



RULES

of

Melbourne Cricket Club Long Room Wine and Food Society Inc.

(Incorporated under the Associations Incorporation Reform Act 2012 (Vic.))

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RULES

of

Melbourne Cricket Club Long Room Wine and Food Society Inc.

PREAMBLE

Melbourne Cricket Club Long Room Wine and Food Society Incorporated ("***Society***") is a voluntary not-for-profit incorporated association established to facilitate social activity among members of the Society who are also desirous of furthering their interest in fine wine and food, within the Melbourne Cricket Club¹ ("***MCC***").

The Society is affiliated with but separate from the MCC. Upon its incorporation, the Society will enter into an affiliation agreement with the MCC ("***the Affiliation Agreement***") under which, among other things:

- the Society is granted a licence to use the name "Melbourne Cricket Club" in its name and the MCC logo;
- certain premises of the MCC are made available for use by the Society; and
- the MCC must provide certain administrative assistance and benefits to the Society,

on the terms and subject to the conditions set out in the Affiliation Agreement.

The members of the Society are bound by these Rules and the Society's Code of Conduct.

¹ The Melbourne Cricket Club is incorporated under the *Melbourne Cricket Club Act 1974* (Vic).

PART 1—PRELIMINARY

1 Name

- (1) The name of the incorporated association is "Melbourne Cricket Club Long Room Wine and Food Society Incorporated".
- (2) The MCC has granted the Society a licence to use the name "*Melbourne Cricket Club*" and the initials "*MCC*" in its name or in connection with its activities. However, if so required under the Affiliation Agreement, the Society must change its name to a name that does not include "*Melbourne Cricket Club*" or "*MCC*", and must cease using the words "*Melbourne Cricket Club*" or the initials "*MCC*" or "*MCG*", or any derivative or similar name of any of them, in its name or in a way that implies any association with the MCC. The Society, the Committee and the members must promptly take all reasonable steps to effect a change in the name of the Society to a name selected by the MCC Committee, if the MCC requires the Society to change its name as aforesaid.

2 Purposes

The purposes of the Society are—

- (1) to take over the unincorporated association named the "Melbourne Cricket Club Long Room Wine and Food Society";
- (2) to facilitate social activity among members of the Society;
- (3) to further their interest in fine wine and food, within the MCC; and
- (4) to undertake and do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

3 Financial year

- (1) The first financial year of the Society shall commence on 1 July 2023 and end on 30 June 2024 unless the Committee determines that this proviso does not apply, that if such period would be less than six months, the first financial year of the Society shall commence on the date of incorporation of the Society and end on the second 30 June falling after the date of incorporation.
- (2) Each subsequent financial year of the Society shall be a period of 12 months commencing at the expiration of the previous financial year of the Society, or such other period (whether longer or shorter than 12 months) not exceeding 18 months as the Society resolves.

4 Definitions and interpretation

- (1) In these Rules—

absolute majority, of the Committee, means a majority of the Committee members currently holding office and entitled to vote at the time (as distinct from a majority of Committee members present at a Committee meeting);

Act means the *Associations Incorporation Reform Act 2012* (Vic.) and includes any regulations made under that Act;

Chair of a general meeting or Committee meeting, means the person chairing the meeting as required under these Rules;

Committee means the Committee having management of the business of the Society;

Committee meeting means a meeting of the Committee held in accordance with these Rules;

Committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

financial year means the period determined in accordance with Rule 3;

general meeting means a general meeting of the members of the Society convened in accordance with Part 4 and includes an annual general meeting and a special general meeting;

MCC means the Melbourne Cricket Club, a body corporate incorporated under the *Melbourne Cricket Club Act 1974* (Vic.);

MCC Caterer means the caterer that is appointed by the MCC from time to time;

MCC Committee means the committee of the MCC;

MCC Member means a member of the MCC;

member means a member of the Society;

member entitled to vote means a member who under these Rules is entitled to vote at a general meeting;

Regulations means any regulations that are made under these Rules;

Rules means the Rules of the Society as set out in this document as amended from time to time in accordance with these Rules and the Act;

Society means the Melbourne Cricket Club Long Room Wine and Food Society Incorporated;

special general meeting means a meeting of the type referred to in Rule 22;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

subscriptions means the subscriptions set by the Committee from time to time and payable by members;

the Registrar means the Registrar of Incorporated Associations.

