



Statement of Purpose
&
Rules
Of
THE DANISH CLUB DANNEBROG INCORPORATED

OBJECTIVES OF THE DANISH CLUB "DANNEBROG" INCORPORATED

Are to:

1. Provide a contemporary and congenial meeting place for individuals and families of Danish descent and others who share a genuine and keen interest in Denmark, the Danish people and Danish-Australian relations;
2. Promote, honour and respect the history and heritage of the Club and the Danish people in Melbourne;
3. Preserve and promote the Danish language, traditions, food, culture, music, art, literature, film, sport and business;
4. Provide opportunities for members to participate in social interaction, mutual helpfulness, mental improvement and other recreational, business and community pursuits
5. Develop and encourage Danish-Australian relations and assimilations within the membership and wider community.
6. Inspire collaboration with and between other Danish and Nordic Clubs, associations and organisations in Australia
7. Encourage activities that reflect the purposes of the Club to secure ongoing endorsement and support by the Dannebrog Foundation.

RULES OF THE DANISH CLUB "DANNEBROG" INCORPORATED

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1 NAME

The name of the Club is THE DANISH CLUB DANNEBROG INCORPORATED hereinafter referred to as 'the Club'.

2 DEFINITIONS

In these Rules:

- 2.1 "Committee" means the Committee of Management of the Club, comprising the Officer Bearers and Ordinary Committee Members;
- 2.2 "Committee Member" means the Members of the Committee including Office Bearers and Ordinary Committee Members;
- 2.3 "Danish Meeting" means both a Special Danish Meeting convened in accordance with Rule 33 and the Annual Danish Meeting;
- 2.4 "Danish Member" means a Member of the Club who qualifies as a Danish Member in accordance with Rule 5.1;
- 2.5 "Financial year" means the year commencing 1 July and ending 30 June;
- 2.6 "General meeting" means both a Special General Meeting of Members convened in accordance with Rule 34 and the Annual General Meeting;
- 2.7 "Good Conduct and Behaviour Policy" means the policy adopted by the Club as the Club's policy for prohibiting harassment, discrimination and bullying and the handling of complaints;
- 2.8 "Member" means a Member of the Club;
- 2.9 "Ordinary Committee Members" means Members of the Committee who are not Office Bearers;
- 2.10 "Office Bearers" means those Members of the Committee who hold the positions set out in sub-Rule 20.1;
- 2.11 "Relevant documents" means records or other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club, including Membership records, accounts, accounting records and documents relating to transactions, dealings, business or property of the Club.

3 INTERPRETATION OF RULES

- 3.1 In these Rules, words of the singular shall where the context so admits imply the plural and vice versa.
- 3.2 In these Rules, words implying the masculine gender include the feminine gender and vice versa.
- 3.3 In these Rules, a reference to a statute or a statutory provision shall be deemed to include any statute or statutory provision that amends, extends, consolidates or replaces the same or that has been amended, extended, consolidated or replaced by the same and any orders, regulations, instruments or other subordinate legislation made thereunder.
- 3.4 If any dispute occurs as to the interpretation of any of the Rules or statement of purposes of the Club such dispute shall be referred to the Committee whose decision shall be binding on all Members, subject to a veto by the Trustees in accordance with rule 41, unless and until such decision is reversed or altered by a special resolution of the Danish Members.

4 MEMBERS

The Members of the Club shall be:

- 4.1 Every person who at the adoption of these Rules is a Member of the Club;
- 4.2 Every person who on or after the adoption of these Rules becomes a Member of the Club.

5 CATEGORIES OF MEMBERS

In this Rule, references to being elected are references to being elected as a Member of a particular category or class as provided for in Rule 7 or Rule 8.

5.1 **DANISH MEMBERS**

5.1.1 Any person over the age of 18 years who meets one or more of the following criteria may be elected as a Danish Member:

5.1.1.1 The applicant is of Danish descent and at the time of application for Membership the Committee considered that the connection between the applicant and his/her Danish forebears was sufficient to meet this criterion;

5.1.1.2 The applicant speaks and writes competently in English and Danish and at the time of application for Membership the Committee considered that the applicant's command of English and Danish was sufficient to meet this criterion.

5.1.2 For the purpose of entrance fees and subscriptions and for making calls, Danish Members shall be categorised into the following sub-categories:

5.1.2.1 Ordinary Danish Members

A Danish Member who does not meet the criteria for any other sub-category shall be an Ordinary Danish Member.

5.1.2.2 Country Danish Members

A Danish Member whose permanent place of residence is at least sixty kilometres from the Club premises calculated by the nearest thoroughfare (i.e. not as the crow flies) shall be a Country Danish Member for the period that the Member meets this criterion. In the event that the Member no longer meets this criterion, the Member shall remain a Country Danish Member until the end of the financial year in which he/she qualifies as a Country Danish Member and thereafter shall be an Ordinary Danish Member or such other sub-category of Danish Member for which the Member qualifies.

5.1.2.3 Special Danish Members

A Danish Member who has been a Member of the Club continuously for a period of 30 years shall be eligible to be elected by the

Committee as a Special Danish Member, and as a Special Danish Member shall not be required to pay any annual subscriptions.

5.1.2.4 Aged Pensioner Danish Members

A Danish Member who is of an age to qualify for an aged pension shall be an Aged Pensioner Danish Member.

5.2 **HONORARY LIFE MEMBERS**

5.2.1 Upon the written recommendation of twelve Members the Committee may resolve to make any Member who has rendered outstanding service to the Club over a period of at least five years an Honorary Life Member provided that in any one year the Committee may make only one Member an Honorary Life Member.

5.2.2 Honorary Life Membership of any person may be revoked by a majority of Members present and voting at a Danish Meeting.

5.3 **CORPORATE MEMBERS**

5.3.1 Any organisation which is duly incorporated pursuant to the provisions of any state or federal law or which is a firm which carries on business under a registered business name may be elected as a Corporate Member.

5.3.2 The application for election as a Corporate Member shall be in accordance with Rule 7 and shall include the names and addresses of the Corporate Member's nominee/s.

5.3.3 The Corporate Member's nominee/s shall be persons over the age of 18 years and who are officers or employees of the Corporate Member.

5.3.4 Each Corporate Member may have no more than 10 nominees.

5.3.5 The nominee/s of the Corporate Members must be approved by the Committee and shall exercise the rights and privileges of the Corporate Member.

5.4 **SOCIAL MEMBERS**

5.4.1 Any person who has attained the age of 18 years may be elected as a Social Member of the Club.

5.4.2 For the purpose of entrance fees and subscriptions and for making calls, Social Members shall be categorised into the following sub-categories:

5.4.2.1 Ordinary Social Members

A Social Member who does not meet the criteria for any other sub-category shall be an Ordinary Social Member.

5.4.2.2 Country Social Members

A Social Member whose permanent place of residence is at least sixty kilometres from the Club premises calculated by the nearest thoroughfare (i.e. not as the crow flies) shall be a Country Social Member for the period that the Member meets this criterion. In the event that the Member no longer meets this criterion, the Member shall remain a Country Social Member until the end of the financial year in which he/she qualifies as a Country Social Member and thereafter shall be an Ordinary Social Member or such other sub-category of Social Member for which the Member qualifies.

5.4.2.3 Special Social Members

A Social Member who has been a Member of the Club continuously for a period of 30 years shall be eligible to be elected by the Committee as a Special Social Member, and as a Special Social Member shall not be required to pay any annual subscriptions.

5.4.2.4 Aged Pensioner Social Members

A Social Member who is of an age to qualify for an aged pension shall be an Aged Pensioner Social Member.

