

This Constitution and Rules was approved by Special Resolution at the Beefsteak and Burgundy Club Incorporated AGM on 12 September 2022 to replace the previous version

CONSTITUTION

On [Insert Charter date] by Charter [Insert Charter Number] the [Insert Club Name] (the **Club**) was sanctioned as an Affiliated Club by the BEEFSTEAK AND BURGUNDY CLUB INCORPORATED (the **Founding Club**).

INTERPRETATION

1. The Name of the Club is
2. In this Constitution, Rules and Bylaws capitalised expressions have the meanings set out in the Reference Schedule (at the end of this document).
3. This Constitution, Rules and Bylaws will be interpreted in accordance with the details set out in the Reference Schedule.

OBJECTS

4. The objects for which the Club is formed are:
 - 4.1 To promote good fellowship and goodwill amongst all sections of the community.
 - 4.2 To further the education of its members and the community in the appreciation and understanding of good food and wines, especially those produced locally.
 - 4.3 To arrange dinners, luncheons, social and other functions, visits to vineyards, hold wine tasting functions, produce discussion papers on the developments in the field of wine making, develop and promote educational activities related to the knowledge and understanding of wine and of the preparation and presentation of food, and to arrange meetings, conventions, conferences and seminars and conduct such other activities relevant to all of the above as members see fit.
 - 4.4 In general to encourage the appreciation and temperate consumption of fine wine and other beverages in conjunction with the serving and enjoyment of food in an environment of good fellowship and mutual respect for all persons.

RULES

1. MANAGEMENT

- a. The powers listed in RS.3 are able to be exercised by the Club's Committee.
- b. The Committee has power to enter into a contractual relationship with the Founding Club and the Club and each of its members shall be bound by and comply with the terms of any such contract.

2. COMMITTEE

- a. The Committee of the Club shall be elected at an Annual General Meeting and hold office until the next Annual General Meeting when all offices shall become vacant at which time each member may seek re-election to the Committee as set out in Rule 4.
- b. The composition of the Committee will be as follows, by which it will have:
 - i. a minimum of four members and a maximum of 10;
 - ii. a maximum of 6 positions with portfolios, three portfolios of which must be President, Secretary and Treasurer (with the latter two positions possibly being combined to Secretary/Treasurer) with the remaining position portfolios, or combinations of, being taken from the options of Vice-President, Winemaster, Cellarmaster, Foodmaster, or another position the Club determines is needed;
 - iii. a maximum of four (4) positions without any formal portfolios.
- c. If members in a general meeting approve the office of Immediate Past President it shall be an unelected Committee position for the same term as the elected positions and is in addition to the 10 maximum positions referred to in Rule 2.b.
- d. The Committee manages and controls the business and affairs of the Club.
- e. The Committee shall exercise all the Club's powers except those that are required to be exercised by the Club in general meeting.
- f. A member must not seek election or appointment to the Committee if that member has not paid all outstanding money due to the Club or who is disqualified by the Act from holding office.
- g. The Committee may create additional Committee offices with specific power to do specified things on behalf of the Club, whether by power of attorney or not and whether with or without the power of sub-delegation with the delegation being in writing and subject to the conditions and limitations the Committee considers appropriate. The application of this clause does not exclude the Committee from its authority and obligation to exercise any of its powers as required by the Act or any other law.
- h. Membership of the Committee ceases if:
 - i. The member dies;
 - ii. The member is not re-elected;
 - iii. The member ceases to meet the conditions of 2.f;
 - iv. The member is suspended or expelled under Rule 14;
 - v. The members of the Club at a General Meeting remove a member from the Committee by passing a special resolution to that effect;
 - vi. The member resigns from the Committee or Club. If a member of the Committee resigns from office, the resignation is to be given in writing to the Secretary and is to be effective from the date stated on that notice, provided it is after the time that the notice has been given to the Secretary.
- i. If the number of members of the Committee falls below the minimum of four (4) in accordance with this Constitution, the remaining members of the Committee must

not take any action in their capacity as the Committee other than to appoint additional Committee members or convene a general meeting of the Club.

- j. If the position of Secretary becomes vacant, the Committee should make all reasonable efforts to appoint a member to that position within fourteen (14) days after the vacancy arises and in the interim the President or delegate shall hold the office of Secretary.
- k. The members of the Committee may appoint a member either to fill a casual vacancy or to add to their number.
- l. A member who is the subject of a proposed special resolution under Rule 2.h.v may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- m. The Secretary or the President may give a copy of the representations to each member of the Club 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.
- n. Committee members must exercise their powers and discharge their duties
 - i with reasonable care and diligence; and
 - ii in good faith in the best interests of the Club; and
 - iii not act improperly so as to gain advantage, either personally or for another person; and
 - iv for a proper purpose.

3. COMMITTEE MEETINGS

- a. The members of the Committee may regulate their meetings in the manner that they think appropriate including whether or not the chair has or has not a casting vote as well as a deliberative vote.
- b. A member of the Committee may convene a committee meeting at any time. The Secretary or delegate must maintain proper records of each Committee meeting.
- c. Minutes of Committee meetings shall be taken and held by the Secretary. The minutes must be confirmed by members of the Club present at a subsequent meeting and signed by the member who presided at the meeting at which the minutes were recorded or by the member presiding at the meeting at which the minutes are confirmed.
- d. No business may be transacted at any time during a Committee meeting unless a quorum is present which shall be the greater of three members or one half of the number of members appointed to the Committee.
- e. The President shall be the chair of each Committee meeting. If the President is not in attendance, the Vice-President will chair the meeting. If neither the President or Vice-President is in attendance, the remaining members of the Committee may elect a chair for that meeting.
- f. A meeting of the Committee may be convened and conducted by electronic means, provided the technology used gives any Committee member needing to attend remotely a reasonable opportunity to participate in the meeting. The meeting is held

at the place where the largest number of participating members is present. If that place cannot be identified, the meeting shall be held where the chair is present.