- (2) Headings and notes are for convenience only, and do not affect interpretation.
- (3) The following rules apply in interpreting these Rules, except where the context makes it clear that a rule is not intended to apply—
 - (a) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation or those rules as re-enacted, amended or replaced;
 - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
 - (iv) anything (including a right, obligation or concept) includes each part of it.
 - (b) A singular word includes the plural, and vice versa.

- (c) A word which suggests one gender includes the other genders.
 - (d) If a word is defined, another part of speech has a corresponding meaning.
 - (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
 - (f) A power, authority or discretion to do something includes a power, authority or discretion, exercisable in the like circumstances, to revoke or undo it.
 - (g) A word (other than a word or expression defined in Rule 4(1)) which is defined by the Act has the same meaning in these Rules where it relates to the same matters as the matters for which it is defined in the Act.
- (4) In these Rules, a reference to something being written or in writing includes that thing being represented or reproduced in any mode in a visible form. Where, under these Rules, the signature, approval or assent of a person is required, that requirement is taken to have been satisfied by an written electronic communication if the Committee is satisfied that the method used for the communication identifies the person and indicates the person's intention to sign the relevant document or give approval or assent in respect of the information communicated, as the case requires.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Society has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting Rule 5(1), the Society may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) apply for and hold a licence under the *Liquor Control Reform Act 1998* (Vic.);
 - (g) appoint agents to transact business on its behalf;
 - (h) enter into any other contract it considers necessary or desirable.
- (3) The Society may only exercise its powers and use its assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Society must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Rule 6(1) does not prevent the Society from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Society must have at least 5 members.

8 Who is eligible to be a member

- (1) The members of the Society are, subject to these Rules:
 - (a) the persons determined under section 51(1) of the Act; and
 - (b) those persons who are subsequently admitted to membership in accordance with these Rules and whose names are entered on the register of members.
- (2) The Society shall have the following classes of members with the following eligibility criteria:

CLASSES	QUALIFICATIONS & RESTRICTIONS
Ordinary	A person who is a financial MCC Member
Life	<p>A member who in the opinion of the Committee, as a member of the Society, has rendered special service to the Society, and is elected on the recommendation of the Committee as a Life Member by special resolution of the Society.</p> <p>The total number of living Life Members from time to time shall must not exceed 10, and that no more than two such Life Members may be elected in any year</p>
Honorary	At the discretion of the Committee

- (3) A person who becomes a member on incorporation of the Society by virtue of the Act shall be taken to be in the same class of member as they were immediately before incorporation.

9 Application for membership

- (1) To apply to become a member of the Society, a person must submit a written application by the method and in the manner and form prescribed by the Committee stating that the person—
 - (a) wishes to become a member of the Society; and
 - (b) supports the purposes of the Society; and
 - (c) agrees to comply with these Rules.
- (2) The application must be —
 - (a) signed by the applicant; and
 - (b) accompanied by the application fee (if any).
- (3) The Committee may determine procedures and waiting lists in relation to applications received.

- (4) The Committee may determine the amount of any application fee required to accompany a person's application for membership.

10 New membership

- (1) If an application for membership is approved by the Committee—
 - (a) the resolution to accept the membership must be recorded in the minutes of the Committee meeting; and
 - (b) subject to Rule 11(3) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Society and, subject to these Rules, is entitled to exercise his or her rights of membership from the date the person's details are entered in the register of members in accordance with Rule 10(1).

