



Vermont South Club

VERMONT SOUTH CLUB INCORPORATED

STATEMENT OF RULES

ASSOCIATIONS INCORPORATION ACT 1981

REGISTRATION No. A0006707Z

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1. INTERPRETATION

In these Rules unless there is something in the subject or context inconsistent therewith:

“Annual Subscriptions” means the annual membership fees applicable to that category of member, plus any other charges and/or levies as determined by the Committee from time to time, including player registration fees.

Any reference to a provision of the Companies (Victoria) Code or the Liquor Control Act shall be deemed to be a reference to such provision as modified or re-enacted from time to time by any laws for the time being in force.

“By-Laws means by-laws of the Club made pursuant to the provisions of these Rules.

“The Committee” means the Committee holding office for the time being in accordance with these Rules being the Board of Directors of the Club.

“Code” means the Companies (Victoria) Code.

“Financial Year” shall mean the full twelve month period beginning on the first day of July in each year.

“In writing” and “written” includes printing, typing, electronic forms of reproduction and other modes of representing or reproducing words in a visible form or partly in one or the other of such forms.

“The Liquor Control Act” means the Liquor Control Act 1968 of the State of Victoria.

“Member” has the meaning ascribed by Rule 6 and includes a Restricted Member and an Unrestricted Member.

“Member of the Committee” means a Director of the Club.

“Notice” means any communication in writing.

“The Office” means the registered office for the time being of the Club.

“Reciprocal Club” means a club with which the club has entered into an agreement whereby members in good standing of the one club are given preferred rights of membership to the other club.

“The Register” means the Register of Members to be kept in accordance with Section 256 of the Code.

“Restricted Member” means a member other than an Unrestricted Member.

“The Seal” means the Common Seal of the Club.

“Secretary” means the person for the time being performing the duties of the Secretary of the Club and includes the Honorary Secretary.

“Unrestricted Member” means a Full Member, Life Member, Contributory Life Member, Honorary Member, Meritorious Service Member as hereinafter provided.

Words signifying the singular number only shall include the plural and vice versa; words importing the masculine gender only shall include the feminine gender; and words signifying persons shall include corporations where the context permits.

2. LIQUOR CONTROL COMMISSION

The performance of or compliance with any or all of these Rules shall be at all times subject to and conditional upon such performance or compliance being in accordance with the provisions of the Liquor Control Act or where necessary, subject to the consent of the Liquor Control Commission or its designated officer or representative.

3. RULES OF THE CLUB

The Statement of Rules of the Club shall constitute the Rules of the Club as required by and for the purpose of the Liquor Control Act.

4. REGISTERED OFFICE OF THE CLUB

The registered office of the Club shall be at Livingstone Road, Vermont South or at such place in the State of Victoria as the Committee may from time to time determine.

5. NUMBER OF MEMBERS OF THE CLUB

The number of members of the Club may be determined by the Committee from time to time, but shall not be less than twenty (20) at any time.

6. MEMBERS AND TRANSITIONAL ARRANGEMENTS

The Members of the Club shall be persons who have been or shall be admitted to Membership of the Club in accordance with the Rules and By-Laws from time to time of the Club and who have retained and continue to retain Membership in accordance with the said Rules and By-Laws.

All classes of Membership of the Club are open to persons of either sex.

Whereas a consequence of adoption of these Statement of Rules there is no Category of Membership of the Club in existence immediately prior to the adoption of these Statement of Rules, the Committee shall allocate to each member of the Club so affected a Category of membership available under these Statement of Rules. The decision of the Committee shall be final and binding in each case.

7. RIGHTS OF MEMBERS

Subject to the express provisions of these Statement of Rules and to any By-Laws for the time being in force made by the Committee as hereinafter provided, all Members of the Club shall be entitled to use in common all the premises and property of the Club according to their category of membership and to be supplied at such charges as the Committee shall from time to time determine with such meals, refreshments and things as are provided by the Club for the use of members. The rights and privileges of members shall be personal and shall not be transferable.

8. CATEGORY OF MEMBERS

- (a) There shall be the following category of members:
 - (i) Full Members
 - (ii) Honorary Members
 - (iii) Life Members
 - (iv) Meritorious Service Members
 - (v) Contributory Life Members
 - (vi) Special Members
- (b) Restricted Members
 - (i) Country Members
 - (ii) Temporary Members
 - (iii) Junior Members
 - (iv) Corporate Members
 - (v) Intermediate Members
- (c) No person shall be entitled to be admitted to membership unless they are eighteen years of age, except where otherwise provided by these Rules or By-Laws and upon payment of the prescribed fee.

9. RESTRICTED MEMBERSHIP

The following persons as defined in this Rule shall have a restricted membership:

- (a) Country Members

Persons whose usual residence is beyond a radius of 100 km from the GPO Melbourne and having no private address within the

said radius may be elected as Country Members.

A Country Member shall be entitled to the same rights and privileges in respect to the use of facilities of the Club as a Full Member. If in any year any Country Member ceases to fulfil these qualifications he shall become liable for full entrance fee and annual subscription payable by a Full Member. The Committee shall have the power to transfer any member's name from the Country Members list to that of the Full Members list or vice versa upon sufficient grounds being shown.

- (b) Temporary Members

- (i) Persons temporarily residing within the metropolitan area.
- (ii) Persons competing in any sporting competition played within the Club and members of other clubs accompanying competing members of their club, and
- (iii) Persons who are directly associated with the promotion organisation, sponsorship or running of any competition or tournament conducted with the Club, may be elected as Temporary members for a period not exceeding two calendar months by an Election Committee, which shall consist of a member of the General Committee and the Honorary Secretary shall appoint in writing to act in their place for any period and such Election Committee may cancel the membership of such Temporary Member without notice and without assigning any reason therefore.