- g. If there is a failure in the technology which deprives any Committee member of a reasonable opportunity to participate in the meeting, the chair must adjourn the meeting until the failure is rectified. If the failure is not rectified within one (1) hour, the chair must adjourn the meeting to a date and time when the chair believes Committee members will be able to participate.
- h. If a Committee member wishes to leave a meeting that is facilitated through the use of technology and held at multiple locations, that member must obtain the express consent of the chair. If the Committee member fails to obtain that express consent, the Secretary is entitled to presume that the said Committee member is present throughout the meeting for the purposes of the quorum for that meeting.
- i. At a Committee meeting each member who is present has one deliberative vote. A member participating remotely in a Committee meeting as permitted under Rule 3.f is taken to be present at the meeting and, if the member votes at the meeting, is deemed to have voted in person.
- j. A resolution is passed at a meeting of the Committee if a majority of the votes cast is in favour of that resolution.
- k. A Committee member is not disqualified from office by reason of entering into a contract or arrangement with the club or having an interest in a contract or arrangement with the club nor is any contract or arrangement void or liable to be avoided. However, each Committee member must disclose any personal material interest that the member reasonably considers to be a conflict of interest and set out by notice to the Committee the nature and extent of that interest and the provisions of the Act must be complied with. The interested committee member must also disclose the nature and extent of their interest at the next annual general meeting.
- l. Subject to the requirements of the Act, the effect of the notice is that on all subsequent occasions after the disclosure the member in accordance with the requirements of the Act —
 - i may take part in any deliberation regarding the matter being considered at the meeting; but
 - ii must not take part in any decision by the Committee on the matter.
- m. The Committee shall endeavour to meet in every calendar month other than January but must meet on at least six (6) occasions each calendar year including the Annual General Meeting.

4. ELECTION OF THE COMMITTEE

- a. Subject to earlier termination of office under the Rules, all offices become vacant at the Annual General Meeting as provided in Rule 2.a and are to be filled in the course of an election conducted at the Annual General Meeting and in respect thereof:
 - i Any Ordinary Member or Life Member may seek election to the Committee on condition that the member:
 - 1) has paid all outstanding monies due and payable to the Club or is not disqualified by the Act from holding office;

- 2) is not a current member of a committee of any club that is part of the Global Affiliated Beefsteak and Burgundy Clubs unless approved by resolution at a General Meeting of Members;
- ii Each candidate for election must be nominated in writing on the form prescribed by the Club, which must be submitted to the Secretary at least seven (7) days before the Annual General Meeting. The form is to state the name of the member, the office that the member seeks on the Committee, the name and signature of the member's proposer and seconder who each must be a current member of the Club and bear the candidate's signature confirming all information is true and correct.
- b. At the Annual General Meeting a majority vote may be cast to waive the requirement that the prescribed nomination form be received at least seven (7) days prior to the meeting.
- c. The chair of the Annual General Meeting has the power to conduct the election of members to the Committee and to declare the result of the vote.
 - i. In the event that there are more candidates nominated than the vacancies to be filled, the election of members to the Committee shall be conducted by secret ballot with the names of the candidates set out in alphabetical order listed as (last/surname; first name).
 - ii. The chair shall appoint a returning officer who is not seeking election with power to prepare, distribute and collect the ballot papers and to declare the votes accumulated for each candidate.
 - iii. Subject to any manifest error, the certificate of the returning officer shall be conclusive of the result of the election of members to the Committee.
- d. Promptly after the declaration of the ballots and prior to 15 September either the past or newly elected Secretary will record the names and contact details of the elected members and office held by each elected member of the next Committee in the records of the Club and as may be required by the Act and submit to the Founding Club, by means of its nominated form, the names and contact details of any office-holders it requires.

5. MEMBERSHIP

- a. The Club must have at least five (5) members and the number of members of the Club shall not include Life Members and must be no more than:
 - i. 30 Ordinary Members;
 - ii. 5 Honorary Members.

Ordinary member

- b. A person who has attained the age of 18 may seek Ordinary Membership of the Club after that person has attended at least two (2) functions as an invited guest of an existing member of the Club and is prepared to support the Objects of the Club. The ordinary membership application must be in the prescribed form naming the applicant, signed by the proposer and seconder and bear the applicant's signature confirming all information is true and correct and that the applicant supports the purposes of the Club and will comply with these rules.

- c. The Committee has the power to determine the admission of a person to be an Ordinary Member of the Club. No reasons are required to be given if the application is refused and the applicant has no right of appeal.
- d. The Committee will notify the applicant in writing of its decision as soon as practicable after the decision is made.
- e. The resolution to accept an application for membership will be recorded in the minutes of the committee meeting.
- f. Membership commences on the Committee's decision to grant membership.
- g. Upon the granting of membership, the new member will be provided with a copy of the Club's Constitution and Rules, either electronically or as a hard copy. At any time a member may request a copy, or part copy, of the Club's Constitution and Rules.

