

"A"

AMENDMENTS TO  
STATEMENT OF PURPOSE AND RULES

1. By adding the following clause to paragraph 3 of the existing Statement of Purpose.
  - "3a. To provide social premises and facilities to people who are members of the Nar Nar Goon Football Club Incorporated 4057.
  - 3b. To apply for, hold, renew, transfer, remove or otherwise deal with any licence or permit pursuant to the Liquor Control Act of the State of Victoria.
  - 3c. To employ such servants, agents, managers and accountants as shall be necessary to properly run the affairs of the Association and to nominate such servants, agents, managers and accountants to hold as nominee, licences and permits under the Liquor Control Act or such Acts as shall be relevant from time to time, to gaming machine operations in the State of Victoria."
  
2. By replacing the existing Rules with the Rules as follows.

NAR NAR GOON FOOTBALL CLUB INC

RULES

Name

1. The name of the incorporated association is Nar Nar Goon Football Club Incorporated [in these Rules called "the Association"]

Interpretation

2. [1] In these Rules, unless the contrary intention appears -  
"Committee" means the Committee of Management of the Association.  
"Financial Year" means the year ending on 30th November.  
"General Meeting" means a general meeting of members convened in accordance with Rule 11.  
"Member" means a member of the Association.  
"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 21.  
"The Act" means the Association Incorporation Act 1981.

[2] "The Regulations" means Regulations under the Act.

In these Rules, a reference to the Secretary of an Association is a reference -

[a] where a person holds office under these Rules as Secretary of the Association - to that person ; and

in any other case, to the Public Officer of the Association.

[3] Words or expressions contained in these Rules shall be interpreted in accordance with the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

Application for Membership

3. [1] A natural person who is nominated and approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription payable under these Rules.  
[2] A person who is not a member of the Association at the time of incorporation of the Association [or who was a member at that time but has ceased to be a member] shall not be admitted to membership -  
[a] unless nominated as provided in sub-clause [3] and  
[b] the admission as a member has been approved by the Committee.  
[3] A nomination of a person for membership of the Association -  
[a] shall be made in writing in the form set out in Appendix 1; and

- [b] shall be lodged with the Secretary of the Association.
- [4] As soon as is practicable after receipt of the nomination, the Secretary shall refer the nomination to the Committee.
- [5] Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or reject the nomination.
- [6] Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing of the approval for membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under those Rules as the first year's annual subscription.
- [7] The Secretary shall, upon payment of the amount referred to in sub-clause [6] within the period referred to in that sub-clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Association.
- [8] A right, privilege, or obligation of a person by reason of membership of the Association -
- [a] is not capable of being transferred or transmitted to another person; and
- [b] terminates upon the cessation of membership whether by death or resignation or otherwise
- [9] The Association shall comprise the following categories of members -
- [a] Honorary Life Members: An Honorary Life Member is a member who by reason of valuable service to the Association has upon the recommendation of the Committee been so elected by the members at a General Meeting of the Association and shall be entitled to the privileges of membership without payment of any subscriptions. any member of the Committee, or any player, shall upon completion of twelve [12] years service on the said Committee, or , as a player, shall be eligible for nomination as an Honorary Life Member,. In addition, any player who has played 300 senior games shall also be eligible for nomination as an Honorary Life Member. The Secretary shall keep a record of the number of members voting upon the election of any person as an Honorary Life Member.
- [b] Ordinary Members: An Ordinary Member is a member who shall have been duly elected and who shall have paid a subscription of \$35.00 per annum or such other sum as is from time to time determined by the Committee. An Ordinary Member who is a pensioner, shall be entitled to a discounted subscription fee, such discount to be determined by the Committee from time to time.
- [c] Honorary Members: Persons possessing the following qualifications shall be eligible for Honorary Membership -
- [i] Officials and/or players of any sporting association or organisation which is competing at the Nar Nar Goon Football ground on a particular day, and the wife or husband respectively, or financee of a female [if accompanying a male], or male [if accompanying a female], of such official or player, shall be eligible for Honorary Membership of the Association for that day.

- (ii) An Honorary Member is a person who shall be duly entitled to Honorary Membership in accordance with the Rules and shall be entitled to certain privileges of Ordinary membership without being required to pay any subscription.
- (iii) An Honorary Member shall not be entitled to attend any meeting of members, nor vote upon any Association matters, nor be represented upon the Committee, nor shall an Honorary Member have any right, title or interest in, or to any property of the Association.
- (d) Social Members: A Social Member is a member who when elected shall enjoy the rights and privileges of the Club save and except they shall not be entitled to take part in, or vote at any meeting of the Club.
- (e) Junior Members: A Junior Member is a member under the age of eighteen years who is elected in accordance with the Rules of the Association.