5.5 **JUNIOR MEMBERS**

5.5.1 Any person who is under the age of 18 years may be elected as a Junior Member.

5.5.2 A Junior Member who attains the age of 18 years and qualifies for Danish Membership in accordance with Rule 5.1 will be transferred to Danish Membership on 1 July after his/her eighteenth birthday.

5.5.3 A Junior Member who attains the age of 18 years and does not qualify for Danish Membership in accordance with Rule 5.1 will be transferred to Social Membership on 1 July after his/her eighteenth birthday.

5.6 SPOUSE MEMBERS

The domestic partner (as defined in the Equal Opportunity Act (Victoria) 1995) of a Danish Member or a Social Member may be elected as a Spouse Member.

5.7 TEMPORARY MEMBERS

- 5.7.1 Any person who has attained the age of 18 years and whose permanent place of residence is at least sixty kilometres from the Club and who is temporarily visiting the municipality in which the Club is located may be appointed as a Temporary Member in accordance with this Rule.
- 5.7.2 A Temporary Member may be a Temporary Member for a period not exceeding one month, and on no more than four occasions in any one year.
- 5.7.3 Application for appointment as a Temporary Member must be in writing and include the name and address of the applicant and the name of the applicant's proposer and seconder, both of whom must be a Member.
- 5.7.4 The application is to be delivered to the Secretary/Manager and referred by the Secretary/Manager to an election Committee consisting of any two Committee Members.
- 5.7.5 The election Committee referred to in the previous sub-Rule 5.7.4 will consider the application and in its discretion decide whether or not to accept the applicant as a Temporary Member of the Club for a specified period.
- 5.7.6 The Secretary/Manager shall record the vote of the election Committee and shall post and keep posted in a conspicuous place in the Club for the duration of the Temporary Member's Membership, the name of each Temporary Member and the name of the Members who proposed and seconded the Temporary Member.

5.8 PATRONS OF THE CLUB

- 5.8.1 At its discretion the Committee may invite and admit any persons whom the Committee in its discretion considers is a person of high rank and/or standing and have demonstrated a continued contribution to Denmark and/or the Danish community in Australia.
- 5.8.2 Patrons of the Club shall be exempt from payment of entrance fee, subscription and calls.

5.8.3 Patrons of the Club shall have all the rights and privileges of Danish Members.

5.9 **ABSENTEE MEMBERS**

5.9.1 Any Member who will be absent from Victoria for more than six months in any one year may apply to the Secretary/Manager in writing to become an Absentee Member for the period that the Member will be absent.

5.9.2 The application to become an Absentee Member shall set out the reasons for the application and the period that the Member will be absent from Victoria.

5.9.3 The Committee may determine whether to remit any portion of the annual subscription of an Absentee Member relating to the period of absence.

5.10 **NO EXEMPTION FROM PAYMENT OF FEES**

No person shall become an Honorary Life Member or Temporary Member of the Club or be exempted from the obligation to pay the regular subscription for Membership of the Club except those possessing the qualifications defined in these Rules and the admission or exemption is in accordance with these Rules.

6 **MEMBERS' PRIVILEGES AND ENTITLEMENTS**

Each particular category of Membership shall enjoy the privileges of Membership as set out in this Rule.

6.1 **DANISH MEMBERS ARE ENTITLED TO THE FOLLOWING PRIVILEGES:**

- 6.1.1 Use of all the Club's facilities in accordance with these Rules and the By-laws laid down by the Committee;
- 6.1.2 To offer themselves for election as Committee Members;
- 6.1.3 To propose or second the nomination of any other qualified person for election to Membership;
- 6.1.4 To propose or second the nomination of any other qualified Member for election to the Committee;
- 6.1.5 To attend and vote at all General Meetings and Danish Meetings of the Club;
- 6.1.6 To introduce visitors to the facilities at the Club in accordance with Rule 37.

6.2 **HONORARY LIFE MEMBERS ARE ENTITLED TO THE FOLLOWING PRIVILEGES:**

- 6.2.1 Use of the Club's facilities in accordance with the By-laws laid down by the Committee;

- 6.2.2 To offer themselves for election as Committee Members;
- 6.2.3 To propose or second the nomination of any other qualified person for election to Membership;
- 6.2.4 To propose or second the nomination of any other qualified Member for election to the Committee;
- 6.2.5 To attend and vote at all General Meetings and if the Honorary Life Member qualifies as a Danish Member to attend at and vote at Danish Meetings of the Club;
- 6.2.6 To introduce visitors to the facilities at the Club in accordance with Rule 37;
- 6.2.7 Exemption from the payment of annual subscriptions, and unless otherwise directed by the Committee, from all other charges and levies.

6.3 CORPORATE MEMBERS ARE ENTITLED TO THE FOLLOWING PRIVILEGES:

- 6.3.1 To nominate no more than 10 persons who are officers or employees of the Corporate Member to be nominee/s of the Corporate Member and who shall, subject to the following Rule 6.3.2 exercise the rights of the corporate Member provided that the names and addresses of the persons shall be supplied to the Committee and the Committee shall have approved the persons as the nominee/s of the Corporate Member;
- 6.3.2 Regardless of the number of nominees that a Corporate Member may have, each Corporate Member shall be entitled to one vote only in any election or vote of Members, and only one nominee of any one Corporate Member may stand for election to the Committee, or serve on the Committee at any one time;
- 6.3.3 Use of the Club's facilities in accordance with these Rules and the By-laws laid down by the Committee;
- 6.3.4 To propose or second the nomination of any other qualified person for election to Membership;
- 6.3.5 To attend and cast one vote at all General Meetings of the Club;
- 6.3.6 To introduce visitors to the facilities at the Club in accordance with Rule 37.

6.4 SOCIAL MEMBERS ARE ENTITLED TO THE FOLLOWING PRIVILEGES:

- 6.4.1 Use of the Club's facilities in accordance with these rules and the By-laws laid down by the Committee;

- 6.4.2 To offer themselves for election as Committee Members;
- 6.4.3 To propose or second the nomination of any other qualified Member for election to the Committee;
- 6.4.4 To propose or second the nomination of any other qualified person for election to Membership;
- 6.4.5 To attend and vote at all General Meetings of the Club;
- 6.4.6 To give notice of special business to a Danish Meeting, but not to attend at or vote at a Danish Meeting;
- 6.4.7 To introduce visitors to the facilities at the Club in accordance with Rule 37.

6.5 TEMPORARY MEMBERS ARE ENTITLED TO THE FOLLOWING PRIVILEGES:

- 6.5.1 Use of the Club's facilities in accordance with these Rules and the By-Laws laid down by the Committee;
- 6.5.2 To introduce visitors to the facilities at the Club in accordance with Rule 37.

6.6 PATRONS OF THE CLUB ARE ENTITLED TO THE FOLLOWING PRIVILEGES:

- 6.6.1 Use of the Club's facilities in accordance with these Rules and the By-laws laid down by the Committee;
- 6.6.2 To offer themselves for election as Committee Members;
- 6.6.3 To propose or second the nomination of any other qualified person for election to the Membership;
- 6.6.4 To propose or second the nomination of any other qualified Member for election to the Committee;
- 6.6.5 To attend and vote at all General Meetings and Danish Meetings of the Club;
- 6.6.6 To introduce visitors to the facilities at the Club in accordance with Rule 37;
- 6.6.7 Exemption from the payment of annual subscriptions, and unless otherwise directed by the Committee, from all other charges and levies.

6.7 JUNIOR MEMBERS ARE ENTITLED TO THE FOLLOWING PRIVILEGES:

- 6.7.1 Use of the Club's facilities in accordance with the relevant legislation and these Rules and the By-Laws laid down by the Committee;
- 6.7.2 To introduce visitors to the facilities at the Club in accordance with Rule 37 and the relevant legislation.