11 Annual subscription and application fee

- (1) The Committee must determine—
 - (a) the amount of the annual subscription (if any) payable by members (other than Life Members and Honorary Members) for membership for a financial year.;
 - (b) the date for payment of the annual subscription.
- (2) The Committee may determine that the annual subscription is payable, or may be paid, by members in instalments.
- (3) The Committee may determine that, for any person to become a new member after the date of incorporation of the Society, the person must pay to the Society, by way of joining fee and subscription for the financial year in which he or she becomes a member—
 - (a) if the person is admitted as a new member after 30 November in the financial year—an amount equal to one-half of the full annual subscription;
 - (b) otherwise—the full amount of annual subscription for the financial year.

The aforesaid payment must be made before the person's details will be entered in the register of members under Rule 10(1).

The rights of a member (including the right to vote) who has not paid a subscription (or an instalment) by the due date are suspended until the subscription is paid.

12 General rights of members

- (1) A member of the Society who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
 - (b) to submit items of business for consideration at a general meeting;
 - (c) to attend and be heard at general meetings;
 - (d) subject to these Rules, to vote at a general meeting;

- (e) to have access to the minutes of general meetings and other documents of the Society as provided under Rule 71; and
- (f) to inspect the register of members in accordance with the Act.

- (2) Subject to these Rules, every member is entitled to vote at a general meeting of the Society..
- (3) Membership itself does not confer any right to attend or participate in any function, event or activity promoted or hosted by the Society, except as determined by the Committee. The Committee may require members wishing to attend or participate in any function, event or activity promoted or hosted by the Society to pay a fee (to be determined by the Committee) to do so. Such fees are in addition to other amounts payable under these Rules. Regulations may be made by the Committee for or in relation to functions, events and activities.

13 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

14 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion, death or if a person ceases to be a member of the MCC.
- (2) If a person ceases to be a member of the Society, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

15 Resigning as a member

- (1) A member may resign by notice in writing given to the Committee.
- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription (or an instalment) is more than 3 months in arrears; or
 - (b) the member ceases to be an MCC Member for any reason.
- (3) A member who resigns from the Society or otherwise ceases to be a member is not entitled to any refund of any subscriptions or other amounts previously paid to the Society.

16 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) the class of membership to which the member belongs;
 - (v) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Division 2—Disciplinary action

17 Misconduct of members

- (1) If the Committee is of the opinion that a member has behaved in a manner unbecoming of a member of the Society (including by willingly breaching these Rules, their ongoing failure to pay any money due and payable, or behaving in a manner prejudicial to the interests of the Society), the Committee may, at its discretion:
 - (a) discipline that member by reprimand or censure;
 - (b) suspend that member from membership of the Society for a specified period or indefinitely; or
 - (c) expel that member from membership of the Society.
- (2) Any member suspended or expelled pursuant to Rule 17(1)(b) or 17(1)(c) above may appeal against that suspension or expulsion by way of a re-hearing to an appeal committee appointed by the MCC Committee.

18 Serious misconduct of members Reportable to MCC

- (1) If the Committee is of the opinion that a member has behaved in a manner unbecoming of an MCC member, as an alternative to taking action under Rule 17(1) above, the Committee may pass any information relating to that member's misconduct onto the MCC's Chief Executive Officer for investigation and determination in accordance with Rule 13.2 of the MCC Rules. Upon such referral to the MCC's Chief Executive Officer, the Committee must not also take action under Rule 17 in relation to the member's alleged behaviour.
- (2) Following investigation and determination by the MCC in accordance with Rule 13.2 of the MCC Rules, the Committee will take whatever steps required to implement the decision of the MCC Discipline Sub-Committee, including suspending or expelling the member from the Society.
- (3) Any member subject to an allegation of misconduct under this Rule 18 may appeal against the decision of the MCC Discipline Sub-Committee in accordance with the procedure set out in Rule 13.2 of the MCC Rules.