- (c) Junior Members

Persons who at the time of their nomination are under eighteen years of age may be admitted as Junior Members and shall, when elected as Junior Members pay such entrance fee as may be determined by the Committee. Upon attaining the age of eighteen years the Committee may at the request of a Junior Member elect him to full membership. A Junior member who is not elected to full membership shall have the right of appeal to an Extraordinary General Meeting of the Club as provided in Rule 12(g). A Junior Member who is not elected to Full Membership shall not be entitled to a refund of any entrance fee paid for Junior membership.

(d) Corporate Membership

Corporations or businesses may be admitted to membership of the Club on the following conditions:

- (i) No more than four nominees or less than two nominees of each Corporation or Business shall be nominated to use the Club facilities, the names and addresses of each nominee being provided by the Corporation or Business and the membership shall be in the name of the nominee.
- (ii) One nominee, so nominated in their application by the Full Member, other nominees shall be classified as Intermediate Members and be subject to the conditions of Rules 22 and 23 in their own name.
- (iii) Entrance fees and Annual Subscriptions payable for this category of membership shall be as determined from time to time by the General Committee of the Club.
- (iv) In relation to all other provisions of these Rules and By-Laws, each nominee shall stand alone, save and except that the Corporation or Business shall be responsible for debentures or other charges that may be raised from time to time.
- (v) Corporations which have been admitted to this class of membership shall have the right to apply to the Directors to make changes in the nominees specified in Rule 9(d) (i).

(e) Intermediate Members

Persons eligible for Full Membership may on application, at the discretion of the Board, be elected as Intermediate Members on a Restricted Membership.

10. UNRESTRICTED MEMBERSHIP

The following persons as defined in this Rule shall have an unrestricted membership:

(a) Full Members

A person over the age of eighteen years who has been admitted for membership and who has paid the annual subscriptions as determined by the Committee of Management.

(b) Honorary Members

Persons who have rendered distinguished services to the community or special services to the Club may be elected to Honorary Membership in accordance with Rules 11 and 12. Honorary Members shall enjoy all the rights and privileges of Unrestricted Members, but shall not pay membership fees.

(c) Life Members

On the recommendation of 75% of the full membership of the Committee, any person being a Member of the Club may in consideration of special or meritorious service to the Club be elected a Life Member of the Club without any special payment for such life membership at any General Meeting of the Club. A majority of those present and voting shall be necessary to such election. Every Life Member shall be entitled to all the privileges and be subject to all the duties of a Member of the Club for Life (subject nevertheless to the provisions of Rules 21 and 22 hereof) without any further payment of subscriptions.

(d) Meritorious Service Members

Members of not less than ten years continuous membership in the Club and who have rendered outstanding service to the Club may, by majority decision of the Board with eight or more affirmative votes, be admitted to the lifetime category of Meritorious Service Members.

Such members are Unrestricted Members, irrespective of their category of membership before admittance to this category and their annual membership fee may be waived by a simple majority decision of the Board. The number of such members shall not exceed 2% of the Club membership in all categories.

Board Members so admitted must have their Meritorious Service Membership approved at the next Annual General Meeting of the Club by a simple majority of those present and eligible to vote.

(e) Contributory Life Members

Existing members who have at the date of adoption of these Rules been elected Contributory Life Members, pursuant on their payment of a sum which was at the date of their election not less than the total of twelve years annual subscription, shall be Contributory Life Members of the Club.

Every Contributory Life Member shall be entitled to all the privileges and be subject to all duties of a member of the Club for life (subject nevertheless to the provisions of Rules 21 and 22 hereof) without any further payment of subscriptions.

(f) Special Members

- I. A Full Member who no longer wishes to participate actively in a Club activity; but desires to retain their membership rights and privileges of the Club, may apply for this category. The fee payable shall be 50% of the annual subscriptions as determined by the Committee of Management. Should the member become an active participant again then they would revert to the conditions of a Full Member.
- II. A participating Full Member who reached 80 years of age during the year prior to annual subscriptions becoming due may apply for this category. The fee payable shall be 66% rounded up to the next dollar, of the annual subscriptions as determined by the Committee of Management.

11. CANDIDATURE FOR MEMBERSHIP

Every candidate for membership of the Club (other than Temporary Membership) shall be proposed by one and seconded by another member of the Club, both of whom must have been members of the Club for at least twelve months and to both of whom the candidate shall be personally known. However, the Committee, at its discretion, may elect candidates to membership who are unknown personally to any members of the Club. The Committee may, if it thinks fit, require a nomination for Full Membership or Country Membership to be accompanied by an irrevocable application for debentures of the Club to an amount to be determined by the Committee, not exceeding that prescribed under Rule 40 herein.

Every such nomination for membership shall be made in writing, signed by the candidate and by his proposer and seconder and shall be in the form prescribed by the Committee from time to time. Such nomination form will provide such evidence of fitness of the candidate as the Committee shall require.

The Committee may require that a nomination be accompanied by a nomination fee of a sum to be determined by the Committee, which nomination fee may be credited to any entrance fee payable by the candidate upon his election as member of the Club.

