

**MEMORANDUM AND ARTICLES OF ASSOCIATION  
OF SUNBURY FOOTBALL SOCIAL CLUB LIMITED**

**As passed at an extraordinary General Meeting of the club on Friday May 29<sup>th</sup>  
2009**

**Updated on 29<sup>th</sup> April 2015**

**Updated on 26<sup>th</sup> October 2016**

## **MEMORANDUM AND ARTICLES OF ASSOCIATION OF SUNBURY FOOTBALL SOCIAL CLUB LIMITED**

### **Articles**

The operations of the SFSC shall always be conducted in accordance with Federal and Victorian legislation and the rules regulations of any and all statutory bodies governing the different fields of business operations conducted by the SFSC, inter-alia the Liquor Licensing Commission and the Victorian Casino and Gaming Commission.

1. The Regulations contained in Table A of the Fourth Schedule of the Companies Act 1961 shall not apply to the SFSC and the following Articles of Association shall apply in lieu thereof.

In these Articles unless there is something in the subject or context inconsistent therewith; -

"The Act" means the Corporations Law and any statutory modification thereof.

"SFSC" means the Sunbury Football Social Club Limited.

"The Commission means the Liquor Licensing Commission constituted under the Liquor Licensing Act as amended from time to time.

"The Authority" means the Victorian Casino & Gaming Authority constituted under the Gaming Machine Control Act 1991.

"The Rules" mean the Memorandum and Articles of Association of SFSC.

"The Committee" means the Committee constituted pursuant to the rules.

"The Office" means the registered office for the time being of SFSC.

"The Register" means the register of members to be kept pursuant to the Corporations Law

"Month" means calendar month.

"In writing, " means written or printed or typewritten or partly printed or partly typewritten.

Words importing the singular number only include the plural and vice versa.

Words importing persons include corporations.

The Heading of Rules and the grouping of rules shall not affect the interpretation of the rules.

## PURPOSE AND MEMBERS

2. The purposes for which the SFSC is established are:

- a) to encourage the sport of Australian Rules Football by promoting playing of Australian Rules Football in general and in particular to promote same by maintaining, providing and supporting a team or teams of footballers for the Sunbury Football Club to compete in the Football League competition with other member Clubs thereof;
- b) to preserve and foster the ideals of the SFSC to which the main purpose is the encouragement of the sport of Australian Rules Football:
- c) to establish, maintain and provide Social Club premises for the enjoyment of Members of the SFSC upon premises of which the SFSC is bona fide occupier and (when duly admitted into the Social Club premises in accordance with the laws of the State and the Constitution of the SFSC) for the enjoyment of guests of Members and of other authorised persons;
- d) to provide to Members and all authorised persons the usual privileges, advantages, conveniences, entertainment, food and beverages and means of enjoyment (including lawful games) as are usually provided to members of a licensed Social Club:
- e) to establish lease, hire, own, manage or maintain such Social Club premises, grounds and equipment as may be required for carrying out the above objects;
- f) to promote and hold either alone or together with or against any other Club body of person or persons meetings, competitions and matches including the fielding of teams in connection with football and all kinds of indoor or outdoor sports or pastimes and to contribute towards the giving of prizes, medals and awards therefore;
- g) to establish, promote or assist in establishing or promoting or to subscribe to or become a member of or amalgamate with any other Club or Association or League with objects similar to those of the SFSC for the establishment or promotion of or amalgamation with which may be beneficial to the SFSC and to pay any subscription fee or sum payable to such League, Club or Association which shall be paid bonafide in furtherance of the objects of some of the objects of the SFSC. Provided that no amalgamation may be made with any other Club or Association the distribution of whose and property is not restricted to an extent at least equally as great as distribution of income and property of the SFSC is restricted by this Constitution;
- h) to do all such other lawful things as are incidental or conducive to the attainment of these objects or which may be calculated to advance directly or indirectly the interests of the SFSC; and

- i) to provide financial support and donations to the Sunbury Football Club.