Division 3—Grievance procedure

19 Grievance procedure for disputes between members

- (1) If a member has any dispute with another member regarding the Society, that member may direct that dispute to the Committee.
- (2) The Committee will investigate the dispute and appoint a sub-committee or a person to arbitrate or mediate the dispute unless it determines that the dispute is vexatious or frivolous.
- (3) The sub-committee or person appointed to mediate or arbitrate the dispute must:
 - (a) give the parties involved in the dispute a reasonable opportunity to be heard;
 - (b) allow written statements to be given;
 - (c) ensure that natural justice is accorded to the parties involved in the dispute; and
 - (d) otherwise decide the procedure and manner in which the mediation or arbitration is to be conducted.
- (4) The sub-committee or person appointed to mediate or arbitrate the dispute will give written notice to the members setting out:

- (a) its findings with respect to the dispute; and
- (b) any requirements that must be complied with by the members.
- (c) Any decision of the sub-committee or person appointed to mediate or arbitrate the dispute is final.

20 Grievance procedure for disputes involving Committee

- (1) If a member has any dispute with the Committee regarding the Society, that member may direct that dispute to the MCC's Chief Executive Officer.
- (2) The MCC's Chief Executive Officer or the Chief Executive Officer's delegate will investigate the dispute and appoint a sub-committee or a person to arbitrate or mediate the dispute unless the MCC's Chief Executive Officer or the Chief Executive Officer's delegate determines that the dispute is vexatious or frivolous.
- (3) The sub-committee or person appointed to mediate or arbitrate the dispute must:
 - (a) give the parties involved in the dispute a reasonable opportunity to be heard;
 - (b) allow written statements to be given;
 - (c) ensure that natural justice is accorded to the parties involved in the dispute; and
 - (d) otherwise decide the procedure and manner in which the mediation or arbitration is to be conducted.
- (4) The sub-committee or person appointed to mediate or arbitrate the dispute will give written notice to the member and the Committee setting out:
 - (a) its findings with respect to the dispute; and
 - (b) any requirements that must be complied with by a member, the Committee or the Society.
- (5) Any decision of the sub-committee or person appointed to mediate or arbitrate the dispute is final.

PART 4—GENERAL MEETINGS OF THE SOCIETY

21 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Society to be held within 5 months after the end of each financial year.
- (2) Despite Rule 21(1), the Society may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The chairperson of the meeting will be the Chair or such other person as required under Rule 38 to act as chairperson of the meeting.
- (5) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Committee on the activities of the Society during the preceding financial year; and
 - (ii) the financial statements of the Society for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee in accordance with these Rules
- (6) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules and the Act.
- (7) Members of the MCC Committee may attend any annual general meeting.

22 Special general meetings

- (1) Any general meeting of the Society, other than an annual general meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under Rule 24 may be conducted at the meeting.
- (4) Members of the MCC Committee may attend any special general meeting.

23 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with Rule 23(2) by at least 10% of the total number of members entitled to vote or 25 members entitled to vote (whichever is the greater number of members).
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and

- (c) include the names and signatures of the members requesting the meeting; and
- (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under Rule 23(3):
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Society must reimburse all reasonable expenses incurred by the members convening a special general meeting under Rule 23(3).

24 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under Rule 23(3) the members convening the meeting) must give to each member of the Society
 - (a) if a special resolution to amend these Rules is to be proposed at the general meeting—at least 28 days' notice of the general meeting;
 - (b) otherwise—at least 21 days' notice of the general meeting.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) include the details of all nominations for positions on the Committee; and
 - (d) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (e) comply with Rule 25(5).

25 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under Rule 24 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and

- (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Society no later than 24 hours before the commencement of the meeting.

26 Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under Rule 26(1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

27 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under Rule 26, of 14 members entitled to vote, including at least 4 Committee members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under Rule 23(3)—the meeting must be dissolved;
 - (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under Rule 28, the members present at the meeting (if not fewer than 14) may proceed with the business of the meeting as if a quorum were present.

28 Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present (or taken to be present under Rule 27(4)) may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting Rule 28(1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business, including other business, that remained unfinished when the meeting was adjourned.

- (4) Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 24.

29 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to Rule 29(3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

30 Special resolutions

A special resolution is passed if:

- (a) not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution; or
- (b) the resolution is passed in a manner approved by the Registrar under section 66(2) of the Act on the application of the Society under section 66(1) of the Act.