12. ADMISSION TO MEMBERSHIP

Admission of members shall be by Resolution of the Committee and shall take place in the following manner:

- (a) The candidate shall be proposed by lodging with the Secretary the nomination for membership provided for in the last preceding Rule. Such nomination shall state the full name, address and occupation of the person nominated, the category of the membership for which he has been nominated. The nomination or a copy thereof shall be displayed in a conspicuous position in the Club's premises for a period of fourteen days at least preceding the day on which such candidate comes up for election.
- (b) Any member of the Club may, prior to the day on which such election is due to be held, lodge with the Secretary any objection he may have to the candidate being elected as a member of the Club and every such objection shall be communicated to the Committee by the Secretary at the next ensuing meeting of the Committee.
- (c) At the discretion of the Committee, each candidate for election may be interviewed by at least two members of the Committee or by two members of the respective Sectional Committee, who shall report to the Committee on his suitability.
- (d) No nomination for membership shall be accepted or rejected at any meeting of the Committee unless the agenda given to each and every member of the Committee and Officer of the Club shall have stated that nominations for membership will be dealt with as part of the business of such meeting.
- (e) The candidate shall be elected a member if a majority of the members of the Committee vote in favour thereof. Candidates not elected shall not be proposed again within a period of twelve months.
- (f) On election of a new member the Committee shall at once give him notice thereof and he shall be enrolled on the Register of the Club. Every member shall be deemed to agree to be bound by the Rules and By-Laws of the Club for the time being and payment of debenture (if any),

entrance fee and annual subscription shall be conclusive evidence of such agreement.

- (g) All elections to membership shall be subject to review within six months from the date of election and the Committee may at any time during that period determine to cancel the membership of the candidate elected and return the debenture (if any), entrance fee and subscription paid, provided that any person who has his membership cancelled by the Committee pursuant to this Rule [12 (g)] shall have the right, by notice in writing given to the Committee within fourteen days of receipt of such notice of the determination of the Committee to cancel such membership, to appeal to an Extraordinary General Meeting of the Club and the Secretary shall within one calendar month after receipt of such notice call an Extraordinary General Meeting of the Club to consider such an appeal and a majority of members present at such meeting may confirm or reverse the determination of the Committee.

13. NUMBER OF MEMBERS

- (a) The type and number of each Category of Membership shall be as determined by the Committee from time to time.
- (b) Notwithstanding anything herein before contained, in every year the Committee shall be empowered (notwithstanding that the full complement of Full Members may be on the membership roll) to elect, subject to the provisions of Rules 11 and 12, as Full Members of the Club:
- (i) Three eminent bowlers and/or
 - (ii) Three eminent tennis players

14. FEES

- (a) Upon being admitted or elected to membership a member (other than a Temporary Member and an Honorary Member) shall be required to pay an entrance fee of such sum as the Committee may from time to time determine and the Committee shall have power to admit persons to any kind of membership without requiring advance payment of an entrance fee at the time of admittance, but every such person may be required to sign an undertaking to pay such suspended entrance fee at any time when called upon by the Committee. The Committee shall also have power to accept payment of entrance fees (if any) by any member by instalments.

- (b) Subject to Rule 17 each member shall be required to pay an annual membership fee for any financial year as determined by the Committee and as being the annual membership fee for the category of member to which he belongs. Should the Committee seek to increase membership fees for any one year by an amount that exceeds the percentage increase in the Consumer Price Index (All Groups Melbourne) for the last twelve month period available from the Commonwealth Statistician as at the date of determination by the Committee, the amount of such membership fees shall be subject to the approval of the Club in general meeting.
- (c) Notwithstanding anything in these Rules to the contrary, so long as the Club is the holder of a Club Licence under the Liquor Control Act and the provisions of the Liquor Control Act so require, no member shall pay an annual subscription of less than ten dollars unless such lesser subscription is first approved by the Liquor Control Commission in respect of the particular class of membership to which such member belongs.
- (d) The Committee has the power to waive or suspend payment of annual fees in exceptional circumstances.

15. PAYMENT OF FEES

- (a) When a candidate has been elected, the Honorary Secretary of the Club shall forthwith send to him at the address given on his application a request for payment of the balance of his entrance fee (if any) so much of the annual subscription as shall then be due and payable in accordance with these Rules and amount of debenture (if any) or instalment thereof. Upon payment of the total amount of which payment is requested, an elected candidate shall become a member of the Club. Provided that if all or any of such payments are not made within one calendar month of the date of election, the Committee may in its discretion cancel such election. The Committee shall have the power to hold the proposer and seconder of any candidate responsible for his entrance fee and first annual subscription.
- (b) When a candidate has been elected and such payments as aforesaid have been made, the Honorary Secretary shall forthwith send to him at his registered address a printed copy of the Statement of Rules and By-Laws of the Club.

- (c) Should any candidate for membership fail to be elected as member of the Club, any fees paid by such candidate on account of nomination shall be absolutely forfeited, but any entrance fees or subscription or amount of debenture (if any) or instalment thereof which have been paid shall be refunded to such candidate.

16. PROPORTIONATE MEMBERSHIP FEES

Members elected on and after the first day of October in any year shall only pay three-quarters of the annual membership fees for the then current financial year and those elected on or after the first day of January shall only pay one-half of the annual membership fees for such financial year and members elected on or after the first day of April shall only pay one-quarter of the annual membership fees for such financial year.

17. PAYMENT OF ANNUAL SUBSCRIPTIONS

All annual subscriptions including any revenue levies and charges, including player registration fees payable by members shall be paid in advance on or before the first day of July in each year.

18. ARREARS OF PAYMENT

If any member shall fail to pay his annual subscription or any part thereof or any other payment due to the Club on or before the expiration of one calendar month following the date on which it first became due and payable, a notice shall be sent to him calling his attention thereto and to the provisions of this Rule. If he does not pay the amount due within fourteen days of the date on which such notice is sent to him, then he shall be excluded from all privileges of membership until the same has been paid and his name may be posted in the Clubhouse as being in arrears. If such subscription or other payment be not paid within one calendar month from the date on which such notice is sent to him, such member shall cease to be a member of the Club, but the Committee may in its discretion re-elect such person to membership in accordance with Rule 12 upon payment of the amount due. If the Committee declines to re-elect such person it shall not be called upon to give any reason.