The SFSC, for the purpose of registration only, is declared to consist of two thousand members. The Committee may, whenever the business of SFSC requires it, register an increase of members. The premises upon which the SFSC is established and the accommodation therein shall be maintained in such manner as to be suitable for the SFSC having regard to its purpose and the number of its members. No more than the maximum numbers from time to time permitted by the Liquor Licensing Commission shall be on the Club premises at any one time. Membership of the SFSC shall be restricted to persons of good character. No person under 18 years shall be admitted as a member of SFSC.

#### CATEGORIES OF MEMBERSHIP

3. The categories of membership shall be:

(a) Full Members

Being persons not less than 18 years of age elected in accordance with Article 6 hereof;

(b) Life Member

Being persons not less than 18 years of age elected in accordance with Article 7 hereof who have rendered special services to SFSC;

(c) Foundation Members

Being persons not less than 18 years of age who, before the 31<sup>st</sup> day of October 1985, paid \$1000 on his election and who shall, subject to the Rules remain a member for life

(d) Temporary Members

Being persons not less than 18 years of age possessing the following qualifications:-

Persons who have applied for membership of SFSC and are awaiting election as Members;

(e) Gaming Members

Persons not less than 18 years of age who have been duly elected to SFSC as such and who pay an annual subscription fee of such sum as the Committee may from time to time determine subject to the provisions herein contained and subject to such limitations and restrictions as the Committee in its discretion may from time to time in relation to Gaming Members prescribe. Gaming Members shall enjoy all the privileges and facilities of the SFSC provided that Gaming Members shall not be entitled to attend or neither vote at any meeting of SFSC nor shall they introduce guests to SFSC.

(f) Authorised Gaming Visitors

(i) Subject at all times to the SFSC being the holder of a Venue Operators Licence issued under the provisions of the Gaming Machine Control Act 1991, an Authorised Gaming Visitor (as herein defined) being a person who is not a member or a guest of a member, may be admitted to the SFSC

on any day when guests are allowed for the purposes of playing Gaming Machines and for the use of such other SFSC facilities as the Committee may from time to time permit. Authorised Gaming Visitors may not introduce guests to SFSC.

(ii) The General Manager must keep on the premises a register of Authorised Gaming Visitors containing the name and residential address of each Authorised Gaming Visitor admitted and the date of that admission.

(iii) An Authorised Gaming Visitor must:-

- (a) Produce evidence of his or her residential address before being admitted to the SFSC premises.
- (b) carry identification at all times whilst on the licensed premises;
- (c) comply with the relevant rules of SFSC whilst on the licensed premise.

(iv) For the purpose of these rules an Authorised Gaming Visitor is hereby defined as a person who:-

- (a) is over 18 years of age;
- (b) whose place of residence is more than 5 kilometres from the licensed premises;
- (c) is not a person who the Committee of SFSC has determined should not be admitted.

4. All classes of Full Members, Life Members and Foundation Members shall be entitled to all rights and privileges of the SFSC including the right to vote and hold office. Temporary and Gaming Members shall have such rights and privileges as are provided by these Articles.

#### MEMBERS GUESTS

5. Only full, life and foundation members are entitled at any time to sign guests into the club. A full life or foundation member shall not sign in more than four guests at any one time and no guest shall be admitted to the club more than four times in any financial year provided always however that there shall be no limitation on the number of occasions on which a member may introduce as a guest to the Club their spouse or child. At all times these guests must comply with current liquor and gaming licensing laws

#### ELECTION OF MEMBERS

6. (a) Any person possessing the qualifications referred to in paragraph 3(a), wishing to become a member of SFSC must complete an application form which shall contain the name, address and date of birth of the applicant and the date of application and be signed by the applicant. The applicant must provide suitable proof of age. The application form, when properly completed, together with the subscription fee, as fixed by the members of the SFSC, shall be handed to the General Manager,

(b) The application will be considered at the next directors meeting where the application will be considered and voted on. The Directors shall elect all members other than Life Members. The decision of the Directors as to whether any candidate has been duly elected or not shall be final.

(c) On the election of a new member the General Manager shall forward or hand to such member a copy of the Articles of SFSC for the time being in force.