31 Determining whether resolution carried

- (1) Subject to Rule 31(2), the chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) Voting at a general meeting must be by a show of hands unless a division or poll is required under Rules 31(3) or 31(5).
- (3) The chairperson of the meeting may, and shall on the request of at least 10 members present, order a division or a poll (where votes are cast in writing) on any motion before the meeting. The division or poll shall be held in such manner as the chairperson may direct.
- (4) If the motion is a motion for a special resolution to amend these Rules under Rule 74, or a motion to dissolve the Society under Rule 73 and at least 10 members who are entitled to vote request a poll to be conducted, then a poll must be conducted on the motion in such manner as the chairperson may direct.
- (5) A poll demanded on the election of the chairperson or on a question of an adjournment must be taken immediately.

- (6) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the chairperson.
- (7) The chairperson of the meeting must declare the result of the resolution on the basis of the division or poll.

32 Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting;
 - (b) proxy forms given to the chairperson of the meeting under Rule 25(6);
 - (c) the financial statements submitted to the members in accordance with Rule 21(5)(b)(ii) of these Rules;
 - (d) the certificate signed on behalf of the Committee certifying that the financial statements give a true and fair view of the financial position and performance of the Society; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

33 Role and powers

- (1) The business of the Society must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Society except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Society.
- (3) The Committee may—
 - (a) appoint and remove staff;
 - (b) establish and dissolve subcommittees consisting of members with terms of reference it considers appropriate.

34 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee, staff or any other person (including the MCC or staff of the MCC), any of its powers and functions, other than a duty imposed on the Committee by the Act or any other law that, by applicable law, cannot be delegated.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

35 Regulations

- (1) The Committee may make regulations for conducting the affairs of the Society as it sees fit, so long as they are consistent with these Rules.
- (2) The Committee may amend or revoke any regulations.
- (3) Any regulations made by the Committee, or any amendments to existing regulations, do not have effect until the later of the date determined by the Committee and 14 days after they are notified to members.

Division 2—Composition of Committee and duties of members

36 Composition of Committee

- (1) The Committee consists of—
 - (a) a Chair;
 - (b) a Deputy Chair;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) the ordinary members (if any) elected under Rule 46.

- (2) Until otherwise determined by the Committee, the number of ordinary members of the Committee shall be 8. The Committee may from time to time reduce or increase the number of ordinary members but must not eliminate the position of an office bearer then in office.

37 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Society complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Society; and
 - (b) for a proper purpose.
- (5) Committee members and former Committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—
so as to gain an advantage for themselves or any other person or to cause detriment to the Society.
- (6) In addition to any duties imposed by these Rules, a Committee member must perform any other duties imposed from time to time by resolution at a general meeting.

38 Chair and Deputy Chair

- (1) Subject to Rule 38(2) the Chair or, in the Chair's absence, the Deputy-Chair is to be the chairperson of any general meetings and of any Committee meetings.
- (2) If neither the Chair nor the Deputy-Chair is present and able to preside, the chairperson of the meeting must be—
 - (a) in the case of a general meeting—
 - (i) a Committee member present elected by the Committee members present; or
 - (ii) if no Committee member is present, a member elected by the members present; or
 - (b) in the case of a Committee meeting—a Committee member elected by the Committee members present.
- (3) The chairperson of the meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the relevant meeting, and for ensuring the efficient and orderly conduct of the meeting.

39 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
 - (a) maintain the register of members in accordance with Rule 16; and

- (b) keep custody of the common seal (if any) of the Society and, except for the financial records referred to in Rule 66(3) all books, documents and securities of the Society in accordance with Rule 71; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

40 Treasurer

- (1) The Treasurer must—
- (a) receive all moneys paid to or received by the Society and when required issue receipts for those moneys in the name of the Society; and
 - (b) ensure that all moneys received are paid into the account of the Society within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Society from the Society's funds; and
 - (d) ensure cheques and electronic payments are signed or authorised by at least 2 Committee members.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Society are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Society and their certification by the Committee prior to their submission to the annual general meeting of the Society.
- (3) The Treasurer must ensure that at least one other Committee member has access to the accounts and financial records of the Society.