6.8 **ABSENTEE MEMBERS**

- 6.8.1 An Absentee Member's Membership entitlements are suspended completely during the period of Absentee Membership.
- 6.8.2 Upon return to Victoria for a sustained period an Absentee Member shall advise the Committee of his/her return, and upon payment of such fees as determined by the Committee, shall become entitled to full Membership entitlements of the relevant Membership category.
- 6.8.3 Any time spent as an Absentee Member shall not be taken into account when calculating the time as a Member for the purposes of Rules 5.1.2.3 and 5.4.2.3.

6.9 **SPOUSE MEMBERS ARE ENTITLED TO THE FOLLOWING PRIVILEGES**

- 6.9.1 Use of the Club's facilities in accordance with the relevant legislation and these Rules and the By-Laws laid down by the Committee;
- 6.9.2 To introduce visitors to the facilities at the Club in accordance with Rule 37 and the relevant legislation.

7 APPLICATION FOR NEW MEMBERSHIP

- 7.1 The procedure set out in this Rule shall apply to applications for new Membership to the following categories:
 - Danish Members;
 - Social Members;
 - Corporate Members (see also Rule 5.3 for application for Corporate Membership);
 - Junior Members;
 - Spouse Members
- 7.2 For other categories of Membership refer to the procedure laid out in Rule 5 for the particular Membership category.
- 7.3 Every applicant for new Membership of the Club shall be proposed by one and seconded by another Member eligible to propose and second applicants for Membership.
- 7.4 The applicant shall be known personally by both the proposer and seconder.
- 7.5 Every application for Membership shall be in writing in a form approved by the Committee from time to time and signed by the applicant and his or her proposer and seconder and shall

- be delivered to the Secretary/Manager together with the required non-refundable application fee.
- 7.6 The names of applicants for Danish Membership and the names of the proposers and seconders for the applicants for Danish membership shall be displayed in a conspicuous place at the Club's premises and published in the Club's newsletter at least 7 days prior to consideration of the application by the Committee.
- 7.7 Any Member who objects to a particular applicant's election to Membership shall be entitled to advise the Committee of his/her objection in writing prior to the Committee meeting held in accordance with rule 7.10, and when such an objection is received the Committee shall consider the written objection when considering the application at the meeting held in accordance with rule 7.10.
- 7.8 If requested to do so by the Committee, the Secretary/Manager shall write to any applicant for Membership requesting the applicant to attend at the Club to be interviewed by the Committee at which time the Committee shall determine the applicant's suitability as a Member and if the application is for Danish Membership, whether or not the applicant meets the qualification set out in Rule 5.1.
- 7.9 The Committee may make any enquiries into the suitability of an applicant as the Committee considers appropriate including, but not limited to, seeking further references and police checks prior to determining whether or not to elect the applicant to Membership.
- 7.10 The Committee shall consider the application for Membership at a Committee meeting held no sooner than fourteen days after receipt of the application and, in respect of an applicant for Danish membership, not prior to the display and publication in the newsletter of the name of the applicant and proposer and seconder in accordance with Rule 7.6.
- 7.11 The decision to elect an applicant to Membership requires a two thirds majority vote of the Committee Members present and voting.
- 7.12 A record shall be kept by the Secretary/Manager of the number of votes cast by the Committee.

8 TRANSFER OF MEMBERSHIP CATEGORY

- 8.1 Any Member may apply to the Committee to transfer from one category of Membership to a new category for which the Member is eligible.
- 8.2 Junior Members shall be automatically transferred to the relevant Membership category for the financial year following the Junior Member attaining the age of 18 years.
- 8.3 Applications for transfer to another category of Membership must be in writing in a form approved by the Committee from time to time and delivered to the Secretary/Manager.
- 8.4 The Committee shall determine all applications for transfer of Membership at a duly convened Committee meeting and a simple majority of votes shall be required to approve a transfer of Membership.
- 8.5 Transfers of Membership shall take effect from 1 July following the date on which the Committee approves the transfer of Membership, and transferring Members shall be required to pay the subscriptions and fees applicable to the new category for the new financial year.

9 NOTIFICATION OF OUTCOME OF MEMBERSHIP APPLICATION OR TRANSFER

- 9.1 When an applicant has been elected as a new Member in accordance with Rule 7 the Secretary/Manager shall forthwith notify the applicant in writing and such notification shall include a request for payment of the relevant entrance fee and annual subscription and upon payment the applicant shall become a Member of the relevant category.
- 9.2 If within one month after receipt of the notice referred to in the Rule 9.1 the applicant's payment has not been received by the Club, the election to Membership shall be voided.
- 9.3 In the event of an application for new Membership being rejected by the Committee, the Secretary/Manager shall forthwith notify the applicant of the rejection and shall not be required to provide reasons for the rejection.
- 9.4 In the event of an application for transfer to a different category being rejected, the Secretary/Manager shall forthwith notify the applicant of the rejection and shall not be required to provide reasons for the rejection, and the applicant shall remain in his current category except for Junior Members who attain the age of 18 years who shall be transferred to the category determined by the Committee.

10 CESSATION OF MEMBERSHIP

- 10.1 Any Member may resign Membership of the Club by notifying the Secretary/Manager in writing prior to 30 June in the year that the Member wishes to resign. If the written notice of resignation is not received prior to 30 June in the relevant year, the resigning Member shall be liable to pay the annual subscription for the next ensuing financial year.
- 10.2 If a notice of resignation is stated to be effective prior to 30 June in any year, the resigning Member shall not be entitled to any refund of fees or subscriptions paid.
- 10.3 Subject to Rule 14.5 if a Member fails to pay any relevant fee and/or subscription within one month of it becoming due, the defaulting Member shall cease to be a Member.
- 10.4 A Member ceases to be a Member if he/she is expelled as a result of disciplinary action in accordance with Rule 29.
- 10.5 If a Member ceases to be a Member for any reason (including as a result of disciplinary action in accordance with Rule 29), the Member shall remain liable to pay any subscription or fee due at the time that Membership ceases and shall not be entitled to any refund of any subscription or fee paid in advance, unless otherwise determined by the Committee.

11 REJOINING

A Member who has resigned in accordance with Rule 10 and subsequently is re-elected as a Member shall not be required to pay any entrance fee.

12 FUNDS

The funds of the Club shall be derived from fees, annual subscriptions, donations, distribution from Dannebrog Foundation and such other sources as the Committee determines.

13 PAYMENTS

All payments on behalf of the Club shall be made by any means authorised by the Committee including credit card, cheque, and signed by such persons duly authorised by the Committee from time to time.

14 FEES & SUBSCRIPTIONS

- 14.1 Subject to these Rules, the application fee, entrance fee and annual subscription for each category of Membership shall be determined by the Committee from time to time, and the Committee shall be at liberty to determine that there shall be no application or entrance fee or annual subscription for any particular category of Membership.
- 14.2 All annual subscriptions shall be due and payable in advance on 1 July in every year.
- 14.3 Any person who becomes a Member after 2 January in any particular year shall be required to pay only half the annual subscription for that particular year.
- 14.4 Subject to the following Rule 14.5 if a Member fails to pay the relevant fee and/or subscription within one month of it becoming due, the defaulting Member shall cease to be a Member and shall cease to be entitled to any of the privileges of Membership.
- 14.5 The Committee may, at its discretion, grant extensions of time for payment of fees and/or subscriptions for all Members or particular Members, and may reinstate a Member who has ceased to be a Member by virtue of the previous Rule 14.4 upon payment of outstanding fees and/or subscriptions without the requirement for the ceased Member to reapply for Membership.
- 14.6 The Committee may determine that all Members or particular Members may pay subscriptions and/or fees by instalments.