(e) The payment of the subscription, or using SFSC property or amenities

shall imply a members acquiescence in the Articles, By-Laws and Regulations of the SFSC

(f) Any person whose application for membership is rejected or whose election is voided under Article 6 shall not again apply for membership for a period of at least 6 months from the date of the rejection or voidance of membership.

(g) Any person whose application is rejected will have the subscription fee refunded

#### LIFE MEMBERS

7. Any person, who shall have rendered special service to SFSC, may at any Annual General or Special General Meeting, on the recommendation of at least three-quarters of the numbers of members of the Committee and on receiving the votes of at least three-quarters of members present at such meeting, be elected a Life Member of the SFSC with full privileges without payment of Annual Subscription,

#### MEMBERSHIP SUBSCRIPTIONS

8. The membership year for annual subscriptions is determined to be from the 1<sup>st</sup> of April to the 31<sup>st</sup> of March. The annual subscription fee for each category of membership shall be determined from time to time by the Committee of the SFSC. Subject to article 3 hereof, if any member shall fail to pay their annual subscription as determined by the Committee on or before 30<sup>th</sup> May in any one year they shall as from that date cease to be a member of the SFSC.

9. If any fee or subscription or charge or any instalment thereof shall remain unpaid for a period of two months after it becomes due the member concerned shall be notified by the General Manager in writing of the default and if the sum due still remains unpaid for a further period of fourteen days after the issue of the default notice the Committee shall, unless it considers that there is sufficient reason for the delay in payment, by resolution debar such member from all privileges and his name may at any time thereafter be removed by resolution of the Committee from the Register.

#### CESSATION OF MEMBERSHIP

10. A member may at any time by giving notice in writing to the General Manager resign his/her membership of SFSC but shall continue to be liable for any monies payable pursuant to the Rules and outstanding at the date of his/her resignation or payable by him/her under the Memorandum of Association.

11. If any member shall refuse or neglect to comply with the objects and Rules of SFSC or if any member shall in the opinion of the Committee be guilty of any conduct unbecoming of a member or prejudicial to the interests of the SFSC such member may be expelled by a resolution passed by not less than three-quarters of the Committee and such resolution need not state the grounds facts or opinions upon which it is based PROVIDED:-

(a) That at least seven days before the meeting at which such resolution is passed the member concerned shall have been notified in writing of the allegations made against him/her and requested to be present at the meeting and that he/she shall at such meeting have an opportunity of giving orally or in writing any explanation or defence he/she may think fit, and

(b) That seven days' written notice of the meeting to consider the case of a member under this rule be given to the members of the Committee and that the notice convening the meeting shall state the case of the particular member or members and the question of his/hers or their membership is to be considered, and

(c) That the member concerned shall have the right to appeal to a general meeting of SF SC by giving the General Manager written notice of such appeal not later than 14 days after the receipt by him/her of his/her expulsion whereupon the General Manager shall, if a general meeting is to be held within six weeks of receipt of the notice of appeal, place the said appeal on the agenda of that meeting or if no such meeting is to be held forthwith, convene an extraordinary general meeting for the purpose of hearing such appeal which meeting shall be held within six weeks of receipt by the General Manager of the notice of appeal. A simple majority of members present shall be required to allow the appeal.

(d) Any member expelled in accordance with the Rules or otherwise ceasing to be a member of the SFSC shall forfeit all rights to any claim upon the SFSC or its property or funds as he/she would by reason of membership.

(e) At the expiration of any financial year in respect of which any person shall have paid his/her subscription the General Committee, if it is of the opinion that it is undesirable in the interests of the SFSC that such person should continue as a member, may decline to accept any further subscriptions from such persons. The General Manager shall notify such person of this decision and he/she shall thereupon cease to be a member of the SFSC. However, he/she shall have the right of appeal and on the same conditions as stated in Rule 11(c).