19. ABSENT MEMBERS

A member who is or intends to be absent from Victoria for a period of not less than the whole of one financial year, may make application for a reduction of his annual subscription and the Committee may, without being required to, grant such reduction as it shall in its sole discretion determine. Any member returning to Victoria within the period in respect of which any reduction of annual subscription has been granted may be required to pay the balance of the annual subscription for such period as prescribed in Rule 16 and if after being so required he fails to make such payment, the provisions of Rule 18 shall apply.

20. VISITORS

- (a) A member may introduce four visitors to the privileges and facilities of the Club and members of the Committee may sign in additional visitors if so requested by a member, but the same visitor shall not be introduced more than twelve times during the same financial year. The visitor's name and address and the name of his introducer and his membership number and date shall be entered in the Visitor's Book at the Clubhouse for that purpose.
- (b) Members introducing visitors shall be held responsible for their good conduct and also for any debts contracted by them to the Club.
- (c) Visitors may be allowed to take part in such games, events and tournaments under such conditions as shall be determined by the Committee from time to time.
- (d) Visitors will be allowed to attend functions at occasions pursuant to permits granted under Section 38(8) of the Liquor Control Act.

21. CESSATION OF MEMBERSHIP

- (a) Any member on payment of all sums payable by him to the Club may resign from the Club at any time by giving notice of resignation to the Secretary in writing and he shall thereupon cease to be a member.
- (b) Persons desiring to rejoin the Club within three calendar years of having resigned their membership shall be subject to re-election in the manner provided for in these Rules, but shall not be required to pay an Entrance Fee if rejoining the same category unless in the meantime such fee (if any) has been raised, in which case they shall pay the difference only between that previously paid and that currently payable.

22. MISBEHAVIOUR

- (a) If any member shall wilfully refuse or neglect to comply with the provisions of the Statement of Rules of the Club or the By-Laws, or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interests of the Club, the Committee shall have the power to expel such member provided that a meeting of the Committee shall be held for the purpose of considering such expulsion, of which such person shall be given not less than seven days notice in writing and of what is alleged against him and the opportunity of being heard in person and of presenting such evidence orally or in writing as he may desire, provided further that if the Committee at such meeting determines to expel from membership of the Club such person, he may upon receipt of notice of such determination by notice in writing given to the Committee within fourteen days of the receipt of notice of such determination, appeal to a General Meeting of the Club and in that event an Extraordinary General Meeting of the Club shall be called within one calendar month of receipt of such notice to consider such appeal and a majority of members present at such meeting may confirm or reverse the determination of the Committee.
- (b) The expulsion of such person pursuant to this Rule shall be effective from the receipt by such person of the notice from the Committee of its determination to expel him unless notice of appeal is given in which event on confirmation by the Extraordinary General Meeting such person shall forthwith cease to be a member and shall forfeit all rights in and any claim upon the Club or its assets arising out of his membership, other than any debt for monies lent, goods supplied or services rendered by him to the Club.
- (c) The Committee may at any time at their discretion expel a Restricted Member and upon such expulsion such persons shall cease to be a member.

23. DISPUTES AND GRIEVANCE PROCEDURE

If any complaints, disputes or grievances arise between members on the Club premises and remain unresolved between the parties, either member has the right to bring the matter before their Sectional Committee of Management for resolution. The Committee convened for such purpose shall be called the Grievance Committee.

- (a) A member may appoint another member to act on their behalf in the resolution procedure.
- (b) Any matter referred to the Committee for resolution may be referred in writing by either member.
- (c) Any complaint, dispute or grievance against an Officer, Committee Member or employee of the Club shall be delivered in writing to the Secretary, who shall in conjunction with the President, call a meeting of the Committee within seven (7) days to hear the complaint.
- (d) Should the complaint, dispute or grievance be between a member and the Club, except in matters dealt with in Rule 22, it will be heard by three (3) members of the Committee of Management and two (2) financial unrestricted full members appointed by the member on the proviso that:
 - (i) The two members appointed shall not be related to the member.
 - (ii) Neither of the two members shall be involved in the complaint, dispute or grievance.
 - (iii) They shall be impartial in their deliberations.
 - (iv) Both members shall belong to a different Section of the Club to the member.
- (e) The decision of the Grievance Committee shall be final and binding on all parties and any penalty handed down shall be enforced by the Committee of Management, including any fine which shall not exceed 50% of the Full Membership Fee.

24. PERSONS EXPELLED FROM THE CLUB

No person who has been expelled as aforesaid shall be permitted to enter the Club's premises and any person knowingly introducing such a person shall be subject to such disciplinary action by the Committee as it may deem fit, subject to the provisions of these Rules.

25. OBLIGATIONS OF FORMER MEMBERS

Any person ceasing from any cause whatsoever to be a member shall not be relieved from payment of all sums due and payable by him to the Club.

26. MEMBERS ELIGIBLE FOR OFFICE AND TO VOTE

- (a) Only unrestricted members shall be entitled to be elected as an Officer of the Club or as members of the Committee or vote at any General Meeting of the Club, except that Restricted Members other than Temporary and Junior Members shall be entitled to vote in the annual elections of Officers and Committee. Every Unrestricted Member present in person shall be entitled to one vote on a show of hands and on a poll to one vote.
- (b) A member entitled to vote in accordance with Rule 26 (a) shall be entitled to appoint another person as his proxy, provided that a proxy shall not be entitled to vote except on a poll.

An instrument appointing a proxy shall be in writing in such form as the Committee shall determine and shall be deposited with the Secretary at least forty eight (48) hours before the relevant meeting.