Life Members

- h. An Ordinary Member who has given long and continuous service to the Club over a number of years and has been actively engaged in the welfare of the Club may be awarded Life Membership. Life Membership should not be lightly bestowed and should only be for meritorious service, in accordance with the factors set out in the Reference Schedule.
- i. A member is not permitted to seek an award of Life Membership.
- j. The awarding of Life Membership shall be upon recommendation of the Committee and must be confirmed by Special Resolution of members of the Club before being submitted to the General Secretary with full details of the long and meritorious service, for approval by the Committee of the Founding Club. A request should be made to the General Secretary to issue an inscribed Life Membership Certificate.
- k. If the Life Membership Certificate is approved the Committee may determine the manner of notification and ceremony as they think appropriate.
- l. Each life member shall not pay the annual subscription fee but other levies and membership charges are payable if the Life Member continues in active membership of the Club.
- m. Life Members shall be additional to the membership limit imposed by Rule 5.a and there shall be no limit to the number of Life Members.

Honorary Member

- n. A person may seek Honorary Membership of the Club if that person is able to satisfy the Committee that the applicant:
 - i. is a current fully financial member of another Beefsteak and Burgundy club which is at least 100 km away from the Club,
 - ii. is seeking Honorary Membership within six (6) months of residing near to the Club;
 - iii. is not at the time seeking Ordinary Membership.
- o. If the Committee accepts the application for Honorary Membership:

- i. the details of that person must be placed in the records as an Honorary Member and remain in that capacity for up to twelve (12) months and also placed on the waiting list for Ordinary Membership; and
 - ii. the Committee may require the payment of fees or levies.
- p. A person is not entitled to seek Honorary Membership of the Club:
- i. on more than one occasion within a 3-year period unless the applicant has received a written notice from the Committee stating that at least a 75% majority resolution has been passed to authorise that new application; and
 - ii. if at the time of application, the Club has five (5) current Honorary Members.
- q. An Honorary Member may attend a general meeting of the Club but does not have an entitlement to vote.

6. REGISTER OF MEMBERS

- a. The Secretary shall maintain a true, current and accurate record of members of the Club containing at least information set out in RS.6 of the Reference Schedule, with any change to the Register being made within 28 days of the change occurring.
- b. A copy of the record of members should be made available from time to time to members to enable them to update the accuracy of the details.
- c. The Club should treat the register of members as private and confidential and unless compelled by law must not disclose or use the information in any manner that is not authorised by the Constitution or permitted by written consent of the member of the Club.
- d. Subject to any manifest error, the register of members shall be conclusive and may be relied upon by the Committee as a true and accurate record for the issue of notices to members.

Notices

- e. Notices are taken to have been given and received as follows:
 - i. if sent by hand, when delivered to the addressee;
 - ii. if sent by post is regarded as given and received on the fifth business day following the date the notice was posted;
 - iii. if sent by email to the address specified in the register of members it is regarded as given and received in legible form by the addressee immediately following the sending of the email.
- f. A notice sent by email is regarded as having been given and received unless the sender receives an automated message that the email has not been delivered or that the recipient is 'out of office'.

7. MEMBER OBLIGATIONS

- a. Each member must pay on time all fees and levies issued to the member. If the payments remain unpaid the Secretary may issue one or more written notices to the member requiring prompt payment. The Secretary will notify the Committee with details of members that are overdue completing required payments.

- b. The annual subscriptions including general levies and fees shall be determined by resolution at the Annual General Meeting and unless otherwise specified shall be payable by 15 September each year. The Committee may pro rata the amounts due and payable for new members.
- c. Specific levies may be set by resolution of the Committee and notified to members for payment as and when they have been determined.
- d. The above fees shall be the main source of funds for the Club with additional funds being raised from functions and activities which may be held from time to time. In general, the funds of the Club should be raised from members and the Club should refrain from trading with non-Members.
- e. Each member has the obligation to regularly attend functions approved by the Committee and must not be absent from three (3) consecutive dining functions without the approval by resolution of the Committee.
- f. If a member wishes to resign, the member must notify the Secretary in writing and the resignation shall be effective upon receipt by the Secretary.
- g. Resignation by a member shall not excuse that person from the obligation to pay all outstanding fees and levies issued to the date of resignation unless payment has been waived by resolution of the Committee.
- h. The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by Rule 7.a.
- i. Each member must ensure that the member's contact details are up-to-date.

8. GENERAL MEETINGS

- a. A General Meeting or a Special General Meeting may be convened by either:
 - i. a resolution of the Committee,
 - ii. a requisition including the names and signatures of at least 33% of the Ordinary Members and Life Members named in the register of members requesting the meeting.
- b. The Annual General Meeting of the Club shall occur in either the months of July or August each year at a time and place nominated by the Committee or at additional locations with the use of appropriate technology. The Secretary shall give at least fourteen (14) days' notice prior to the date of this meeting with the notice including the agenda items set out in RS.7 of the Reference Schedule as well as an invitation to members to submit items of business for consideration at the meeting to the Secretary at least seven days before the meeting.
- c. The notice for a meeting of members referred to in Rule 8.a is:
 - i. if called by the Committee as a Special General Meeting, twenty-one (21) days;
 - ii. if called by the Committee, other than as a Special General Meeting, seeking ordinary resolutions, seven (7) days if it considers the matter urgent; and
 - iii. if called by a requisite group of members, fourteen (14) days when seeking ordinary resolutions and twenty-one (21) days when seeking special resolutions.