15 CALLS

- 15.1 The Committee shall have power to make calls upon Members or categories of Members for a particular sum PROVIDED THAT Members who have been elected to Membership during the Membership year in which the call is made shall be obliged to pay one-twelfth of the call for each month or part of a month that they are Members during the year in which the call is made.
- 15.2 The Committee shall determine the terms for payment of each call.
- 15.3 A call shall be a "fee" for the purposes of these Rules and non-payment of a call by any Member shall be subject to the provisions of sub-Rule 14.4.

16 MANAGEMENT

- 16.1 The affairs of the Club shall be managed by a Committee of Management consisting of eight Committee Members including the Office Bearers and Ordinary Committee Members all elected in accordance with these Rules.
- 16.2 At any one time, the maximum number of Social Members on the Committee shall be three.
- 16.3 The Committee may, subject to these Rules and in particular Rule 41, and the relevant legislation, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by General Meetings or Danish Meetings of the Members of the Club and without limiting the foregoing:
 - 16.3.1 The Committee shall be entitled from time to time to make By-laws for the management of the Club and the conduct of the Members and visitors, such By-laws are to be communicated to the Members in a manner determined by the Committee;
 - 16.3.2 The Committee 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 Club.

17 TERM OF COMMITTEE MEMBERS

- 17.1 The term of Committee Members shall be two years from the date of the Annual General Meeting at which the Committee Member was elected or until their successors have been elected.
- 17.2 The term of a Committee Member expires at the conclusion of the Annual General Meeting in the year that the Committee Member's term expires.
- 17.3 Committee Members whose terms have expired shall be eligible to nominate for re-election.

18 APPROVAL OF CANDIDATES FOR ELECTION AS COMMITTEE MEMBERS BY ANNUAL DANISH MEETING

- 18.1 In each year the positions which shall fall vacant will be the positions of those Committee Members whose terms have expired by the expiration of time or such other manner as provided in these Rules.

- 18.2 Candidates for election to the Committee by the Annual General Meeting must have the prior approval of the Annual Danish Meeting in accordance with these Rules.
- 18.3 Nominations for approval as a candidate for election to fill vacancies on the Committee:
 - 18.3.1 shall be made in writing on a form approved by the Committee from time to time;
 - 18.3.2 shall be signed by a proposer and a seconder both of whom shall be Members entitled to nominate Members for election to Committee (not being the candidate);
 - 18.3.3 shall be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
 - 18.3.4 for such time as the Club holds a gaming and/or liquor licence, shall be accompanied by a completed form for approval as an "associated individual" or any other application form/s which may be required by law to be lodged in respect of a person associated with a licensed gaming venue or a licensed liquor venue;
 - 18.3.5 shall be delivered to the Secretary/Manager, together with the form/s referred to in this Rule, not less than twenty-eight days before the date fixed for the holding of the Annual Danish Meeting.
- 18.4 If the Secretary/Manager finds that any nomination contains an anomaly or is not accompanied by the form/s required by the previous Rule 18.3 the Secretary/Manager shall notify the person concerned of the anomaly and where it is practicable to do so, shall give the person concerned the opportunity of remedying the anomaly within a reasonable period from the receipt of the notice, notwithstanding that the date for submission of nominations may have already passed.
- 18.5 A complete list of nominations for approval as candidates shall be posted in a conspicuous place at the Club's premises not later than fourteen days prior to the Annual Danish Meeting.
- 18.6 At the Annual Danish Meeting, the Members present in person will resolve whether or not to approve each nominee for approval as a candidate and only those nominees who have been approved in accordance with these Rules shall be eligible to be candidates for election to the Committee or to be deemed elected to the Committee.
- 18.7 If insufficient nominees are approved as candidates to fill all

vacancies on the Committee, the approved candidates shall be deemed to be elected and their terms will commence at the conclusion of the Annual General Meeting, and further nominations for approval shall be received at the Annual Danish Meeting and the Members present and voting shall resolve whether or not to approve the nominations received from the floor of the Annual Danish Meeting.

- 18.8 If the number of approvals is equal to the number of vacancies to be filled, the persons approved shall be deemed to be elected and their terms will commence at the conclusion of the Annual General Meeting.
- 18.9 The maximum number of candidates that can be approved by the Members at the Annual Danish Meeting is eight.
- 18.10 In the event that the number of approvals exceeds the number of vacancies to be filled AND the number of approvals is eight or less, those approved nominees shall be candidates for election to Committee at the Annual General Meeting and a ballot shall be held at the Annual General Meeting in accordance with these Rules.
- 18.11 In the event that the number of approvals is more than eight then a ballot shall be conducted at the Annual Danish Meeting in such reasonable manner as the Committee shall direct and the eight approved nominees with highest number of votes shall be candidates for election to Committee at the Annual General Meeting and a ballot shall be held at the Annual General Meeting in accordance with these Rules.
- 18.12 If, at the conclusion of the Annual Danish Meeting, the number of approved candidates is less than the number of vacancies on the Committee, then a casual vacancy occurs and such casual vacancy may be filled in accordance with Rule 21.

19 ELECTION OF COMMITTEE MEMBERS BY ANNUAL GENERAL MEETING

- 19.1 In the event of a ballot being required the Secretary/Manager shall cause a list of those candidates approved by the Annual Danish Meeting to be displayed in a conspicuous place at the Club's premises for a period of at least seven days prior to the Annual General Meeting.
- 19.2 The ballot shall be conducted at the Annual General Meeting in such appropriate manner as the Committee shall determine and those present shall elect the Committee Members from

amongst the candidates which have been approved in accordance with Rule 18 and in such manner as will result in the number of Social Members on the Committee at any one time not exceeding three.

- 19.3 In the event that the number of approved Danish candidates for Committee is less than is required to ensure that the number of Social Members on the Committee does not exceed three, then the approved Danish candidates are deemed to be elected to the Committee and a ballot shall be held in accordance with this rule to elect the number of Social Members as is required to take the number of Social Members on the Committee to three.
- 19.4 In the event that the election process does not result in the number of Committee Members being 8 (with a maximum of 3 Social Members) then a casual vacancy shall exist and may be filled in accordance with rule 21.

20 ELECTION OF OFFICE BEARERS

- 20.1 The Office Bearers of the Club shall be:
- President;
 - Two Vice Presidents;
 - Treasurer;
 - Director of Entertainment.
- 20.2 The Office Bearers shall be elected each year for a term of one year in accordance with these Rules:
- 20.2.1 The Committee shall elect the Office Bearers from their number;
- 20.2.2 Each year the Committee shall meet immediately after the Annual General Meeting for the sole purpose of conducting an election for the Office Bearers;
- 20.2.3 The meeting referred to in the previous sub-Rule 20.2.2 shall be chaired by a Member of the Committee elected for the purpose by the Committee and in the event of a tied vote, the Chair shall be decided by lot between the Committee Members who have tied;

- 20.2.4 The chair shall call for nominations for the Office Bearers set out in sub-Rule 20.1 in the order set out in that sub-Rule;
- 20.2.5 The election for each Office Bearer shall be completed prior to the calling for nominations for the next Office Bearer;
- 20.2.6 Any Member of the Committee can nominate any other Member of the Committee for any Office;
- 20.2.7 If only one person is nominated for any Office, then that person shall be elected;
- 20.2.8 If more than one person is nominated for any Office, then an election shall be held;
- 20.2.9 Committee Members shall cast their votes for a candidate in such manner as agreed by the Committee;
- 20.2.10 The chair shall count the votes in the presence of the Committee Members;
- 20.2.11 The candidate receiving the highest number of votes shall be the successful candidate;
- 20.2.12 If two or more candidates receive the same number of votes the chair shall determine by lot who shall be the successful candidate.