Division 3—Election of Committee members and tenure of office

41 First Committee Members

- (1) On incorporation of the Society the Committee and notwithstanding any rule to the contrary, shall consist of.
- (a) Michael Reidy, who shall be the initial Chair;
 - (b) David Thwaites who shall be the initial Deputy-Chair;
 - (c) Ian Maguire, who shall be the initial Secretary;
 - (d) Robert Oliphant, who shall be the initial Treasurer;
 - (e) Michael Ellis;
 - (f) Andrew O'Brien;
 - (g) Andrew Home;
 - (h) Ian Kerville;
 - (i) Robyn Somerville;

- (j) Russell Snibson;
 - (k) Andrew Mason; and
 - (l) Robert John.
- (2) Subject to these Rules and the Act, the initial Committee members shall hold office until the conclusion of the Society's second annual general meeting after incorporation.

42 Who is eligible to be a Committee member

- (1) Subject to Rule 42(2) a member is eligible to be elected or appointed as a Committee member if the member—
- (a) is 18 years or over; and
 - (b) is entitled to vote at a general meeting.
- (2) A person is not eligible to be elected as a Committee member at a general meeting unless:
- (a) the person is a Committee member immediately before the meeting and the Committee has recommended the person's election to members; or
 - (b) the person has been nominated by the Committee for election at the meeting; or
 - (c) a valid nomination is received in respect of the person under Rule 44.
- (3) To be eligible to be elected or appointed as Chair or Deputy-Chair, the person must also be:
- (a) an existing Committee member; and
 - (b) approved by the MCC for election or appointment as Chair or Deputy-Chair (as the case may be).

43 Positions to be declared vacant

- (1) This Rule applies to—
- (a) the first annual general meeting of the Society after its incorporation; or
 - (b) any subsequent annual general meeting of the Society, after the annual report and financial statements of the Society have been received.
- (2) Subject to Rule 41(2), the chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with Rules 44 to 47.

44 Nominations

- (1) The Secretary must give written notice to the members not less than 45 days before the intended date of the annual general meeting calling for nominations to positions of the Committee.
- (2) An eligible member of the Society may—
- (a) nominate himself or herself; or
 - (b) with the member's written consent, be nominated by another member.
- (3) For a nomination to be valid:
- (a) the nomination must be in writing; and

- (b) at least two other members entitled to vote (i.e., in addition to the candidate) must have signed the nomination; and
- (c) the nomination must be received by the Society no later than 30 days before the date of the annual general meeting.
- (4) A member who is nominated for a specific position and fails to be elected to that position is taken to have been nominated for a position as an ordinary member of the Committee.

45 Election of Chair etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) Chair;
 - (b) Deputy-Chair;
 - (c) Secretary;
 - (d) Treasurer;
- (2) If only one eligible member is nominated for the position, the chairperson of the meeting must declare the member elected to the position.
- (3) If more than one eligible member is nominated, a ballot must be held in accordance with Rule 47.
- (4) On his or her election, the new Chair may take over as chairperson of the meeting if he or she so wishes.

46 Election of ordinary members of the Committee

- (1) A single election may be held to fill all of the positions of ordinary member of the Committee.
- (2) If the number of eligible members nominated for the position of ordinary member is less than or equal to the number to be elected, the chairperson of the meeting must declare each of those members to be elected to the position.
- (3) If the number of eligible members nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 47.

47 Ballot

- (1) Where there is more than one candidate for a position a ballot will be conducted and the result of the ballot announced at the annual general meeting.
- (2) Where such a ballot is required, ballot papers will be forwarded to all members.
- (3) Ballot papers must be returned to the Secretary no later than seven days before the annual general meeting.
- (4) A member will be elected to a position if they obtain more votes cast by members than the other candidates nominated for election for that position.
- (5) For all positions where a ballot is not required, the Chair, Deputy-Chair, Secretary, Treasurer, and Committee members shall be elected at the annual general meeting of the Society.
- (6) The Chair at the annual general meeting has a casting vote if there is an equality of votes.
- (7) In the event that no member gives notice to the Secretary pursuant to Rule 44, the existing Committee members (including office bearers) will be deemed to be re-elected.