- d. Any notice issued for a meeting of members shall comply with the service requirements in these Rules and must contain details of each proposed resolution and a concise explanation of the reason and ramifications of the proposed resolution.

Proxies

- e. A member may appoint a proxy from the club's members to vote and speak on the member's behalf at a general meeting other than at a disciplinary appeal meeting.
- f. The appointment of a proxy must be in writing and signed by the member making the appointment. A proxy must be a natural person who is also a member of the Club.
- g. The member appointing the proxy may give specific directions as to how the proxy is to vote on his behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- h. If the Committee has not 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.
- i. Notice of a general meeting given to a member under Rule 8.d must—
 - i state that the member may appoint another member as a proxy for the meeting; and
 - ii include a copy of any form that the Committee has approved for the appointment of a proxy.
- j. A form appointing a proxy must be given to the chair of the meeting before or at the commencement of the meeting.
- k. There will be no postal or electronic voting unless the Committee unanimously agrees and sets out the conditions thereof.

Use of Technology

- l. A meeting of members may be convened and conducted by electronic means, provided the technology used gives any member needing to attend remotely a reasonable opportunity to participate in the meeting. The meeting is held at the place where the largest number of participating members is present. If that place cannot be identified, the meeting shall be held where the chair is present.
- m. If there is a failure in the technology which deprives any member of a reasonable opportunity of participating in the meeting of members, the chair must adjourn the meeting until the failure is rectified. If the failure is not rectified within one (1) hour, the chair must either adjourn the meeting to a date and time when the chair believes all members will be able to participate or continue the meeting on a resolution passed by at least 75% of the members recognised as in attendance at the meeting of members.
- n. A member participating in a general meeting as permitted under Rule 8.l is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- o. At the meeting of members, if a meeting is adjourned under Rule 8.m a majority resolution by vote of members present and proxy members may waive or alter the notice requirements of the adjourned meeting.

Quorum

- p. No business or resolutions may be transacted at any time during a meeting of members unless a quorum is present. The quorum for a meeting of members shall be calculated to be one half of the number of Ordinary Members and Life Members named in the register of members less those members that have an approved leave of absence. Honorary Members shall not be included in the quorum and shall not be entitled to vote.
- q. If a quorum is not present within thirty (30) minutes after the time appointed for a meeting requisitioned by members to be held, the meeting is abandoned.
- r. If the meeting is the Annual General Meeting, or has been called by the Committee, it shall stand adjourned to the same day in the next week at the same time and place (unless the President otherwise directs because of unavailability of venue) and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the appointed time for the meeting, the members present, provided they are no less than five (5) in number, shall constitute a quorum.
- s. An accidental failure to give notice to a member or the non-receipt by that member of the notice of meeting does not affect the validity of the proceedings at the meeting or any resolution passed at it.
- t. The Committee may cancel any meeting of members that has been convened by the Committee. The Committee may cancel any other meeting of members only upon receiving from the proposers of that meeting a signed notice withdrawing their request for the meeting.

Meeting Process

- u. The chair of the Committee will be the chair of each meeting of members. If there is no chair, or the chair is not willing to act as chair or the chair is not present within twenty (20) minutes after the time appointed for the meeting of members to be held, the members of the Committee may choose another Committee member to be chair of the meeting of members. If the members of the Committee fail to appoint a chair, the members who are present at the meeting of members may choose one of them to be chair of the meeting.
- v. The chair's rulings on any matter relating to the order of business, procedure and conduct of the meeting of members are final. No motion of dissent from a ruling will be permitted.
- w. Subject to Rule 8.q above, on the request or on the decision of a majority of members present and entitled to vote, the chair must adjourn a meeting of members or refer the nominated business, motion, resolution, question, debate or discussion to a poll of members.
- x. The Secretary must keep an accurate record of those members that are in attendance at a meeting of members.
- y. Minutes must be taken of each general meeting and kept under the control of the Secretary. They must record:
 - i the business considered at the meeting, any resolution on which a vote is taken and the result of the vote;
 - ii proxy forms given to the chair of the meeting;
 - iii any financial statements given to the meeting as required under these Rules;

- iv at the Annual General Meeting any certificate signed by the President and the Treasurer certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
- v at the Annual General Meeting any audited accounts and auditor's report or report of a reviewer accompanying the financial statements.
- z. The minutes must be confirmed by members of the Club present at a subsequent meeting and signed by the member who presided at the meeting the minutes recorded or by the member presiding at the meeting at which the minutes are confirmed.
- aa. The minutes must be held in a place and by an officer determined by the Committee such that they are available to be inspected by a member without charge.