#### REGISTER OF MEMBERS

12. The General Manager shall keep in the SFSC premises a Register setting forth the full name and address, date of birth of each member and specifying the class of member to which he/she belongs and setting out the date of the last payment by each member of his/her subscription. The Register shall be open at any time to inspection by the Supervisor of Licensed Premises or any officer authorised by him in writing and to the inspection by any member of the Police Force authorised by the Licensing Inspector. Every Member shall communicate in writing his/her address, or any change thereof to the General Manager, who shall register the same. All notices posted or delivered to such address shall be deemed to have been duly received. If no address is given, notices left at the SFSC premises shall be deemed to have been delivered.

#### MEETINGS AND PROCEEDINGS THEREAT

13. An annual general meeting of the SFSC shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meetings shall be called extraordinary general meetings.

14. The Committee may whenever it thinks fit convene an extraordinary general meeting and the Committee shall upon the requisition of ten per centum of members who would at the date of the requisition be entitled to attend and vote at a general meeting of the SFSC convene such a meeting or such a meeting may in default be convened by such requisitionists as provided for by the Act. The requisition shall be in writing, state the object of the meeting and signed by all of the requisitionists and shall state their registered address and membership number and shall be delivered to the General Manager who shall not less than seven nor more than fourteen days after

receipt of such requisition convene an extraordinary general meeting of the SFSC. In the case of an extraordinary meeting convened by the Committee of its own motion, a quorum shall be ten per centum of all the members of the SFSC entitled to attend and vote thereat present in person and in the case of an extraordinary meeting convened upon the requisition of members as aforesaid, a quorum shall be ten per centum of all the members of the SFSC entitled to attend and vote thereat and present in person. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition shall be dissolved. In any other case, the meeting shall be adjourned by the Chairman and if at such adjourned meeting a quorum is not present those members who are present shall be a quorum and may transact the business for which the meeting was called.

15. Subject to the provision of the Act relating to special resolutions and agreements for shorter notice, twenty-one (21) days' notice at the least (exclusive of the day on which the notice served or deemed to be served, but inclusive of the day on which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to every full and life member and to the Auditor. Notice shall be deemed to have been given to such members via their or the SFSC's preferred means of communication, either by pre-paid mail, electronic mail, social media or SMS text and a copy is posted in a conspicuous place in the SFSC rooms.

16. All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the appointment of an auditor, the consideration of the accounts and balance sheet, the election of members of the Committee in place of those retiring and the reports, of the Committee and the auditor. Any items of special business need to be in writing to the General/Manager by seven days prior to the meeting.

17. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as Rule 19 provides, ten per centum of all full members of the SFSC entitled to attend the meeting and vote thereat and present in person shall be a quorum. (For the purpose of this Rule "member" includes a person attending as a proxy

18. The Chairman of the Directors shall preside as Chairman at every general meeting of the SFSC, or if there is no such Chairman, or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act then the Vice Chairman if any, of the Committee or if there is no such Vice Chairman or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of the director present to be Chairman and if no directors is present , the members shall elect one of their number to be Chairman of the meeting.

19. The Chairman may, with the consent of the meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall



not be necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting.

20. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded: -

- (a) by the Chairman of the meeting;
- (b) by at least four members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

21. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

22. In the case of an equality of votes, whether on a show of hands or in a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

23. Only full members of the SFSC whose subscription has been paid in full at the time of a meeting and Foundation Members of the SFSC whose subscription has been paid and Life Members shall be entitled and permitted to vote at any meeting of the SFSC. At meetings of the SFSC each member entitled to vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote, and on a poll every member present in person or by proxy or by attorney shall have one vote.

24. No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is given or rendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

25. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing. A proxy may but need not be a member of the SFSC. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

26. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit: -

I/We  
of,  
being a member/members of the abovementioned Club, hereby appoint

of  
or failing him/her

of  
as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as  
the case may be) general meeting of the Club, to be held on the  
day of , 200 .

This form is to be used \* in favour of they resolution  
against

\* strike out whichever is not desired. (Unless otherwise instructed, the proxy may  
vote as he/she thinks fit).