#### Subscription

- 4. The annual subscription is \$35, or such other amount as the Committee shall from time to time prescribe, and is due and payable in advance on or before 31 December in each year, and if not paid by 30 April following, the membership shall cease.

#### Register of Members

- 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 Member

- 6. [1] A member of the Association who has paid all moneys due and payable by the member of the Association may resign from the Association by first giving one months notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the member ceases to be a member.
- [2] Upon the 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 by 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 an amount not exceeding \$200.00
 if the Committee is of the opinion that the member -
  - [i] has refused or neglected to comply with these Rules; or



- [6] At a general meeting of the Association convened under sub-clause [5] -
  - [a] no business other than 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 member shall be given the 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 the general meeting -
  - [a] two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is 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 day as the Committee determines.
- [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 -
  - [a] to confirm the Minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
  - [b] to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
  - [c] to elect officers of the Association and the ordinary members of the Committee; and
  - [d] to receive and consider the statement submitted by the Association in accordance with Section 30 [3] of the Act.
- [5] The Annual General Meeting may transact 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 may, 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 per cent 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 a 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 the 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 meetings are convened by the Committee, and all reasonable 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 14 days before the date fixed for holding a General Meeting of the Association, cause to be sent to each member of the Association at the address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- [2] No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- [3] A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.
12. [1] All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these Rules as being ordinary business of the Annual General Meeting shall be deemed to be special business.
- [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] Twenty five [25] 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 after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved and in any other case shall

stand adjourned to the same day in the next week at the time and [unless another place is specified by the Chairperson at the time of the adjournment, or by written notice to members, given 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 10], shall be the quorum.

#### Proceedings at Meetings

13.
  - [1] The President, or in the President's absence, one of the Vice-Presidents, shall preside as Chairperson at each General Meeting of the Association.
  - [2] If the President and both of the Vice-Presidents are absent from a General Meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
14.
  - [1] The Chairperson 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 in 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.
15. A question arising at a General Meeting of the Association shall be determined on a show of hands, and unless before or on the show of hands, a poll is demanded, a declaration by the Chairperson that the resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour, or against, of that resolution.
16.
  - [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 Chairperson of the meeting is entitled to exercise a second and casting vote.
17.
  - [1] If at a meeting a poll, or any question is demanded by not less than ten [10] members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
  - [2] A poll that is demanded on the election of a Chairperson, or on the question of an adjournment, shall be taken forthwith, and a poll that is demanded on any question, shall be taken at such time before the close of the meeting as the Chairperson may direct.



18. A member is not entitled to vote at any General Meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
19. [1] Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 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.
20. [1] The affairs of the Association shall be managed by the Committee of Management constituted as provided for in Rule 22.
- [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 powers and functions as may be exercised by the Association, other than those powers and functions that are required by 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 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.
21. [1] The officers of the Association shall be -
- [a] a President;
- [b] two [2] Vice - Presidents;
- [c] a Treasurer; and
- [d] a Secretary
- [2] The provisions of Rule 23, so far as they are applicable, and with the necessary modifications, apply to and relate 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 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 may 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 appointment.
22. [1] Subject to Section 23 of the Act, the Committee shall consist of -
- [a] the officers of the Association ;and
- [b] eight [8] ordinary members -

each of whom shall be elected at the Annual General Meeting of the Association in each year.

- [2] Each ordinary member of the Committee shall, subject to these Rules, hold office until the Annual General Meeting next after the date of 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 Annual General Meeting next following the date of appointment.

#### Election of Officers and Vacancy

- 23. [1] Nominations 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
    - [b] shall be delivered by the Secretary of the Association not less than 14 days before the date fixed for the meeting of the Annual General Meeting.
  - [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. If at the conclusion of the Annual General Meeting all vacancies are not filled the Committee shall have the power to co-opt members who are agreeable to fill remaining vacancies.
  - [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 officers and 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] A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
- 24. For the purposes of these Rules, the office of an officer of the Association or of an 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 the Companies [Victoria] Code; or
    - [c] resigns from office by notice in writing given to the Secretary.

Proceedings of Committee

25. [1] The Committee shall meet at least three [3] times in each year at such place and at such times as the Committee may determine.
- [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 at such a meeting.
- [4] Any four [4] 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 if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day of the following week, unless the meeting was a special meeting, in which case it lapses.
- [6] At meetings of the Committee -
- [a] the President, or in the President's absence, one of the Vice-Presidents shall preside; or
- [b] if the President and both the Vice-Presidents are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- [7] Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a show of hands, or 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 at the meeting] is entitled to one [1] 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 the member 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 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

26. 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 the persons present at Committee meetings.