9. VOTING AT A MEETING OF MEMBERS

- a. Other than an Honorary Member, each member of the Club who has no outstanding payments due to the Club and has not been suspended for any reason, may attend and vote at any meeting of members. A member may vote personally or by proxy.
- b. On a show of hands, each member present (including by proxy) at a meeting of members who is entitled to vote has one (1) vote.
- c. On a poll, each member present (including by proxy) at the meeting of members who is entitled to vote has one (1) vote.
- d. A challenge to a member's entitlement to vote at a meeting of members or to the validity of a vote or proxy vote may only be raised in person at the meeting of members. If a vote is allowed by the chair, it is valid for all purposes.
- e. A resolution at a meeting of members is to be decided on a show of hands unless a poll is demanded at the request of:
 - i. the chair of the meeting; or
 - ii. at least five (5) members present who are entitled to vote on the resolution; or
 - iii. by a group of members representing at least 10% of the votes that may be cast on the resolution.
- f. Before taking a vote on a resolution at a meeting of members, the chair must inform the meeting whether any proxy votes have been received and how any proxy votes are to be cast.
- g. A declaration by the chair at a meeting of members of the result of a vote on the show of hands and the subsequent entry into the minutes of that meeting confirming that result is by itself conclusive evidence of the declared result.
- h. A poll may be demanded before a vote on a resolution is taken, before the result of a vote on a show of hands is declared or immediately after the result is declared by the chair. A demand for a poll may be withdrawn at any time before the poll is taken.
- i. If a poll is demanded, it must be taken in accordance with the directions of the chair. The chair shall in addition to any deliberative vote have a casting vote in the event that the poll is tied.
- j. On resolutions or motions other than a special resolution per RS.1.16, a simple majority is required for the resolution or motion to pass.

- k. 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.

10. TRADEMARK

- a. The Club will comply with the conditions for it to use the Founding Club's Trademarks, as set out in RS.10 in the Reference Schedule and will comply with the actions it needs to undertake if the right to use the Trademarks is withdrawn, or the Club elects to no longer be affiliated as a Beefsteak and Burgundy club.

11. FINANCIAL YEAR

- a. The financial year of the Club shall end on 30 June in each year.

12. BANKING AND RECORDS

- a. The Committee may manage and control the banking and records of the Club as it thinks fit.
- b. Until altered by a resolution of the Committee:
 - i. the Club shall not use cash to complete any transaction exceeding \$100;
 - ii. all financial transactions must be authorised by two (2) officers from a panel of four officers, including the President, Secretary and Treasurer;
 - iii. the Treasurer shall maintain the books and records and accounts on a current basis in accordance with recognised accounting practices and shall make the records readily available to the Club's auditor, or reviewer in accordance with Rule 13.b, and also available for inspection by members at reasonable times by arrangement.
- c. The financial records and statements shall meet the requirements of the Act and they together with all other records, reports, correspondence and minutes of meetings shall, unless otherwise required by these Rules, be kept at the registered office of the Club or at any other such place within South Australia as the Committee determines.
- d. The Club shall cause every business letter, statement of account, invoice, official notice, publication, bill of exchange, promissory note, endorsement, cheque or other negotiable instrument, order, receipt and letter of credit issued or executed by or on behalf of the Club to contain the name of the Club in legible characters.

13. AUDITOR

- a. The Club will nominate and elect an auditor at each AGM.
- b. The appointed auditor shall have authority to inspect the Club's property, accounts, books, papers and electronic records and other information to enable the auditor to complete their duties.
- c. If the office of auditor is vacated, the Committee shall appoint a replacement auditor or reviewer, as appropriate, for the duration prior to the next Annual General Meeting.

14. DISCIPLINARY PROCEDURE

- a. The Committee may review the conduct of a member. If the Committee receives a written complaint relating to the conduct of a member, or if the Committee determines in respect of a member that the member's conduct is consistent with the misconduct guidelines referred to in RS.9, that member is for the purposes of this Rule, a Cited Member.
- b. A Cited Member must appear before the Committee and provide full, frank and truthful answers to all requests for information.
- c. On behalf of the Committee, within seven (7) days of receipt of a written complaint, the Honourable Secretary shall give to the Cited Member a written notice sent to the last known address of the Cited Member containing full details of the allegations of misconduct which may include one or more of the details set out in the Reference Schedule.
- d. For the purpose of dealing with the allegations against the Cited Member, no earlier than fourteen (14) days and no later than twenty-eight (28) days of receipt of a written complaint, but otherwise as determined by the Committee, the Committee must convene a meeting and the written notice referred to in Rule 14.c must advise the Cited Member:
 - i. the time, date and place of the Committee meeting convened to consider the allegations against the Cited Member;
 - ii. that the Cited Member has a right to present to the Committee meeting either verbally or in writing any material in response to the allegations;
 - iii. that the Cited Member has a right to have a person of the Cited Member's choosing as counsel or a support person at the Committee meeting.
- e. If the Cited Member does not respond to the written notice the Committee will use reasonable efforts to ensure that the written notice has been delivered to the last known address of the Cited Member and if no response or appearance of the Cited Member occurs within a further forty-five (45) days, the Committee may complete its review based on the information available to the Committee and make its determination as if the disciplinary meeting had occurred.
- f. At the disciplinary Committee meeting:
 - i. the Cited Member has the right to present to the Committee members verbally and in writing any material in response to the allegations and present witnesses to be available to be questioned by the Committee,
 - ii. the Cited Member has the right to attend with another member and legal counsel and the Chair shall determine what if any contribution these additional persons shall have during the disciplinary Committee meeting.
- g. The Committee shall have the right to adjourn the disciplinary Committee meeting to obtain further information to assist in the decision to be made. The Cited Member shall be given an opportunity to respond to any further information received by the Committee. At the conclusion of the disciplinary Committee meeting, if the Committee is satisfied on the balance of probabilities that the allegations or material

aspects of those allegations have been established, the Committee may in its discretion:

- i. expel the Cited Member from membership of the Club;
- ii. suspend the Cited Member's membership setting out the terms and conditions which shall apply during that period of suspension, the details of which are to be recorded in the Members Register;
- iii. reprimand the Cited Member who must undertake the action or activity specified within the Committee's decision.