21 CASUAL VACANCIES

- 21.1 For the purpose of these Rules, a casual vacancy occurs in the position of a Committee Member if:
 - 21.1.1 the Committee Member ceases to be a Member of the Club;
 - 21.1.2 the Committee Member has his Membership of the Club suspended in accordance with Rule 29;
 - 21.1.3 the Committee Member becomes an insolvent under administration within the meaning of the Corporations Act;
 - 21.1.4 the Committee Member is absent from three consecutive meetings of the Committee without apology;
 - 21.1.5 the Committee Member fails to declare any material personal interest in a matter that relates to the affairs of the Club and participated in any discussion relating to such an interest at a Committee meeting or voted in relation to such an interest at a Committee Meeting

- or General Meeting or Danish Meeting UNLESS the Committee Members who do not have such an interest in the matter pass a resolution that the interest is not of a nature to require the position of the Committee Member to become vacant or a Danish Meeting resolves that the Committee Member's position is not vacated;
- 21.1.6 the Committee Member resigns his position by notice in writing given to the Secretary/Manager;
 - 21.1.7 the Committee Member is removed from the Committee in accordance with these Rules by the Danish Members at a Danish Meeting and the Members do not appoint a replacement Committee Member at that Danish Meeting;
 - 21.1.8 the position is vacant in accordance with Rule 18.12 or 19.4;
 - 21.1.9 during any time that the Club holds a gaming venue operator's licence –
 - 21.1.9.1 if, within three months of the Committee Member's election or appointment, he/she fails to be approved by the VCGR as an associated individual or fails to meet the legal requirements of persons associated with an organisation that holds a gaming venue operator's licence UNLESS two thirds of the Committee Members who do meet those legal requirements vote to extend the time in which the Committee Member must meet the legal requirements;
 - 21.1.9.2 if at any time during his term the Committee Member becomes ineligible to be a person associated with any organisation that holds a gaming venue operator's licence.
- 21.2 In the event of a casual vacancy in the Office of an Office Bearer, the Committee may appoint one of its Members to the vacant office, and the Member so appointed shall hold office for the remainder of the year or until removed in accordance with these Rules.
- 21.3 In the event of a casual vacancy occurring in the position of an Ordinary Committee Member the Committee may, subject to rule 21.4, appoint a Member of the Club who is eligible for election to the Committee to fill the vacancy and the Member

so appointed shall hold the position until the conclusion of the next Annual General Meeting or until removed in accordance with these Rules and shall be eligible to nominate for approval as a candidate at that next Annual General Meeting.

- 21.4 An appointment in accordance with rule 21.3 shall not result in the number of Social Members on the Committee exceeding three.

22 REMOVAL OF COMMITTEE MEMBER

- 22.1 The Danish Members in a Danish Meeting may by resolution of a simple majority remove any Committee Member before the expiration of his/her term and appoint another Member in his/her stead to hold office until the expiration of the term of the first-mentioned Member.
- 22.2 In the event that a Committee Member is removed in accordance with the previous Rule 22.1, the removal of the Committee Member is not invalidated by the fact that the Danish Members did not appoint another Member to the Committee, and in the event that another Member is not appointed to the Committee, a casual vacancy shall exist for the Committee position of the removed Committee Member.
- 22.3 A Committee Member to whom a resolution referred to in Rule 22.1 is directed may make representations in writing to the Secretary/Manager, which representation shall not exceed a reasonable length, and the Secretary/Manager shall ensure that a copy of representations is sent to each Danish Member of the Club who is entitled to vote at Danish Meetings and/or the Committee Member may require that the representations are read to the Members at the Danish Meeting prior to the Members voting on the resolution to remove the Committee Member.

23 SUB-COMMITTEES

- 23.1 The Committee may from time to time appoint any Sub-Committees consisting of persons who are Members and may delegate to the Sub-Committees such of the powers or duties of the Committee as the Committee may determine.
- 23.2 The Committee may recall or revoke any appointment or delegation made in accordance with Rule 23.1.
- 23.3 The business of Sub-Committees shall be conducted in accordance with the direction of the Committee and Sub-

Committees shall conform to any directions or regulations By Laws that may be prescribed by the Committee.

- 23.4 All Sub-Committees shall report to the Committee and decisions of a Sub-Committee shall be subject to confirmation of the Committee except where the Sub-Committee has been given express power to act by the Committee.
- 23.5 The President shall be an ex-officio Member of all Sub-Committees.

24 MEETINGS OF THE COMMITTEE

- 24.1 The Committee shall hold meetings on a periodic basis as often as necessary.
- 24.2 Any two Committee Members may require the Secretary/Manager to convene a special meeting of the Committee, and the Secretary/Manager shall on the requisition of two Committee Members convene a special meeting of the Committee.
- 24.3 No business shall be transacted at any meeting unless each Committee Member has been given reasonable notice of the meeting.
- 24.4 Any five Committee Members shall constitute a quorum for the transaction of the business of a meeting of the Committee and may be present by telephone or any other reasonable means which allows the Committee Member to participate in the discussions.
- 24.5 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the Chairman shall adjourn the meeting to an appropriate time and place unless the meeting was a meeting requisitioned by Committee Members pursuant to Rule 24.2 in which case it lapses.
- 24.6 In the event that a meeting is adjourned in accordance with the Rule 24.5, each Committee Member shall be notified of the place and time for the meeting.
- 24.7 At meetings of the Committee:
 - 24.7.1 the President, or in his absence one of the Vice-Presidents, shall preside; or
 - 24.7.2 if the President and the Vice-Presidents are absent, such one of the remaining Committee Members as may be chosen by the Members present shall preside.
- 24.8 Questions arising at a meeting of the Committee or of any

Sub-Committee appointed by the Committee shall be determined on a show of hands or, if demanded by two Members, by a poll taken in such manner as the person presiding at the meeting may determine. The person presiding over the meeting shall have a deliberative and casting vote.

24.9 Subject to the requirement for a quorum the Committee may act notwithstanding any vacancy on the Committee.

25 VALIDATING ACTS OF THE COMMITTEE

All acts done by any meeting of the Committee or a Sub-Committee of the Committee or by any person acting as a Committee Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such person or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if any such person had been duly appointed and was qualified to be a Committee Members.

26 INDEMNITY

26.1 No Committee Member shall be liable to the Club for any loss or expense not applicable to his own dishonesty or to the wilful commission by him of an act known by him to be a breach of trust or breach of duty.

26.2 To the full extent allowed by the law, the Committee and each Committee Member shall be indemnified by the Club from and against any liability, loss or damage caused to or incurred by the Committee or Committee Member by reason of the bona fide exercise by the Committee and each Committee Member of any of the duties, powers or privileges conferred or imposed on them by these Rules or any amendment thereof.

27 SECRETARY/MANAGER

27.1 The Committee shall be empowered to engage a Secretary/Manager on terms and conditions that the Committee considers appropriate and who shall be required to act diligently, honestly and faithfully in the best interests of the Club and carry out the directions of the Committee.

27.2 The Secretary/Manager shall be responsible for completion of the duties set out in these Rules as being the responsibility of the Secretary/Manager and in addition thereto:

- 27.2.1 the Secretary/Manager shall cause to be kept on the Club premises a Register of the Members setting forth in full the names and addresses of all Members of the Club, the date that each Member joined the Club, the date of the latest payment by each Member of his or her subscription and the Membership category of each Member;
- 27.2.2 the Secretary/Manager shall cause to be kept correct Minutes of the proceedings of all meetings of the Committee and of the Members in books provided for the purpose and shall cause to be performed all other duties which these Rules require the Secretary/Manager to perform;
- 27.2.3 unless determined otherwise by the Committee from time to time, the Secretary/Manager shall be the Club's Public Officer and shall cause to be prepared and lodged with the relevant authorities all financial statements returns, statements and forms in accordance with any relevant legislation.
- 27.2.4 In the event that the Club does not have a Secretary/Manager, the Treasurer or such other Committee Member/s as the Committee determines shall be responsible for the duties of the Secretary/Manager.

