holder and shall be delivered to and retained by the Association;
- (e) The Committee of the Association may decline to register any transfer of Debenture and shall not be bound to give any reason for such refusal;

- (f) The amount specified in each Debenture shall be repayable at the expiration of ten (10) years from the date of issue thereof;
 - (g) The Association be entitled on any half-yearly interest day during the currency of any Debenture to repay the Debenture holder the whole or any portion (no being less at any one time than \$2.50) of the principal money, owing there under;
 - (h) Debentures shall be issued in such form as the Committee of the Association shall decide.
- (5) The Officers, trustee's and Members of the Committee shall be indemnified by the Association and the members thereof against risk, loss or expenses properly incurred by them, and no Officer, trustee or Member of the Committee shall be liable for any loss or expense not attributed to his/her dishonesty or the wilful commission by him/her of any act known by him/her to breach of trust or breach of duty.
- (6) The Committee shall have the power to appoint, pay and dismiss any servant of the Association, and such servant when appointed shall perform and carry out such duties as the Committee shall specify.
- (7) The Secretary shall conduct the business of the Association in accordance with the instructions of the Committee, and subject thereto shall have full control of the Association's house and all property therein and shall see the same are kept in good order and repair, and that adequate provision is made for the use of the Association's house by members.
- (8) No Member shall on any account bring a dog into the Association's house with the exception of service animals.
- (9) The Association premises shall not be used for any unlawful games, and the Committee shall have power to prohibit any games which in their opinion are unlawful or injurious to the interests of the Association.
- (10) All complaints shall be made to the Secretary either verbally or by letter. Such complaints shall be laid before the Committee with as little delay as possible and an answer sent by the Secretary under their direction.
- (11) Every Member of the Association shall communicate to the Secretary any change of address, and all notices posted shall be considered as having been duly given on the day following posting.
- (12) No Subscription list or raffle is permitted to be canvassed or conducted in the Association without the permission of the Committee.
- (13) No person under eighteen (18) years of age, except persons who are being trained as waiters and are not allowed to serve behind the bar shall be employed in the Association.

- (14) The Association is hereby prohibited from making distributing whether in money, property or otherwise whatsoever to its members provided however that this rule shall not prevent payment in good faith of remuneration to any Officers or servants of the Association.
- (15) No amount shall be paid to an officer or servant of the Club by way of commission or allowance from receipts of the Club for the sale and disposal of liquor.
- (16) While and so long as the Association is licensed under the Act no alteration or variation of such rules shall have effect unless and until such alteration or variation has been approved by the Liquor Control Commission.

INTERPRETATION OF RULES

- (a) In the event of any doubt or difficulty arising as to the meaning of any Rule by-law or Regulation, or should any question arise as to their interpretation, the Committee of Management shall have the power to pronounce a decision thereon and its decision thereon and its decision shall be final and binding on the Members subject only to affirmation or reversal by a Special General Meeting called for that purpose.
- (b) Throughout the Rules, unless otherwise appearing by the context, the singular shall include the plural and the masculine include the feminine.

STATEMENT OF PURPOSES

1. The purposes of the propose incorporated Association is established are –
2. The name of the incorporated Association is The Wangaratta Club Inc.
 - (a) To establish, maintain and conduct Clubrooms for the purpose of affording to members and their guests all the usual privileges, advantages and conveniences and accommodation of non-sectarian Club to do all things necessary to efficiently maintain and carry on such Club.
 - (b) To provide accommodation for members thereof and their guest upon premises of which the Club is the occupier. Such accommodation to be provided and maintained from the joint funds of the Club and no person shall be entitled to drive profit, benefit or advantage from the Club which is not shared equally by all members thereof.
 - (c) The provisions of object (b) hereof shall not be deemed to debar the employment by the Committee of any member in the course of his/her usual occupation.
 - (d) To establish any lawful games including the game of law bowls for the members of the Club and to hold any license under the Liquor Control Commission.
 - (e) To subscribe to become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any Club, Association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Rules.
 - (f) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid for the members of the Association or persons frequenting the Associations premises.
 - (g) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association; provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regards to such trusts.
 - (h) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.
 - (i) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.

- (j) To construct, improve, maintain, develop work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to the advance of the Association's interests, and to subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (k) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- (l) To take, or otherwise acquire, hold shares, debentures or other securities of any company or body corporate.
- (m) To lend and advance money or give credit to any persons or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any persons or body corporate, and otherwise to assist any person or body corporate.
- (n) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities.
- (o) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange bills of lading and other negotiable or transferable or transferable instruments.
- (p) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (q) To take or hold mortgages, liens or charges, to secure payment of the purchase price; or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- (r) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in paragraph (e).
- (s) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (t) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (u) To amalgamate with any one or more incorporated Associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of the Rules.

- (v) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated Associations with which the Association is authorised to amalgamate.
- (w) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated Associations with which the Association is authorised to amalgamate.
- (x) To make donations for patriotic, charitable or community purposes.
- (y) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (z) To do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.