The Cited Member is to be promptly informed in writing of the Committee's decision.

- h. The disciplined member may appeal the disciplinary Committee's decision.
 - i. Within seven (7) days of receipt of the Committee's decision, the Cited Member may by written notice served on the Secretary specify that the Cited Member appeals the decision of the Committee and requires a general meeting of members to be convened within twenty-one (21) days at which time the Cited Member shall be entitled to present to the members attending the meeting materials, witnesses and information to rebut the allegations that have been made against the Cited Member.
 - ii. The Secretary must give to members notice of the meeting, giving the name of the Cited Member against whom the disciplinary action has been taken and the reasons for that disciplinary action and that at the appeals meeting the members will be asked to vote on whether the decision to expel or suspend the member should be upheld or revoked.
 - iii. At the conclusion of that general meeting of members the chair shall call for a secret poll of members who shall vote on whether the decision of the Committee regarding the Cited Member is upheld or not. The decision of the majority in attendance at the general meeting shall be final and the Cited Member must accept that decision.
 - iv. No voting by proxy can occur at the meeting.
- i. The rules of natural justice shall apply to all proceedings under this Rule.

15. DISPUTE PROCEDURE

1. The following procedure applies to disputes under these rules between members of the Club, a member of the Club and the Club's Committee.
 - a. A member cannot initiate a dispute procedure in relation to a matter that is subject to a disciplinary procedure until that disciplinary procedure has been completed.
 - b. The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
 - c. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 15.b, the parties must within ten (10) days
 - i. notify the Committee of the dispute; and
 - ii. if the Committee is unable to resolve the dispute, if necessary and with the agreement of the parties to the dispute, it shall direct the appointment of a

- mediator, with costs equally shared by the parties to the dispute, or as determined by the mediator; and
- iii attempt in good faith to settle the dispute by mediation.
- d. The mediator must be
 - i a person chosen by agreement between the parties; or
 - ii in the absence of agreement
 - I. if the dispute is between a member and another member—an unbiased person appointed by the Committee; or
 - II. if the dispute is between a member and the Committee — a person who acts as a mediator for another not-for-profit organisation, such as a community legal centre, with costs equally shared by the parties to the dispute, unless legislation determines otherwise.
 - e. A mediator appointed by the Committee may be a member or former member of the Club but in any case, must not be a person who—
 - i has a personal interest in the dispute; or
 - ii is biased in favour of or against any party.
 - f. The mediator to the dispute, in conducting the mediation, must—
 - i give each party every opportunity to be heard; and
 - ii allow due consideration by all parties of any written statement submitted by any party; and
 - iii ensure that natural justice is accorded to the parties throughout the mediation process.
 - g. The mediator must not determine the dispute.
 - h. If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

16. INSURANCE

- a. The Club will hold appropriate public liability and association liability insurance cover, which will be undertaken in accord with RS.11 in the Reference Schedule.

17. AMENDMENTS TO THE CONSTITUTION

- a. The Constitution and Rules may only be altered with the authority in writing of the Founding Club and the following procedure is required:
 - i. The Club's members should approve in principle the amendment in draft form;
 - ii. The amendment in draft form is to be presented to the General Secretary for consideration by the Founding Club;
 - iii. Upon receiving written advice from the General Secretary of the Founding Club's approval of the amendment, a Special General Meeting of members of the Club shall be called to adopt the amendment;

- iv. At the Special General Meeting, a Special Resolution is required to adopt the proposed amendment and if carried by the required majority, in accordance with RS.1.17.2, the amendment shall come into effect.
- b. The amended Constitution and Rules shall bind the Club and every member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all the provisions of them.
- c. The Club must promptly provide an updated copy of its Constitution and Rules to the Founding Club and make the amended Constitution and Rules available to be inspected by the Club members.

18. SEAL

- a. The Club will have a common seal which shall include the official name of the Club in legible characters.
- b. Use of the common seal shall be in accordance with a resolution of the Committee.
- c. The common seal may only be affixed in the presence of two of the Committee officers which, unless the Committee otherwise determines, must include the Secretary who shall keep a detailed record of each occasion that the common seal has been used.
- d. The common seal shall be held in the custody of the Secretary.

19. NOT FOR PROFIT

- a. All activities of the Club shall be completed on a not-for-profit basis and to enable the sustainable future activities of the Club in pursuit of the Objects.
- b. No assets or funds must be paid, distributed or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member.
- c. The Club shall be entitled to make payment in good faith of moneys owing by the Club to a member or for remuneration of services actually rendered and for reimbursement of out-of-pocket expenses incurred on behalf of the Club.

20. WINDING UP

- a. The Club may be wound up and dissolved by a Special Resolution passed at a Special General Meeting called for that purpose.
- b. Upon such a Special Resolution being passed, the Committee shall realise all the assets of the Club, take all action required in accordance with the Act and shall apply the realised funds in the discharge of the Club's debts and liabilities.
- c. If after satisfaction of the Club's debts and liabilities surplus funds or assets remain, the same (other than any asset containing the Founding Club Trademark) shall be distributed to an organisation which has similar objects, or is a charity, and has rules which prohibit the distribution of its assets and income to its members. Such organisation shall be identified and determined by a resolution of members in a Special General Meeting.