28 TREASURER'S DUTIES

- 28.1 The Treasurer shall cause to be kept correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of accounts of a like nature and in particular:
 - 28.1.1 the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place;
 - 28.1.2 The assets and liabilities of the Club.
- 28.2 The Treasurer shall cause to be prepared annual financial statements for presentation at the Annual General Meeting.

29 DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- 29.1 Subject to these Rules, the Committee may by resolution:
 - 29.1.1 expel a Member from the Club;
 - 29.1.2 suspend a Member from Membership of the Club for a

- specified period; or
- 29.1.3 impose any appropriate requirement or restriction on a Member.
- 29.2 A resolution referred to in the previous Rule 29.1 may be made if the Committee is of the opinion that the Member:
 - 29.2.1 has refused or neglected to comply with these Rules; or
 - 29.2.2 has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Club.
- 29.3 A resolution of the Committee under Rule 29.1:
 - 29.3.1 does not take effect unless the Committee, at a meeting held within a reasonable length of time after the service of notice under Rule 29.4 on the Member, confirms the resolution in accordance with this Rule;
 - 29.3.2 In determining what is a reasonable length of time for the purpose of the previous Rule 29.3.1 the Committee may take into account the time taken:
 - 29.3.2.1 for any related action in accordance with Rule 30; or
 - 29.3.2.2 for implementation of the Good Conduct and Behaviour Policy or any other Club policy or procedure; or
 - 29.3.2.3 whether the conduct is the subject of any inquiry, investigation, or other lawful procedure by the police, or any other authority or any legal or arbitration proceedings.
 - 29.3.3 where the Member exercises a right of appeal to the Danish Members under this Rule, the resolution does not take effect unless the Danish Meeting confirms the resolution in accordance with this Rule.
- 29.4 Where the Committee passes a resolution under Rule 29.1 the Secretary/Manager shall, as soon as practicable, cause to be served on the Member a notice in writing:
 - 29.4.1 setting out the resolution of the Committee and the grounds on which it is based;
 - 29.4.2 stating that the Member may address the Committee at a meeting to be held by the Committee;
 - 29.4.3 stating the date, place and time of that meeting;
 - 29.4.4 informing the Member that he/she may do one or more of the following:

- 29.4.4.1 attend that meeting;
 - 29.4.4.2 give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - 29.4.4.3 not later than twenty-four hours before the date of the meeting, lodge with the Secretary/Manager a notice to the effect that he/she wishes to appeal to the Danish Members in a Danish Meeting against the resolution.
- 29.5 At a meeting of the Committee held in accordance with Rule 29.3, the Committee:
 - 29.5.1 shall give to the Member an opportunity to be heard;
 - 29.5.2 shall give due consideration to any written statement submitted by the Member;
 - 29.5.3 shall by resolution determine whether to confirm or to revoke the resolution.
- 29.6 Where the Secretary/Manager receives a notice under Rule 29.4.4.3 the Secretary/Manager shall notify the Committee and the Committee shall convene a Danish Meeting to be held within thirty-five days after the date on which the Secretary/Manager received the notice.
- 29.7 At a Danish Meeting convened under Rule 29.6:
 - 29.7.1 no business other than the question of the appeal shall be transacted;
 - 29.7.2 the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - 29.7.3 the Member shall be given an opportunity to be heard; and
 - 29.7.4 the Danish Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 29.8 If at the Danish Meeting:
 - 29.8.1 the Danish Members vote in person in favour of the confirmation of the resolution, the resolution is confirmed; and
 - 29.8.2 in any other case, the resolution is revoked.
- 29.9 In the event that the Danish Members vote at the Danish Meeting to revoke the resolution of the Committee, the Danish Members present may by simple majority determine

that, based only on the information before them at the meeting, the Member has refused or neglected to comply with these Rules or has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club and substitute an appropriate sanction in place of the sanction determined by the Committee.

30 DISPUTES AND MEDIATION

- 30.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:
 - 30.1.1 a Member and another Member; or
 - 30.1.2 a Member and the Club.
- 30.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- 30.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten days, hold a meeting in the presence of a mediator.
- 30.4 The mediator must be:
 - 30.4.1 a person chosen by agreement between the parties; or
 - 30.4.2 in the absence of agreement:
 - 30.4.2.1 in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
 - 30.4.2.2 in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by ClubsVIC and in the event that ClubsVIC fails to appoint a mediator, the Dispute Settlement Centre of Victoria (Department of Justice).
- 30.5 A Member of the Club can be a mediator.
- 30.6 The mediator cannot be a Member who is a party to the dispute.
- 30.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 30.8 The mediator, in conducting the mediation, must:

- 30.8.1 give the parties to the mediation process every opportunity to be heard;
 - 30.8.2 allow due consideration by all parties of any written statement submitted by any party; and
 - 30.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 30.9 The mediator must not determine the dispute.
- 30.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute at law.

31 ANNUAL DANISH MEETING

- 31.1 There shall be an Annual Danish Meeting held not less than 28 days prior to the Annual General Meeting at such place as the Committee determines.
- 31.2 The Annual Danish Meeting shall be specified as such in the notice convening it.
- 31.3 The special business of the Annual Danish Meeting shall be any business of which proper notice has been given in accordance with Rule 31.5.4.
- 31.4 All Members shall be given 35 days notice of the Annual Danish Meeting.
- 31.5 The notice convening the Annual Danish Meeting shall include:
- 31.5.1 advice as to how many Committee positions will be vacant at the Annual General Meeting;
 - 31.5.2 a nomination form for approval as a candidate for election to the Committee;
 - 31.5.3 advice as to the closing date for nominations for election to the Committee, which date shall be no later than 28 days before the Annual Danish Meeting; and
 - 31.5.4 advice as to the closing date for receipt of notice of special business, which date shall be no later than 28 days before the Annual Danish Meeting.
- 31.6 No later than 21 days prior to the Annual Danish Meeting the Secretary/Manager shall display in a conspicuous place in the Club premises a notice of the Annual Danish Meeting including any special business of which notice has been received in accordance with Rule 31.6.4 and the names of all nominees for approval as candidates for elections.

- 31.7 The ordinary business of the Annual Danish Meeting shall be:
 - 31.7.1 to confirm the minutes of the last preceding Annual Danish Meeting and of any Special Danish Meeting held since that meeting;
 - 31.7.2 to approve a maximum of eight candidates for election to Committee by the Annual General Meeting;
 - 31.7.3 to receive the report of the Trustee/s;
 - 31.7.4 to appoint the Trustee/s.
- 31.8 Social Members who are also Committee Members shall attend at the Annual Danish Meeting and shall have no voting rights unless the Chairman of the Meeting is a Social Member and there is a tied vote, in which case the Chairman shall have a casting, not a deliberative, vote.