- (c) Any member who is in arrears or default with his subscription or any part thereof or any other payment due by him to the Club for a period exceeding the fourteen (14) days notice given to him in accordance with Rule 18, shall not be eligible to vote at any meeting or to nominate any candidate for election as an Officer or Member of the Committee.

27. OFFICERS

The Officers of the Club shall consist of a President, a Senior Vice President, a Vice President, an Honorary Secretary, an the Honorary Treasurer.

28. COMMITTEE OF MANAGEMENT

The Committee of Management (in these Rules referred to as "the Committee") shall be constituted by the Officers of the Club (as provided in Rule 27) and five (5) other unrestricted members of the Club who shall be elected as herein provided.

29. POWERS OF THE COMMITTEE

The Committee shall be entrusted with the management and conduct of the business and affairs of the Club and shall exercise its powers in the manner hereinafter mentioned.

30. ELECTION OF OFFICERS AND COMMITTEE

The election of Officers and Members of the Committee of the Club shall take place in the following manner:

- (a) Any two Unrestricted Members of the Club shall be at liberty to nominate and second any Unrestricted Member to serve as an Officer or Member of the Committee of the Club.
- (b) Such nomination shall be in writing signed by the proposer and seconder and by the nominee giving consent to his nomination and shall be delivered to the Returning Officer at least twenty one (21) days before the date fixed for the Annual General Meeting.
- (c) If there are more nominations than vacancies for any office or for Committee, balloting lists shall be prepared containing the names of candidates in alphabetical order for each vacancy on the Committee and each member entitled to vote must vote for as many candidates as there are vacancies to be filled and no more otherwise his ballot paper shall be declared informal.
- (d) The ballot paper for the election of Officers and Members of the Committee shall be open at the times and places hereunder stated:

For the ten (10) days (excluding Sundays) preceding and on the date of the General Meeting votes may be lodged at the office as follows:

- (i) On weekdays from 10.00am to 6.00pm
 - (ii) On Saturdays from 10.00am to 7.00pm
 - (iii) On the date of the General Meeting up to one hour before the advertised time for the meeting, whereupon the ballot shall be deemed to be closed.
- (e) (i) A Returning Officer shall be appointed by the Committee at least six (6) weeks before the date of the Annual General Meeting. The Returning Officer shall appoint a Deputy Returning Officer and such staff necessary for the conduct of the poll. Such appointed staff members shall not be members of the Committee or candidates for election.
 - (ii) Each candidate for election may appoint one scrutineer by nomination in writing to the Returning Officer.

- (f) If two or more candidates obtain an equal number of votes a decision shall be made by the casting vote of the President, except in the case of an election for a President when the Senior Vice President shall have the casting vote.
- (g) In case there should not be sufficient number of candidates nominated, the Committee may fill the remaining vacancies or vacancy with any Unrestricted Member of the Club it considers suitable.
- (h) The Committee shall have the power to make rules for the issue and safe custody of ballot papers and other matters incidental to the taking of ballots in the manner hereinbefore prescribed, including the issue of postal votes to members unable to attend the Clubhouse to record personal votes for reasons acceptable to the Committee.
- (i) The Returning Officer or in his absence the Deputy Returning Officer shall report the results of all ballots to the Chairman who shall, (subject to paragraph (f) herein), declare elected those candidates who have polled a majority of votes in the particular category of office for which they were candidates.

31. TERMS OF OFFICE

Subject to Rule 32 the Officers and Committee of the Club shall hold office until the following Annual General Meeting, unless they resign or are removed by Resolution of a General Meeting pursuant to Section 225 of the Code.

32. CASUAL VACANCIES ON COMMITTEE

The Committee shall have the power to appoint a member to fill a casual vacancy on the Committee until the next Annual General Meeting. Any member so appointed shall retire at the next Annual General Meeting, but shall be eligible for re-election as a member of the Committee at such meeting.

33. MEETING OF COMMITTEE

- (a) The Committee shall meet at least once in a calendar month, except the month of January.
- (b) Five members of the Committee personally present shall form a quorum.
- (c) The President or any Vice President or any two members of the Committee may at any time and the Secretary on the request of the President, summon a meeting of the Committee.

- (d) Notice of meeting shall be given to each of the members of the Committee.

34. COMMITTEE MINUTES

Minutes of all Resolutions and proceedings in all meetings of the Committee shall be recorded and filed.

35. VOTING IN COMMITTEE MEETINGS

All questions arising at any meeting of the Committee or upon ballot for election of members shall be decided by a majority of votes and where the voting is tied, the Chairman shall have a second or casting vote.

36. CHAIRMAN OF COMMITTEE MEETINGS

The President, or in his absence the Senior Vice President and in the absence of them both the Vice President shall be Chairman of meetings of the Committee, but if at any meeting none of these are present at the time set for holding the same, the members present shall choose one of their number to be Chairman of such meetings.

37. VALIDITY OF ACTS OF THE COMMITTEE

All acts done by any meeting of the Committee or Sub-committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member thereof or that he was not validly elected, be as valid as if such person had been duly appointed or elected.

38. VACATION OF THE OFFICE OF A COMMITTEE MEMBER

The office of a Committee member shall ipso facto be vacated:

- (a) If he shall become of unsound mind or if his person or estate shall become liable to be dealt with in any way under the law relating to mental health;
- (b) If he shall be convicted of any offence of the kind listed in Section 227 of the Code;
- (c) If he shall resign from the Committee;
- (d) If he shall be removed from the Committee by ordinary resolution of a General Meeting;
- (e) If he shall cease to be an unrestricted member;
- (f) If he shall absent himself without leave of the Committee for three consecutive Committee meetings and Committee resolve that his seat be declared vacant.