48 Term of office

- (1) Subject to Rule 41(2), a Committee member appointed or elected under these Rules holds office until the conclusion of the next annual general meeting.
- (2) A Committee member may be re-elected.
- (3) A general meeting of the Society may—
 - (a) by special resolution remove a Committee member from office in accordance with the Act; and
 - (b) elect an eligible member of the Society to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under Rule 48(3) may make representations in writing to the Secretary or Chair of the Society (not exceeding a reasonable length) and may request that the representations be provided to the members of the Society.
- (5) The Secretary or the Chair may give a copy of the representations to each member of the Society or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

49 Vacation of office

- (1) A Committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A Committee member vacates office automatically if—
 - (a) he or she dies; or
 - (b) he or she ceases to be a member of the Society in accordance with Rule 14; or
 - (c) his or her membership rights are suspended in accordance with Rules 17 or 18; or
 - (d) he or she becomes an insolvent under administration within the meaning of section 38 of the *Interpretation of Legislation Act 1984*; or
 - (e) he or she becomes a represented person within the meaning of the *Guardianship and Administration Act 2019*; or
 - (f) he or she fails to attend 3 consecutive Committee meetings during a period of six months (other than special or urgent Committee meetings) without leave of absence under Rule 61; or
 - (g) he or she otherwise vacates by operation of section 78 of the Act.

50 Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Society to fill a position on the Committee that—
 - (a) has become vacant under Rule 49;
 - (b) was not filled by election at the last annual general meeting; or
 - (c) if the Committee wishes to increase its numbers under Rule 36(2).
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

51 Meetings of Committee

- (1) The Committee shall meet at least five times each year at the dates, times and places determined by the Committee.
- (2) Special Committee meetings may be convened by the Chair or any two Committee members.

52 Notice of Committee meetings

- (1) Subject to Rule 53 notice of each Committee meeting must be given to each Committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Committee meeting is convened the notice must state the general nature of the business to be conducted.
- (5) The only business that may be conducted at the special Committee meeting is the business for which the meeting is convened.

53 Urgent meetings

- (1) In cases of urgency, a Committee meeting can be held without notice being given in accordance with Rule 52 provided that as much notice as practicable is given to each Committee member by the quickest means practicable.
- (2) Any resolution made at an urgent meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

54 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

55 Use of technology

- (1) A Committee member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee member and the Committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Committee member participating in a Committee meeting as permitted under Rule 55(1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

56 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.

- (2) The quorum for a Committee meeting is the presence (in person or as allowed under Rule 55) four Committee members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting—
 - (a) in the case of a special meeting or an urgent meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 52.

57 Voting

- (1) On any question arising at a Committee meeting, each Committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of Committee members present at the meeting vote in favour of the motion.
- (3) Rule 57(2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

58 Conflict of interest

- (1) A Committee member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This Rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Society is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Society.
- (4) The Society cannot avoid an agreement with a third party merely because a Committee member fails to make a disclosure of a conflict of interest or duty or, is present at, or counted in the quorum for, a Committee meeting that considers or votes on that agreement.

59 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;

- (d) any material personal interest disclosed under Rule 58.

60 Resolutions in writing

- (1) If all the Committee members entitled to receive notice of a Committee meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a resolution in those terms is passed at the time when the last Committee member signs.
- (2) For the purpose of Rule 60(1)—
 - (a) two or more separate documents in identical terms, each of which is signed by one or more Committee members, are treated as one document; and
 - (b) a facsimile or electronic message containing the text of the document expressed to have been signed by a Committee member that is sent to the Chair or Secretary, or is otherwise received by the Society, is a document signed by that Committee member at the time of its receipt by that person.