27. The instrument appointing a proxy and the power of attorney or other  
authority, if any, under which it is signed or a notarially certified copy of that power  
of authority shall be deposited at the registered office of the SFSC at not less than  
forty-eight hours before the time for holding the meeting or adjourned meeting at  
which the person named in the instrument proposes to vote, or, in the case of a poll ,  
not less than twenty-four hours before the time appointed for taking of the poll, , and  
in default the instrument of proxy shall not be treated as valid.

28. A vote given in accordance with the terms of an instrument of proxy or attorney  
shall be valid notwithstanding the previous death or unsoundness of mind of the  
principle of revocation of the instrument or of the authority under which the  
instrument was executed, if no intimation in writing of such death, unsoundness of  
mind or revocation, as aforesaid has been received by the SFSC at the registered  
office before the commencement of the meeting or adjourned meeting at which an  
instrument is used.

#### COMMITTEE OF MANAGEMENT

29. The business and affairs of the SFSC shall be vested in the Committee, which  
shall be elected by the full financial, life and foundation members. The Committee  
shall be elected for a period of no less than 12 months and consist of not more than  
eight and not less than five members one half of whom, save as hereinafter provided,  
shall be elected by the members at each annual general meeting of SFSC. For the  
purposes of the Act, the member of the Committee shall be the Directors of SFSC.

30. The Chairman Vice-Chairman and Treasurer shall be chosen from and by the  
Committee and shall form the executive of the Club

31. The first Committee shall hold office for two years whereupon one half of the  
Committee shall retire and the remaining one half the following year and  
subsequently there shall be an election of one half of the Committee every year.

32. In the event of a casual vacancy occurring in the Committee for any reason the directors have the power to appoint a replacement director who shall serve the balance of the term of office of the person he/she is replacing.

33. All nomination for director shall be in writing signed by the proposer seconder and candidate all of whom must be full, life or foundation members of SFSC provided that the candidate must be a member of at least two years standing although the Committee may in circumstances considered by it to be unusual waive this requirement. Once elected a director must be a full member of the social club and a full member of the Sunbury Football Club Inc. Nominations shall be delivered to the General Manager not less than fourteen days before the due date of the elections.

34. If more candidates than there are vacancies are nominated for the Committee the election shall be by ballot by those members present at the annual general meeting of SFSC

35. The Committee shall at its last meeting before the annual general meeting appoint a returning officer and scrutineers to conduct the election of the Committee members.

36. The office of the Committeemen shall ipso facto become vacated if the Committeeman: -

- (a) becomes bankrupt or makes an arrangement or composition with his/her creditors generally;
- (b) becomes prohibited from being a Committeeman by reason of any orders under the Act;
- (c) ceases to be a Committeeman by virtue of the Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his/her office in accordance with these Rules;
- (f) is absent, without the permission of the Committee for more than six months from meetings of the Committee held during that period.
- (g) fails to comply with any part or parts of requirements regulations and directions given or made from time to time under The Gaming Machine Control Act, Liquor Control Act or by any authorised officer appointed there under.

In these Rules, a Committeeman is a Director as defined in the Act.

37. A Committeeman may resign upon giving one month's notice in writing to the Committee of his/her intention to do so.

38. No person shall receive a greater profit benefit or advantage from the SFSC than that received by every member thereof other than a remuneration or honorarium approved by the Committee for the work done by the General Manager or other officers of the SFSC or salary or wages paid to employees.

PROCEEDINGS OF THE COMMITTEE

39. The Committee shall meet together for the dispatch of business adjourn and otherwise regulate its meetings as it thinks fit provided always that it shall meet at least once every month. The quorum necessary for the transaction of business by the Committee shall be five members personally present and entitled to vote thereat. It shall cause proper minutes to be made and kept in a book provided for that purpose of the names of Committee present at all meetings and of all proceedings thereat.

40. At all meetings of the Committee the Chairman or in his/her absence the Vice Chairman shall be chair meeting but if neither of them were present then the Committee may elect one of their numbers to be Chairman for that meeting.

41. The General/Manager shall upon request of three or more Committee members call a special meeting of the Committee.

42. Questions arising at any meeting of the Committee shall be decided on a majority of votes and in the case of equality of votes the Chairman shall have a second or casting vote.