39. POWERS OF THE COMMITTEE

- (a) The Committee of the Club shall exercise all such powers and do all such things as may be exercised or done by the Club, save such as are by these Rules or by any statute for the time being in force required to be exercised or done by the Club in General Meeting, subject nevertheless to any By-Laws made under these Rules to the Provisions of the Code and to such regulations not being inconsistent with the said Rules, By-Laws or provisions as may be prescribed by the Club in General Meeting, but no regulations made by the Club in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
- (b) Without limiting the generality of the foregoing or any other powers conferred on the Committee by these Rules, the Committee may enter into an agreement with any other Club or Clubs whereby the Club and such other club or clubs mutually grant or agree to give preferred rights of membership or other reciprocal concessions on such terms and conditions as the Committee may decide.
- (c) The continuing members of the Committee may act notwithstanding any vacancy on the Committee, but so long as their number falls below the number fixed for a quorum [Rule 33 (b)], the continuing members of the Committee shall not act except for the purpose of filling vacancies or for any matter of emergency or for calling a meeting or meetings of members of the Club.

40. POWER TO BORROW MONEY

- (a) The Committee may from time to time with the consent of the Club obtained in General Meeting raise or borrow any sum or sums of money for the purpose of the Club.
- (b) Subject to Rule 39 (a) hereof, the Committee may raise or secure the repayment of such monies on such terms and conditions as it seems fit and with power to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Club.
- (c) The Debenture Contribution to be paid by Unrestricted Members or Country Members on election to unrestricted membership of the Club shall not be more than such amount as the Club in General Meeting shall from time to time prescribe and shall carry interest at the rate prescribed under these Rules, such interest to be paid yearly.

41. BY-LAWS

The Committee may make, repeal and amend such By-Laws as it may from time to time deem necessary or fit for the purpose of the conduct and management of the Club, provided that no such By-Laws shall be inconsistent with any of the powers or restrictions contained in the Statement of Rules of the Club and any such By-Laws may be set aside or determined by resolution of a General Meeting and provided further that the Committee shall give twenty one (21) days clear notice to members of the Club of all such By-Laws, amendments and repeals by posting them on the noticeboard or other conspicuous place in the Clubhouse. A copy of the By-Laws shall be available at all times at the office of the Club for the inspection of any member.

42. POWER TO MAKE LEVIES

- (a) The Committee may make levies on members (other than Honorary members and Temporary members) for contributions in addition to any annual membership fees provided that the total amount of levies payable in respect of any one financial year shall not exceed an amount equal to twenty per centum of the annual membership fees payable by that member in respect of that financial year and provided further that any such levies shall be against all categories of members (other than Honorary members and Temporary members) at the same time and in the same proportions to their respective annual membership fees.

The Committee when making any such levy shall specify whether the same is for revenue or capital purposes and only any levy or part thereof, specified as being for revenue purposes, is to be considered as revenue levy for the purpose of Rule 17.

- (b) In addition to the powers conferred on the Committee by the preceding paragraph, the members in General Meeting may by ordinary resolution confer upon the Committee power to make levies upon members for the purpose of providing finance for one or more particular projects or expenditures connected with the purpose of the Club. Any amount so raised shall be expended by the Committee substantially only for the purpose for which it was expressed to be raised. The resolution authorising the making of such levies shall stipulate the total amount to be raised and the period over which it is to be raised. Subject to the conditions imposed by the resolution aforesaid, the Committee shall decide as to the time and manner of making

levies authorised pursuant to this paragraph save that:

- (i) any such levies shall be made against all categories of members (other than Honorary members and Temporary members) at the same time and in the same proportions to their respective annual membership fees payable in respect of the year during which such call is made, and
- (ii) where the total amount to be raised is to be raised over a period extending beyond one financial year, the Committee shall make levies so that approximately equal proportions of such total amount are raised in each of the financial years within the period,
- (iii) any such levies shall not be considered to be revenue levies for the purpose of Rule 17.

43. SUB-COMMITTEES

To effectively cover the various operational phases and other activities of the Club, the Committee may from time to time appoint from among the members Sub-committees, particularly for the furthering of the control of such activities and the Committee may delegate to such Sub-committees such of the powers or duties of the Committee as the Committee may determine. The Committee may recall or revoke any such appointment or delegation.

The Committee may from time to time add to any Sub-committee any member of the Club to assist the Sub-committee, which may include members recommended by members active in the various phases of the activities of the Club as mentioned aforesaid.

The Committee shall appoint a Chairman who shall convene meetings of the Sub-committee as required or as they may be directed by the Committee and such Chairman shall have a casting vote where a vote of the Sub-committee is tied. All such Sub-committees shall keep minutes of all resolutions and proceedings of all meetings of the Sub-committee and shall give a report to the Committee of such resolutions and proceedings. The President shall be an ex-officio member of all Sub-committees.

44. SECTIONAL COMMITTEES

To effectively cover the various phases of sporting, social and other activities of the Club, the Committee may from time to time appoint from among the members Sectional Committees, particularly for the furthering of the control of such activities and the Committee may delegate

to such Sectional Committees such of the powers or duties of the Committee as the Committee may determine. The Committee may recall or revoke any such appointment or delegation.

The name of each Sectional Committee representing sporting, social or other activity of the Club shall include the name of the sporting, social or other activity along with the Club name.

Where required under Rule 45 each Sectional Committee shall comprise officers and members as required by the Controlling Body.

Each Sectional Committee shall appoint a Chairman who shall convene meetings of the Sectional Committees as required or as they may be directed by the Committee and such Chairman shall have a casting vote where a vote of the Sectional Committee is tied. All such Sectional Committee shall keep minutes of all resolutions and proceedings of all meetings of the Sectional Committee and shall enter them in a Minute Book to be provided for that purpose and shall give a report to the Committee of such resolutions and proceedings. The President shall be an ex-officio member of all Sectional Committees.