- d. A copy of the minutes of the Special General Meeting referred to in Rule 20.a together with the Club's original Charter document and any remaining Beefsteak and Burgundy Club insignia, medallions and supplies shall be delivered to the General Secretary of the Founding Club.
- e. The Club will undertake the actions required by Rule 20.d within three (3) months of the resolution to wind up the Club.

REFERENCE SCHEDULE

RS 1. In this Constitution and Rules the following interpretations shall apply:

- 1.1 **Act** shall mean the South Australian *Associations Incorporation Act 1985* and includes any regulations made under that Act;
- 1.2 **Affiliated club** shall mean a chartered Beefsteak and Burgundy club
- 1.3 **Auditor** means a person preferably with an accounting or financial studies background or occupation who has the necessary skills to undertake a review of the Club's financial statement to determine that the Club's financial records show that the Club keeps financial records that properly record the Club's income and expenditure and dealings with its assets and liabilities;
- 1.4 **Chair** of a general meeting or committee meeting, means the person chairing the meeting;
- 1.5 **the Club** shall mean this Affiliated Club;
- 1.6 **the Committee** shall mean the Committee having the management of the business of the Club;
- 1.7 **Disciplinary appeal meeting** means a meeting of the members of the Club convened under Rule 14.i;
- 1.8 **Disciplinary meeting** means a meeting of the Committee convened for the purposes of Rule 14.d;
- 1.9 **Disciplinary subcommittee** means the subcommittee appointed under Rule 14;
- 1.10 **Financial year** means the 12-month period specified in Rule 11;
- 1.11 **Founding Club** shall mean the Beefsteak and Burgundy Club Incorporated;
- 1.12 **General meeting** means a general meeting of the members of the Club and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;
- 1.13 **General Secretary** shall mean the General Secretary of the Founding Club;
- 1.14 **Global Affiliated Beefsteak and Burgundy Clubs** means the list of affiliated clubs as prescribed by the Founding Club from time to time;
- 1.15 **Member** means a member of the Club;
- 1.16 **Objects** means the purpose for which the Club exists;
- 1.17 **Special Resolution** means a resolution passed at a duly convened general meeting of the members of the Club:

1.17.1 of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution has been given to all members; and

1.17.2 it is passed at such meeting by a majority of not less than three-quarters of such members of the Club, as being entitled to do so, vote in person, or where proxies are allowed, by proxy, at that meeting;

1.18 There shall be no gender differentiation and the singular shall include the plural and vice versa as the case requires.

RS 2. Committee

2.1 If members in a general meeting approve the office of Immediate Past President it shall be an unelected Committee position for the same term as the elected positions and is in addition to the 10 maximum positions referred to in Rule 2.b.

RS 3. The Committee has power to:

3.1 acquire, hold, deal with and dispose of any real or personal property;

3.2 open and operate accounts with financial institutions including credit card and overdraft accounts;

3.3 borrow money and give security for loans;

3.4 invest the Club's money in any authorised trustee investment or other investment from time to time;

3.5 administer any property on trust;

3.6 appoint agents and attorneys to transact any business on behalf of the Club;

3.7 enter into any contract it considers necessary or desirable;

3.8 appoint and disband sub-Committees as it considers expedient and to set terms of reference as to their powers, duties and conduct of their business;

3.9 appoint a Public Officer;

3.10 make, amend or repeal Bylaws not inconsistent with the Rules including but not limited to:

3.10.1 regulating the respective rights, privileges and obligations of members;

3.10.2 regulating the conduct of functions sanctioned by the Club and the dress requirements to be observed at such functions;

3.10.3 regulating the invitation of guests to the Club functions;

3.10.4 regulating the conduct of General Meetings where no specific provision is made by the Rules;

3.10.5 regulating any other matter or procedure for the purposes of giving effect to the Rules or to the objects.

- 3.11 interpret the meaning of these Rules and to decide any question or issue for which the Rules or the Bylaws do not make provision including giving directions for dispute resolution between members and, if necessary, the appointment of an independent mediator at the members' cost;
- 3.12 do all such things as are within the objects of the Club and are not by the Act or by the Rules required to be done by the members in a general meeting.
- 3.13 The Club may only exercise its powers and use its income and assets (including any surplus) for its Objects.

RS 4. Categories of Members

- A. Ordinary Member
- B. Life Member
- C. Honorary Members

RS 5. Life Member selection requirements.

In assessing whether a member should be awarded Life Membership the Committee should undertake confidential enquiries as to the following:

- A. Long and continuous service to the Club over a number of years
- B. being actively engaged in the welfare of the Club
- C. impeccable honesty and integrity
- D. meritorious service to the Club (collectively referred to as the "Life Member Details")

RS 6. The register of members must include at least the following:

- A. Full name of the member,
- B. Home address, postal address and email address
- C. Contact phone number
- D. Date of acceptance as a member
- E. Date when membership ceases.

RS 7. The following items shall be included in the agenda of the Annual General Meeting:

- 7.1 Notice of Meeting;
- 7.2 Apologies;
- 7.3 Minutes of the previous Annual General Meeting;
- 7.4 President's Report;
- 7.5 Secretary's Report;
- 7.6 Treasurer's Report and presentation of Financial Statements;
- 7.7 Auditor's Report;
- 7.8 Cellarmaster's Report;
- 7.9 Authorise payment of the annual affiliation fee to the Founding Club;

- 7.10 Nomination for the Committee;
- 7.11 Election of Committee positions;
- 7.12 Fixing of annual subscription, levies, fees;
- 7.13 Appointment of Auditor;
- 7.14 Transact any business of which notice has been given;
- 7.15 Other business which may properly be discussed.