43. The management of the business and affairs and the control of the SFSC shall be vested in the Committee and without prejudice to the generality thereof it is hereby declared that the Committee shall have the following powers, that is to say:-

(a) To determine who shall be entitled to sign bills, rates, receipts, acceptances, endorsements, cheques, releases, contracts and documents on behalf of the SFSC.

(b) To borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the SFSC or of any third party.

(c) To make regulations providing for the conduct of the ballot for the election of officers of the SFSC and members of the Committee.

(d) To make by-laws or regulations of the SFSC at any time in like manner to annul or vary any by-laws or regulations so made, and all by-laws or regulations so made, and for the time being in force shall be binding on the members of the SFSC and shall have full effect accordingly; and it is expressly declared that without restricting the generality of the foregoing words the following shall inter alia be deemed to be by-laws or regulations in relation to the SFSC within the meaning of the clause, that is to say by-laws or regulations:-

(e) The General Manager shall be responsible for ensuring that correct accounts and books showing the financial affairs of the SFSC are kept and for the submission annually to the Committee of the balance sheet of the SFSC certified as being correct by the auditors for each financial year.

(f) While and so long as the SFSC is licensed under the Liquor Licensing Act (as amended from time to time) the General Manager shall within one month from the making of any amendment or alteration of the Rules forward to the Secretary of the Commission a certified copy of every such alteration or amendment.

(g) The General Manager shall in the performance of his/her duties obey all lawful and proper directions of the Committee, which shall have power to dismiss him/her from office and fill any vacancy occurring from any cause in the office of General Manager.

44. (a) Subject to Article 43 hereof and save in respect of matters relating to the sale, disposal or consumption of liquor the Committee may delegate any of its powers to sub-Committees consisting of such member or members of its body it thinks fit. Any sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations or restrictions that may from time to time be imposed upon it by the Committee.

(b) The Committee may dissolve any sub-Committee or terminate the appointment of any member of a sub-Committee at will.

(c) Members of sub-Committees shall hold office for one year only and may if eligible be re-appointed after the annual general meeting.

45. The Committee shall have the power to appoint an Assistant General manager and to define his duties in conjunction with those of the General Manager

#### TREASURER

46. The duties of the Treasurer shall be to liaise with the general manager and those responsible for the accounting reports to ensure that these meet the requirements demanded by law and report on a regular basis to the directors the financial position of the club.

#### AUDITOR

47. (a) An Auditor shall be appointed who qualifies as such according to the Act and his duties shall be regulated in accordance with the Act.

(b) The SFSC shall appoint an auditor and his appointment remuneration rights and duties shall be regulated in accordance with the Act.

(c) The auditor shall make a report to the members on the accounts examined by him/her and on every balance sheet laid before the SFSC in general meeting during his/her tenure of office and the report shall state whether or not he/she has obtained all the information and explanation he/she has required and whether in his/her opinion the balance sheet and profit and loss account referred to in the report are properly drawn up and so as to exhibit a true and fair view of the state of the SFSC's affairs and whether the accounting and other records are properly kept in accordance with the Act and such other things as by the Act he/she is required to do and report on.

#### DISCIPLINE

48. (a) Every member of the SFSC undertakes to comply with the Rules and By-Laws of the SFSC and any refusal or neglect to do so shall render such member liable to discipline, which could involve expulsion as per Article 11.

(b) The General Committee shall have the power to censure, fine or suspend any member for any conduct which is in its opinion is unbecoming to a member. Provided always that such member shall be entitled to seven days notice of the charge against him/her, and to be present at the hearing thereafter by such Committee.

(c) Any member censured, fined or suspended by the Committee shall be entitled to appeal against the decision to a Meeting of the Committee by giving the written notice of such appeal not later than 14 days after the receipt by him/her of his/her

censure, fine or suspension whereupon the General Manager shall place the said appeal on the agenda of the next meeting of the Committee.

49. No member cautioned admonished or expelled or otherwise penalised in pursuance of Rules 11 or 48 shall have any right of appeal except as therein set out.

50. Any member expelled in pursuance of the foregoing provisions shall forfeit all rights to and claims upon the SFSC and the property and funds of the SFSC.