Sectional Committees may recommend alterations to the Rules, By-laws and Statement of Rules to the Committee of Management for the efficient conduct of the Section and recommend that the Committee amend such as necessary to comply with the Rules and Regulations of any Controlling Body for the sport in which they participate.

45. SUB-SECTIONAL COMMITTEES

A Sectional Committee may from time to time appoint from its members a Sub-Sectional Committee to effectively cover the various phases of sporting and social activities of the Sectional Committee either by gender and/or age as required by the Controlling Bodies Rules and Regulations.

46. RULES OF SPORTING ACTIVITY

Each of the Sectional Committees and Sub-Sectional Committees shall ensure that all administration and sporting activities organised by the Club shall be strictly controlled in order that all games played shall strictly conform to the Rules and Regulations of any Controlling Body established in the State of Victoria or Commonwealth of Australia for the purpose of advancing, promoting or controlling each branch of sport or game.

47. ACCOUNTS

The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every annual profit and loss account and balance sheet, (including every document required by law to be attached thereto), accompanied by a copy of the auditor's report thereon as required by the Code provided, however the Committee shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to the end of the financial year preceding the date of the meeting.

48. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- (a) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Club.
- (b) All accounts, books, securities and any other relevant documents of the Club must be available for inspection free of charge by any member upon request.
- (c) A member may make a copy of any accounts, books, securities and any other relevant documents of the Club.

49. BANKING AND FUNDS

- (a) It shall be the duty of the Honorary Secretary or the Honorary Treasurer to forthwith pay all monies received on behalf of the Club into the banking account or accounts of the Club at such bank or banks as the Committee may from time to time direct.
- (b) All payments shall be made only with or on the authority or subject to the approval of the Committee by cheques drawn on the banking account or accounts of the Club or by electronic funds transfer. Cheques must be signed by and electronic funds transfer must be authorised by any two of those members of the Committee approved by the Committee from time to time to sign cheques and approve electronic payments.
- (c) The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

50. AUDITOR

An auditor or auditors (who shall not be an Officer of the Club or member of the Committee or a firm of which an Officer or member of the Committee is a member) shall be appointed and his duties regulated in accordance with the Code.

51. ANNUAL GENERAL MEETING

The Annual General Meeting of the Club shall be held each year in the first three months of the financial year at such time and place as the Committee shall determine for the following purposes:

- (a) To receive from the Committee a report, balance sheet and statement of accounts for the preceding financial year.
- (b) To elect Officers and members of the Committee in the place of those retiring.
- (c) Subject to Rule 14 (b), to consider and if thought fit, to fix the annual subscription to be paid by all categories of membership for the current financial year.
- (d) Any other business of which notice in writing shall have been given to the Honorary Secretary fourteen (14) days at least before such meeting is held.

52. ORDINARY GENERAL MEETINGS

The aforesaid Annual General Meeting is an Ordinary General Meeting. All other General Meetings shall be Extraordinary General Meetings.

53. EXTRAORDINARY GENERAL MEETINGS

The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting and shall, on the written requisition of not less than one-tenth of all members having at that date a right to vote at a General Meeting, convene an Extraordinary General Meeting as soon as practicable and in default such Extraordinary General Meeting may be convened by such requisitioners as provided by Section 241 of the Code. Any such requisition must state the object of the meeting proposed to be called and must be signed by the requisitioners and shall be deposited with the Honorary Secretary of the Club at its registered office.

54. NOTICE OF GENERAL MEETING

Subject to the provisions of the Code relating to special resolutions, at least fourteen (14) days notice in writing specifying the place, the day and the hour of the meeting and, in the case of special business, the general nature of the business shall be given to every member of the Club entitled to vote at such meetings.

55. SPECIAL BUSINESS

All business that is transacted at an Extraordinary General Meeting and all business transacted at an Ordinary General Meeting shall be deemed to be special.

56. QUORUM

No business shall be transacted at any General Meeting unless a quorum of twenty (20) unrestricted members be present personally.

57. DISSOLUTION OR ADJOURNMENT

If within half an hour from the time appointed for the meeting a quorum of members is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day the following week at the same time and place; and if at the adjourned meeting a quorum of members is not present within half an hour from the time appointed for the meeting, those members present shall be a quorum.

58. ADJOURNMENT OF GENERAL MEETINGS

The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for one calendar month or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

59. VOTING

- (a) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll (before or on the declaration of the result of the show of hands) is demanded by the Chairman or by at least five (5) members present in person and having the right to vote at the meeting.
- (b) Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost, an entry to that effect in the Minute Book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. A poll shall not be demandable on the election of a

Chairman of a meeting. The demand for a poll may be withdrawn.

- (c) If a poll is demanded in the manner aforesaid, it shall be taken in such manner and at such time as the Chairman directs and the result of the poll as declared by the Chairman shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
- (d) At meetings of members each member entitled to vote shall have one vote. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall have a second or casting vote.
- (e) No objection shall be made as to the validity of any vote except at the meeting or poll at which such vote was tendered and every vote not disallowed at such meeting or poll shall be deemed valid. The decision of the Chairman as to the admission or rejection of a vote shall be final and conclusive.

60. MINUTES OF GENERAL MEETINGS

Minutes shall be kept of the proceedings of and resolutions passed at all General Meetings and shall be entered in the Minute Book of the Club and signed by the Chairman of the same meeting or by the Chairman and shall be evidence of all such proceedings and resolutions and of the proper election of the Chairman.