61 Leave of absence

- (1) The Committee may grant a Committee member leave of absence from Committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee member to seek the leave in advance.

62 Valid proceedings

Each resolution passed or thing done by, or with the participation of, a person acting as a Committee member or member of a subcommittee is valid even if it is later discovered that—

- (1) there was a defect in the appointment of the person; or
- (2) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

63 Subcommittee meetings

Subject to the Committee determining otherwise, the Rules in this Division 4 apply in relation to a meeting of a subcommittee established under Rule 33(3)(b) (as far as they are capable of application) modified as necessary, save as follows—

- (1) the quorum for a meeting of the subcommittee shall be two of the subcommittee's members then in office;
- (2) the subcommittee may elect one of their number as chairperson of its meetings. If there is no chairperson, or the chairperson is not present within 15 minutes after the time for which a subcommittee meeting is called or such person is unwilling to act, the subcommittee members present must elect a subcommittee member present to chair the meeting;
- (3) any Committee member may attend and speak at any meeting of the subcommittee meeting (whether or not he or she is a member of the subcommittee).

PART 6—FINANCIAL MATTERS

64 Source of funds

The funds of the Society may be derived from application fees, joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

65 Management of funds

- (1) The Society must open an account with a financial institution (as approved by the Committee) from which all expenditure of the Society is made and into which all of the Society's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Society, the Committee may approve expenditure on behalf of the Society.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Society (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes, other negotiable instruments and electronic payments must be signed or authorised by 2 Committee members.
- (5) All funds of the Society must be deposited into the financial account of the Society no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

66 Financial records

- (1) The Society must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Society must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

67 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Society are met.
- (2) Without limiting Rule 67(1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;

- (d) the submission of the financial statements to the annual general meeting of the Society;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

68 Common seal

- (1) The Society may have a common seal.
- (2) If the Society has a common seal—
 - (a) the name of the Society must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two Committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

69 Registered address

The registered address of the Society is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

70 Notice requirements

- (1) Any notice required to be given to a member or a Committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Rule 70(1) does not apply to notice given under Rule 52.
- (3) Any notice required to be given to the Society or the Committee may be given—
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances—
 - (i) by email to an email address determined by the Committee; or
 - (ii) by facsimile transmission to a facsimile number determined by the Committee.
- (4) Any notice required to be given to a member or a Committee member may be given—
 - (a) by handing the notice to the member personally, in which case it is deemed to have been given on the date it is so handed to the member; or

- (b) by sending it by post to the member at the address recorded for the member on the register of members, in which case it is deemed to have been given on the date that is three business days after the date of posting; or
- (c) by email or facsimile transmission to an email address or facsimile number provided by the member, in which case it is deemed to have been given on—
 - (i) the date on which the email or facsimile transmission is sent if sent during business hours on a business day in Melbourne,
 - (ii) otherwise, the next business day in Melbourne.

(5) Rule 70(4) does not apply to notice given under Rule 52.

71 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings.
- (2) The Committee must on request make copies of these Rules available to members and applicants for membership free of charge in accordance with the Act.
- (3) Subject to the Act a member who is not a Committee member does not have any right to inspect or take copies of any financial records, books, securities or other relevant documents of the Society except as authorised by the Committee.
- (4) For purposes of this Rule, *relevant documents* includes the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Society and includes the following—
 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) minutes of Committee meetings;
 - (e) records and documents relating to transactions, dealings, business or property of the Society.

72 Indemnity for office holders

The Society must indemnify, to the maximum extent permitted by law, each of its office holders against any liability incurred in good faith by the office holder in the course of performing his or her duties as an office holder.

73 Winding up and cancellation

- (1) The Society may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Society, the surplus assets of the Society must not be distributed to any members or former members of the Society.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to the MCC.

74 Alteration of Rules

- (1) Subject to Rule 74(2) and the Act, these Rules may only be altered by special resolution of a general meeting of the Society.
- (2) A special resolution to alter these Rules (including this Rule) shall be of no force or effect unless and until the MCC consents to the alteration.