#### LIQUOR REQUIREMENTS

51. All visitors, members and guests must comply with current liquor and gaming licensing laws

52. No amount shall be paid to an officer or servant of the SFSC by way of commission or allowance from receipts of the SFSC for the sale and disposal of liquor.

53. A person shall not: -

- a. Be admitted as a Temporary Member or Honorary Member; or
- b. Be exempted from the obligation to pay the subscription

unless the person is of a class specified in the Articles and the admission or exemption is in accordance with these Articles.

54. A guest of the club must not be supplied with liquor on the SFSC premises unless the guest is:

- a. a guest in the company of a member of the SFSC; or
- b.** a authorised gaming visitor in accordance with the rules of the SFSC, admitted in accordance with the rules of the SFSC,

55. The general manager must keep on the premises a register of guests to the SFSC containing the name and residential address of each guest admitted and the date of that admission.

56. No liquor shall be sold or supplied to any person under eighteen years of age and no such person shall have or consume any liquor on the SFSC premises except where any such person is accompanied by a spouse or parent or guardian and the liquor sold or supplied for consumption as part of a meal supplied on the SFSC premises.

57. No liquor shall be sold or supplied for consumption elsewhere than on the SFSC premises unless the member purchasing the same removes such liquor from the premises of the SFSC.

58. No person under eighteen years of age, except persons who are being trained as waiters and are not allowed to serve behind the bar, shall be employed by the SFSC.

#### INTEREST ON MONEY BORROWED FROM MEMBERS

59. For the purposes of clause 3 of the Memorandum of Association the SFSC may pay on money borrowed from members, interest at a rate not greater than that from time to time charged by Bankers in Melbourne on overdraft accounts.

#### COMMON SEAL

60. The Committee shall provide for the safe custody of the common seal of the SFSC, which shall not be affixed to any document except by the authority of a resolution of the Committee and authority of a resolution of the Committee in the presence of any three Committeepersons or such other person or persons the Committee appoint for the purpose who shall thereupon on every such instrument sign their name or names or in any such other manner as the Committee may from time to time determine. Should the Common Seal be affixed without the authority of the Committee the affixing of the Common Seal shall nether the less be valid and bind the SFSC if such affixation of the Common Seal is subsequently ratified by the Committee at anytime thereafter.

#### INDEMNITY

61. The Committeepersons, Agents, Auditor, General Manager and other officers for the time being of the SFSC and the Trustees (if any) for the time being acting in relation to any of the affairs of the SFSC and every of them and every of their heirs executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions costs charges losses damages and expenses which they or any of them their or any of their heirs executors or administrators shall or may incur or sustain by or by reason the execution of their duty or supposed duty in their respective office or trusts except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively and none of them shall be answerable for the acts receipts neglects or default of the other or others of them of for joining in any receipt for the sake of conformity or for any bankers or other persons with whom any moneys or effects belongings to the SFSC shall or may be lodged or deposited for safe custody or for any defects of title of the SFSC to any property purchased or for insufficiency or deficiency of or defect of title of the SFSC to any security upon which any moneys of or belonging to the SFSC shall be placed out or invested or for any loss misfortune or damages resulting from any such cause as aforesaid or which may happen in the execution of their respective office or trusts or in relation thereto except where the same shall happen by or through their own wilful neglect or default respectively.

#### LIMITED BY GUARANTEE

62. The SFSC is a company limited by Guarantee and therefore the liability of Members of the SFSC is limited. Every Member of the SFSC undertakes to contribute to the assets of the SFSC in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the SFSC contracted before the time at which he ceased to be Member and of the costs charges and expenses of-winding up the SFSC and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding \$5.00.

#### DISTRIBUTION OF PROFITS

63. The Company may not distribute profits and assets among members while the SFSC is functional.

#### WINDING UP

64. If upon the winding up of or dissolution of the SFSC there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members of the SFSC but shall be given or transferred to some institution or institutions having objects similar to the objects of the SFSC and whose Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the SFSC such institution or institutions to be determined by the members of the SFSC at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.