61. NOTICES

A notice may be given by the Club to any member either personally or by posting it by letter or electronic means such as email or in the Vermont South Club newsletter to him at his address in the Register of Members of the Club. Where a notice is posted, the service of the notice shall be deemed to be effected on the day following the date of its posting.

62. REGISTER OF MEMBERS

- (a) The Honorary Secretary of the Club shall keep at the registered office a Register of Members of the Club, setting forth in full the names and addresses of all members of the Club and the category of membership of each member and the date of the latest payment of each member of his subscription and containing such other particulars as may from time to time be prescribed under the Companies Code, as so long as the Club is the holder of a licence under such Code and the Liquor Control Act. Members

shall from time to time notify the Secretary in writing of any change of address, which shall thereupon be amended in the Register.

- (b) Such Register shall be open at any time to the inspection of a licensing inspector in whose division the licensed premises are situated, any authorised member of the police force and any supervisor of licensed premises.
- (c) In accordance with the Act all members have the right to access the register of members and any book, document or security relevant to the Club.

63. COMMON SEAL

The Common Seal of the Club shall remain in the custody of the Honorary Secretary for the time being of the Club or such other Officers the Committee may from time to time appoint. The Common Seal shall not be affixed to any instrument except by authority of a resolution of the Committee and in the presence of at least two members of the Committee and the Honorary Secretary of the Club or such other person as the Committee may appoint for the purposes and those two members of the Committee and the Honorary Secretary or other person as aforesaid shall sign every instrument to which the seal of the Club is so affixed in their presence.

64. GAMBLING

No member is permitted to make a betting book in the Club. Gambling games of hazard and betting of any description are not permitted and dice shall not be used on the Club's premises. Save as specifically approved by the Committee and authorised as required by the appropriate Licensing Authority.

65. DEBT TO EMPLOYEES

The Club shall not be responsible for any debt or debts incurred by members to any employee of the Club.

66. LIQUOR CONTROL ACT

- (a) (i) No intoxicating liquor shall be sold or supplied on the Club premises unless the Club is the holder of a Club Licence or other equivalent licence under the provisions of the Liquor Control Act.
- (ii) No person under the age of eighteen (18) years, except junior members, shall be admitted to the Club premises except where such person is accompanied by a spouse or parent or guardian and no liquor shall be sold or

supplied to a person under eighteen (18) years, including junior members except where the liquor is sold or supplied for consumption as part of a meal supplied on the Club's premises in company with a spouse or parent or guardian.

- (iii) 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 those parts of the premises of the Club where liquor is being consumed or supplied.
- (iv) A visitor shall not be supplied with liquor in the Club premises unless in the company of a member or unless at a particular function or a particular occasion in respect of which a permit has been granted under Section 38 (8) of the Liquor Control Act.
- (v) No payment or part payment to any Secretary or other Officer or servant of the Club shall be made by way of commission or allowance from or upon receipt of the Club for liquor supplied.
- (vi) No person shall receive a greater profit, benefit or advantage from the Club than that received by every member thereof other than a remuneration or honorarium approved by the Liquor Control Commission for work done by the Secretary, Treasurer or other Officer of the Club or salary or wages paid to employees.
- (vii) No more than 350 persons or such other number as may from time to time be approved by the Liquor Control Commission being such number as the Club premises can adequately accommodate shall be permitted on the Club premises at any one time.

- (b) Whilst and so long as the Club is licensed under the Liquor Control Act, the Secretary of the Club shall within one month from the date of any amendment or alteration to the Statement of Rules of the Club forward to the Secretary of the Liquor Control Commission a certified copy of every such amendment or alteration.

67. CHANGE OF RULES

These Statement of Rules shall not be altered or added to unless:

- (a) A resolution so altering or adding to the said Rules is passed at a meeting of the Club at

which not less than twenty (20) members of the Club shall be present personally and such resolution has been passed by a majority of not less than three-fourths of such members as being entitled so to do, vote in person.

- (b) Notice of not less than one calendar month has been given to members specifying the intention to propose the resolution and setting out the proposed alteration or addition.
- (c) A copy of such notice has been posted on the noticeboard or other conspicuous place in the Club's premises for at least one calendar month prior to the date of the meeting.
- (d) The consent to such alteration or addition must then be approved by the Attorney General and/or the Liquor Control Commission.

68. INDEMNITY

Every Officer, Member of Committee, Auditor or servant for the time being of the Club shall be indemnified out of the assets of the Club against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted, or in connection with any application under the Code in which relief is granted to him by the Court in respect of any negligence, default, breach of duty, or breach of trust.

69. DISSOLUTION OF CLUB

- (a) The Club may be dissolved or wound up at a General Meeting of the Members of the Club called for that purpose. If a resolution is passed by a majority of the members present that the Club be dissolved or wound up, such resolution shall be put at a Special General Meeting held not less than one month thereafter at which meeting not less than half of the members of the Club shall be present.

For the Club to be dissolved or wound up it must be confirmed by a resolution passed by a majority of 75% of the members present. Upon such resolution being carried and confirmed, the Board of Directors of the Club shall at such future date as specified in such resolution proceed to sell and realise the property and assets of the Club and out of the nett proceeds of such sale and realisation to discharge and satisfy the liabilities of the Club.

- (b) The nett proceeds shall be divided between such charitable institutions as the Trustees in their absolute discretion shall decide. Such charitable organisations named to share in the distribution on the winding up of the Club shall be such that prohibits distribution of funds to its members.
- (c) No member shall be entitled to share in or receive any benefit from such proceeds in the event of the Club being wound up.

70. TRUSTEES

There shall be four Trustees, the President, the Honorary Secretary, the Honorary Treasurer and a Vice President of the Club for the time being. They shall hold office as Trustees until a successor in office is duly appointed.