Treasurer

27. The Treasurer of the Association -

- [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.

Removal of a Member of the Committee

28. [1] The Association in General Meeting may by resolution remove any member of the Committee before the expiration of the member's term of office and appoint another member in his stead to hold office until the expiration of the term of the firstmentioned member.
- [2] Where the member to whom the proposed resolution referred to in sub-clause [1] makes representation 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 the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

Negotiable Instruments

29. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the following, that is to say, Secretary, Treasurer and Vice-President.

Seal

30. [1] The common seal of the Association shall be kept in the custody of the Secretary.
- [2] The common seal shall not be affixed 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 one [1] member of the Committee and of the Public Officer of the Association.

Alteration of Rules and Statement of Purpose

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

Notices

32. [1] A notice may be served by or on behalf of the Association upon any member either personally or by sending it by pre-paid post to the member at the address shown in the Register of Members.
- [2] Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

### Winding Up

33. In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

### Custody of Records

34. [1] Except as otherwise provided for in these Rules, the Secretary shall keep in his custody or under his control, all books, documents and securities of the Association.
- [2] All accounts, books, documents and securities of the Association shall be available for inspection and copying by any member of the Association on application to the Secretary in writing delivered to the Secretary seven [7] days prior to such inspection.

### Funds

35. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

### Licence/Permit Pursuant to Liquor Control Act

36. The Association or its lawful representative may apply for, hold, renew, transfer, remove or otherwise deal with any licence or permit pursuant to the provisions of the Liquor Control Act 1987 of the State of Victoria, or any amendment thereto, or any re-enactment thereof.
37. The Committee shall appoint such people to carry out such duties as it shall determine, and upon such terms and conditions of employment and remuneration as the Committee shall determine and the Committee shall further authorise any such appointed person to act as nominee for any purpose under the Liquor Control Act 1987, as amended from time to time or any other Act or Law of the State of Victoria.
38. The Association shall have the power to make Rules for the proper conduct of members within the premises of the Association and shall also make such Rules as are required to comply with the Liquor Control Act 1987, as amended from time to time or any other Act or Law in the State of Victoria.
39. The Association or its lawful representative may apply for, hold, renew, transfer or otherwise deal with any licence or permit relevant to the operating of gaming machines or other forms of gaming allowed by Law in the State of Victoria and further, shall comply with all requirements of any body authorised by law to licence, oversee or otherwise control the Association in respect to such licence or permit.

### Visitors

40. No visitor to the Club will be supplied with liquor in the Club premises unless the visitor is -
- [i] a guest in the company of a member of the Club; or
  - [ii] an authorised gaming visitor admitted in accordance with the Rules the Club.

41. No liquor will be sold or supplied to any person under eighteen years of age except where any such person is accompanied by a spouse, parent or guardian and the liquor is sold or supplied for consumption as part of a meal supplied on the Club premises.

Land and Premises

42. The Committee of the Association shall have the power to negotiate with the appropriate municipal authority or any other person, such terms and conditions in respect of the occupancy by the Association of any land or premises necessary for the carrying on of the functions of the Association, and further shall have the power to execute any lease or leases of any such land or premises.

APPLICATION FOR MEMBERSHIP OF  
NAR NAR GOON FOOTBALL CLUB INC.

I, .....  
[name] [occupation]

desire to become a member of Nar Nar Goon Football Club Inc.

In the event of my admission as a member, I agree to be bound by the Rules of the  
Nar Nar Goon Football Club Inc. for the time being in force.

Signature..... Date: ...../...../.....

I, .....  
[name]

being a member of the Nar Nar Goon Football Club Inc. nominate the applicant, who is  
personally known to me, for membership of the Nar Nar Goon Football Club Inc.

Signature..... Date:...../...../.....

I, .....  
[name]

being a member of Nar Nar Goon Football Club Inc , second the nomination of the  
applicant, who is personally known to me , for membership of Nar Nar Goon Football  
Club Inc.

Signature..... Date:...../...../.....

FORM OF APPOINTMENT OF PROXY  
NAR NAR GOON FOOTBALL CLUB INC.

I, .....  
[name]

of .....  
[address]

being a member of Nar Nar Goon Football Club Inc. hereby appoint

.....  
[name]

of .....  
[address]

being a member of Nar Nar Goon Football Club Inc. as my proxy to vote for me on my behalf at the General Meeting of the Club [Annual General Meeting or Special General Meeting, as the case may be ] to be held on ...../...../....., and any adjournment of that meeting.

My proxy is authorised to vote in favour of / against [delete as appropriate] the resolution [insert details].

Signed.....

Date: ...../...../.....