32 ANNUAL GENERAL MEETINGS

- 32.1 There shall be an Annual General Meeting held not later than six weeks after 31 August of each year on such day and at such place as the Committee determines.
- 32.2 The Annual General Meeting shall be specified as such in the notice convening it.
- 32.3 Each Member shall be given twenty-eight days notice of the Annual General Meeting.
- 32.4 The notice convening the Annual General Meeting shall include:
 - 32.4.1 advice as to whether a ballot will be required at the Annual General Meeting and the names of the approved candidates for election;
 - 32.4.2 advice as to the closing date for receipt of notice of special business, which date shall be no later than 21 days before the Annual General Meeting.
- 32.5 No later than 14 days prior to the Annual General Meeting the Secretary/Manager shall display in a conspicuous place in the Club premises a notice of the Annual General Meeting including any special business of which notice has been received in accordance with Rule 32.4.2.
- 32.6 The ordinary business of the Annual General Meeting shall be:
 - 32.6.1 to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - 32.6.2 to receive from the Committee reports upon the

- transactions of the Club during the last preceding financial year;
- 32.6.3 to declare the outcome of the election, and conduct a ballot, if required, for Members of the Committee in accordance with these Rules;
 - 32.6.4 to receive and consider the audited financial statement submitted by the Club in accordance the relevant legislation; and
 - 32.6.5 subject always to the relevant legislation, to determine whether or not to appoint an auditor and, in the event that an auditor is to be appointed to appoint the auditor.
- 32.7 The Annual General Meeting may transact special business of which notice has been received in accordance with these Rules.
- 32.8 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

33 SPECIAL DANISH MEETINGS

- 33.1 All Danish Meetings other than the Annual Danish Meeting shall be called Special Danish Meetings.
- 33.2 The Committee may, whenever it thinks fit, convene a Special Danish Meeting.
- 33.3 At least twenty one days notice shall be given to each Danish Member of a Special Danish Meeting.
- 33.4 The Committee shall, on the requisition in writing of not less than 20 Members, (being members entitled to vote at General Meetings) convene a Special Danish Meeting.
- 33.5 The requisition for a Special Danish Meeting shall state the business of the meeting and shall be signed by the Members making the requisition and be delivered to the Secretary/Manager and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 33.6 If the Committee does not cause a Special Danish Meeting to be held within six weeks after the date on which the requisition is delivered to the Secretary/Manager, the Members making the requisition, or any of them, may convene a Special Danish Meeting to be held not later than three months after the date on which the requisition is delivered.

- 33.7 A Special Danish Meeting convened by Members in pursuance of this Rule shall be convened in the same manner as nearly as possible as Danish Meetings convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.
- 33.8 Social Members who are also Committee Members shall attend at Special Danish Meetings and shall have no voting rights.

34 SPECIAL GENERAL MEETINGS

- 34.1 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 34.2 The Committee may, whenever it thinks fit, convene a Special General Meeting.
- 34.3 If, but for this sub-Rule, more than 18 months would elapse between Annual General Meetings, the Committee must convene a Special General Meeting before the expiration of that period.
- 34.4 At least twenty one days notice shall be given to each Member of a Special General Meeting.
- 34.5 The Committee shall, on the requisition in writing of not less than 20 Members who are entitled to vote at General Meetings, convene a Special General Meeting of the Club.
- 34.6 The requisition for a Special General Meeting shall state the business of the meeting and shall be signed by the Members making the requisition and be delivered to the Secretary/Manager and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 34.7 If the Committee does not cause a Special General Meeting to be held within six weeks after the date on which the requisition is delivered to the Secretary/Manager, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after the date on which the requisition is delivered.
- 34.8 A Special General Meeting convened by Members in pursuance of this Rule shall be convened in the same manner as nearly as possible as General Meetings convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

35 PROCEEDINGS AT MEETINGS

35.1 BUSINESS

- 35.1.1 All business that is transacted at a Special General Meeting and at a Special Danish Meeting and all business that is transacted at the Annual General Meeting and the Annual Danish Meeting, with the exception of that specially referred to in these Rules

as being the ordinary business of the meetings, shall be deemed to be special business.

- 35.1.2 No item of business shall be transacted at a General Meeting or a Danish Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.

35.2 **QUORUM**

- 35.2.1 Twenty Members personally present (being Members entitled under these Rules to vote at the particular type of meeting) constitute a quorum for the transaction of the business of a General Meeting or a Danish Meeting.
- 35.2.2 If within half an hour after the appointed time for the commencement of a General Meeting or a Danish Meeting, a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and at the same place – unless another place or time is specified by the Chairman at the time of the adjournment and by written notice to Members given before the day to which the meeting is adjourned – and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than ten) shall be a quorum.

35.3 **CHAIRMAN**

- 35.3.1 The President, or in his/her absence, one of the Vice-Presidents, shall preside as Chairman at each General Meeting or Danish Meeting.
- 35.3.2 If the President and the Vice-Presidents are absent from a General Meeting or Danish Meeting, the Members present shall elect one of their number to preside as Chairman at the meeting.

35.4 **ADJOURNMENT**

- 35.4.1 The Chairman of a General Meeting or a Danish Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to a time and place agreed by the meeting, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which

the adjournment took place.

- 35.4.2 Where a meeting is adjourned for fourteen days or more, a notice of the adjourned meeting shall be given as in the case of the General Meeting or a Danish Meeting.
- 35.4.3 Except as provided in Rule 35.4.2, or when the time and place for the adjourned meeting is not agreed upon at the meeting, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

35.5 **VOTING**

- 35.5.1 A question arising at a General Meeting or a Danish Meeting shall be determined on a show of hands unless before or on the declaration of the show of hands, a poll is demanded.
- 35.5.2 If at a meeting a poll on any question is demanded by not less than three Members, it must be taken at that meeting, in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 35.5.3 A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- 35.5.4 When a question at a General Meeting or a Danish Meeting is determined on a show of hands --
 - 35.5.4.1 a declaration by the Chairman that a resolution has been -
 - 35.5.4.1.1 carried; or
 - 35.5.4.1.2 carried unanimously; or
 - 35.5.4.1.3 carried by a particular majority; or
 - 35.5.4.1.4 lost; and
 - 35.5.4.2 an entry to that effect in the Minute Book of the Club
is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

- 35.6 Upon any question arising at a General Meeting or a Danish Meeting, each Member in attendance has one vote only,

except in the event of an equality of votes when, subject to rule 31.8, the Chairman shall have a second and/or casting vote.

- 35.7 All votes shall be given personally.
- 35.8 A Member who has a material personal interest in a matter that relates to the affairs of the Club shall not be entitled to participate in a vote in relation to that matter at a General Meeting or Danish Meeting unless the Member has declared his/her interest in accordance in the matter and the Members who do not have a material personal interest in the matter pass a resolution that the interest is not of a nature to require the Member to abstain from voting
- 35.9 If a Member in attendance at a general meeting abstains from voting on a resolution, his/her vote will not be included in the calculation of whether the required majority was in favour of the resolution.
- 35.10 A Member is not entitled to vote at any General Meeting or Danish Meeting unless all subscriptions and fees due and payable to the Club have been paid.

36 PROXY VOTING

All voting on any resolutions or in any elections shall be by person and not by proxy.

37 VISITORS TO THE CLUB

- 37.1 Where it is stipulated in these Rules, Members shall be entitled to introduce visitors to the Club as guests of the Members.
- 37.2 A visitor shall not be supplied with liquor in the Club premises unless the visitor is:
 - 37.2.1 a guest in the company of a Member; or
 - 37.2.2 an authorised gaming visitor (as defined in the Liquor Control Reform Act 1998).
- 37.3 Authorised gaming visitors to the Club must:
 - 37.3.1 produce evidence of their residential address before being admitted to the licensed premises of the Club;
 - 37.3.2 carry identification at all times whilst on the licensed premises of the Club;
 - 37.3.3 comply with all relevant Rules and By-Laws of the Club whilst on the licensed premises of the Club.

38 VISITORS' REGISTER

- 38.1 The Club shall maintain a visitors' register recording the name of each visitor to the Club, the date of admission and whether the visitor was:
- 38.1.1 introduced as a guest of Member – in which case the register shall record the name of the Member and the name of the introducing Member; OR
 - 38.1.2 an authorised gaming visitor – in which case the register shall record the residential address of the visitor.

39 COMMISSIONS, ALLOWANCES AND REMUNERATION

- 39.1 No Committee Member, Member, employee or agent of the Club may receive any payment of any amount by way of commission or allowance from the Club's receipts for the supply of liquor.
- 39.2 No Committee Member shall be paid any remuneration or commission for his/her services to the Club, but the Committee shall have the power to grant an honorarium to a Committee Member of such amount as it deems appropriate.
- 39.3 No Member shall receive any dividend or profit whatsoever from the Club other than remuneration for services or product provided, or honorarium for work done as approved by the Committee in accordance with these Rules, or salary or wages paid to employees.

40 ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 40.1 No alteration or addition to these Rules and statement of purposes shall be made except by means of a special resolution at a Danish Meeting where twenty one days notice of the intention to propose the resolution has been forwarded to each Danish Member.
- 40.2 The resolution of the Danish Meeting shall require a three-quarter majority of the Danish Members present and voting to be passed.
- 40.3 An alteration of the statement of purposes or the Rules does not take effect unless and until it is approved by the relevant authority.

41 TRUSTEES

- 41.1 The Danish Members shall appoint 3 persons to act as Trustees of the Club.
- 41.2 The Trustees shall be Danish Members or Honorary Life Members.
- 41.3 Each Trustee shall be appointed for a term of 3 years unless the Members at a Danish Meeting resolve to remove the Trustee/s prior to the completion of their term.
- 41.4 Each Trustee shall be eligible for re-appointment at the expiration of his/her term.
- 41.5 In the event of a vacancy in the position of Trustee, the Members in a Danish Meeting shall be empowered to appoint another person as Trustee of the Club.
- 41.6 The Trustees shall act by majority vote and in the event of there being less than 3 Trustees at any particular time, the Trustees shall act unanimously.
- 41.7 The role of the Trustees shall be to act in good faith as guardians of the Club to ensure the Committee promotes the Club's statement of purposes and as caretakers of the Club's assets.
- 41.8 The Trustees shall formally induct each President upon his/her election as President in order to ensure that the President is aware of the Statement of Purpose of the Club and that the President is committed to promoting the Statement of Purpose of the Club.
- 41.9 The Trustees shall be observers at Committee Meetings and the Committee shall, at least 3 times a year, make a formal report to the Trustees on the operations of the Club.
- 41.10 The Trustees shall report to the Annual Danish Meeting on the operations of the Club.
- 41.11 If, in the reasonable opinion of the Trustees, the Committee acts in a manner prejudicial to the best interests of the Club or makes a decision contrary to the promotion of the Club's statement of purposes and, in the reasonable opinion of the Trustees, such action or decision is of a substantial nature, the Trustees have the right to veto that decision or action.
- 41.12 In the event that the Trustees exercise their right of veto as set out in Rule 41.11:
 - 41.12.1 the decision of the Committee will be ineffective;
 - 41.12.2 the Committee will immediately desist from any action that is the subject of the veto, and shall take

whatever action the Trustees direct as being necessary to maintain or reinstate the status quo until the issue has been resolved at a Danish Meeting convened in accordance with Rule 41.12.3;

41.12.3 the Trustees shall, under their own auspices and without any further referral to the Committee, convene a Special Danish Meeting to be held at the earliest practicable time, in order to have the Danish Meeting consider the issue that is the subject of the veto and, subject to Rule 41.14 the only business to be conducted at the Special Danish Meeting shall be the issue that is the subject of the veto.

41.13 At the Special Danish Meeting convened in accordance with Rule 41.12.3, the Danish Members shall by resolution direct the Committee on how to proceed in respect of the issue that is the subject of the veto, and the Committee shall comply with the resolution of the Special Danish Meeting.

41.14 At the Special Danish Meeting convened in accordance with Rule 41.12.3, the Danish Members may by resolution remove any or all of the Committee Members and may replace any removed Committee Members but shall not be required to replace any removed Committee Members unless the resolution results in the Committee lacking a quorum, in which event the Meeting shall be required to restore a quorum to the Committee.

41.15 Any Committee Member who is appointed in accordance with rule 41.14 shall hold office until the conclusion of the following Annual General Meetings and shall be eligible to nominate for re-election.

41.16 In the event that the Danish Meeting does not replace any removed Committee Member/s a casual vacancy shall be created in the position of the removed Committee Member/s.

42 NOTICES

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

42.2 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.

43 WINDING UP OR CANCELLATION

- 43.1 The Danish Members at a Danish Meeting may, by simple majority of the Members present, pass a resolution for the dissolution of the Club.
- 43.2 Such resolution shall have no effect unless:
 - 43.2.1 the resolution is confirmed at a Special Danish meeting held not less than one month after the meeting referred to in the previous Rule 43.1;
 - 43.2.2 not less than one-half of the Danish Members of the Club are present and voting at the Special Danish Meeting; and
 - 43.2.3 not less than three-quarters of those present and voting at the Special Danish Meeting vote in favour of the resolution.
- 43.3 If the conditions set out in the previous Rule 43.2 are met, the Committee shall proceed to realise the property of the Club and after the discharge of all liabilities shall deliver the money on trust into the care and trust of the trust/s for the Dannebrog Foundation

44 CUSTODY OF RECORDS

- 44.1 Except as otherwise provided in these Rules, the Secretary/Manager shall keep in his custody or under his control, all books, documents and securities of the Club.
- 44.2 All relevant documents shall be available upon written request to the Committee for inspection by Members for purposes related to the good conduct of the Club, which purposes are set out in the request.
- 44.3 The Committee shall determine whether the request made by the Member is for a purpose related to the good conduct of the Club and may refuse a Member access to any relevant documents if it deems that the request is not, in the opinion of the Committee, related to the good conduct of the Club.

45 COMMON SEAL

- 45.1 The Common Seal of the Club shall be kept in the custody of the Secretary/Manager.
- 45.2 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 of two Committee Members of the Club.

46 TRANSITIONAL PROVISIONS

- 46.1 Upon the approval of these Rules by the Registrar for Associated Incorporations ("the approval"):
- 46.1.1 the Office Bearers who were serving immediately prior to the approval shall be the Office Bearers until the conclusion of the next Annual General Meeting following the approval, and unless they are named in Rule 46.2, they shall continue as Committee Members until the conclusion of the second Annual General Meeting following the approval.
- 46.1.2 the Ordinary Committee Members who were serving immediately prior to the approval shall continue to be the Ordinary Committee Members until their term expires in accordance with Rule 46.2 or 46.3.
- 46.2 At the conclusion of the next Annual General Meeting following the approval the following Committee Members shall retire (unless they have previously ceased to be a Committee Member) and shall be eligible to stand for re-election to the Committee in accordance with these Rules:
- Jorn Buur-Jensen
 - Bjarne Nielsen
 - Anders Kjaer Petersen
 - Henning Skallebaek
- 46.3 At the conclusion of the second Annual General Meeting following the approval the following Committee Members shall retire (unless they have previously ceased to be a Committee Member) and shall be eligible to stand for re-election to the Committee in accordance with these Rules:
- Jan Ravnholt
 - Bent Peterson
 - Lars Hansen
 - Stig Jensen

- 46.4 After the approval, and at the relevant time in accordance with these Rules, nominations shall be received, candidates shall be approved and elections shall be held for the vacant positions on the Committee.
- 46.5 After the approval, the members shall be allocated into the relevant category of Membership by the Committee, having regard to the criteria for Membership set out in these Rules and to the category of Membership of the Member immediately prior to the approval.