RS 8. Proxy Form details

- A. The name and address of the member
- B. the name of the Club
- C. the proxy process name and address and if no name is specified then it shall be the chair of the meeting of members
- D. details sufficient to identify the meeting
- E. details sufficient to identify the member's vote on each resolution set out in the proxy form.

RS 9. Examples of misconduct by a member

- 9.1 the overdue subscription of a member continues to be unpaid after 30th September in any year, or moneys due and payable by the member to the Club remain unpaid at the expiration of 14 days from the date of written demand for payment;
- 9.2 the member fails to attend at least three (3) consecutive dining functions of the Club without leave of the Committee;
- 9.3 the member has been convicted anywhere in the country where the Club is located of an offence for which imprisonment is a penalty (whether or not imposed), or has been convicted outside of the country where the Club is located of an offence for which had it been committed in the country where the Club is located, imprisonment would be a penalty (whether or not imposed);
- 9.4 the member in the opinion of the Committee has engaged in conduct which prejudicially affects or has the potential to prejudicially affect the reputation and standing of the Club or the Founding Club, or is detrimental either directly or indirectly to the interests of the Club or the Founding Club, including tangible and intellectual property, licences, registrations and affiliations or has failed to properly disclose a conflict of interest;
- 9.5 the member has failed to comply with the Club Constitution, Rules, Bylaws, lawful direction of the Committee or with any resolution of the members in General Meeting.

RS 10. Trademark

- 10.1 The Club's right to display the Founding Club's trademarks is conditional upon:

- 10.1.1 The Club paying to the Founding Club the annual affiliation fee and any late payment fees specified by the Founding Club;
 - 10.1.2 The Club paying to the Founding Club insurance premiums as required for public liability and association liability insurance cover;
 - 10.1.3 The Club delivering to the Founding Club such documents and information as are required in accordance with these Rules and such other information as may be requested by the Founding Club from time to time;
 - 10.1.4 The Club not using without the written authority of the General Secretary of the Founding Club, the Founding Club's registered Trade Mark logo of the Bull's Head and Wine Glass (which authority may be withdrawn at the discretion of the Founding Club);
 - 10.1.5 The Club not holding itself out to be an agent of, or have the authority to bind the Founding Club in any manner whatsoever;
 - 10.1.6 The Club requiring officers and members to strictly observe the Constitution and Rules and do nothing to jeopardise the name *Beefsteak and Burgundy Club* nor to warrant the withdrawal of the Club's Charter by the Founding Club;
 - 10.1.7 The Club adopting as a Club Bylaw any such Bylaw proposed, discussed and agreed at the Business Session of a Beefsteak and Burgundy Club Convention, put out to broader consultation amongst Clubs and approved by a majority of them and the Committee of the Founding Club that results in a necessary amendment to the Club's practices or to the implementation of its constitution.
- 10.2 The Founding Club may suspend or terminate the Club's right to display the Founding Club's trademarks upon written notice to the Club, or if the Club elects to cease to be an affiliated member of the Beefsteak and Burgundy Club Incorporated, the Club must take the following actions:
- 10.2.1 Within two months of notice from the Founding Club of withdrawal of the Club's Charter, or the Club's decision to cease affiliation with the Founding Club, the Club shall hold a Special General Meeting for the purpose of changing its name and amending its Constitution and Rules to give effect to disaffiliation from the Founding Club;
 - 10.2.2 Cease to use or display the Founding Club's trademarks and return to the Founding Club all records, materials, garments, regalia and documents containing or displaying the Founding Club's trademarks, including the original Charter document;
 - 10.2.3 Deliver to the Founding Club a complete and accurate register of members of the Club;
 - 10.2.4 Issue a notification to each member in the form specified by the Founding Club;
 - 10.2.5 Remove all signs, notifications, social media which make reference to or include any of the following words *Beefsteak*, *Burgundy*, or any combination of those words;
 - 10.2.6 Immediately pay all sums owing to the Founding Club;

- 10.2.7 Publish in a public newspaper or other public record a notice in the form and wording specified by the Founding Club in relation to the suspension or termination;
- 10.2.8 Cease to conduct activities in or in relation to the Objects in clause 4, and
- 10.2.9 If the Club is to be wound up, forthwith take the necessary action required by Rule 20 of the Club's Constitution and Rules.

RS 11. Insurance (Clubs located in Australia)

- 11.1 The Club appoints the Founding Club as its authorised representative to obtain public liability and association liability insurance cover for the benefit of the Club as part of the Global Affiliated Beefsteak and Burgundy Clubs.
- 11.2 The Club shall pay to the Founding Club the premium amount which shall be paid prior to 15 September or such other date as specified by the Founding Club.
- 11.3 If the Founding Club notifies the Club that the Club must obtain public liability and association liability insurance cover directly, the Founding Club will provide assistance as necessary to identify the details of the required insurance and the Club shall provide a certificate of insurance and other details as requested by the Founding Club.
- 11.4 The Club indemnifies and keeps the Founding Club indemnified for any amount or deficit or payment due as a consequence of any insurance being insufficient to meet the consequences of the actions of the Club or its members.
- 11.5 The Club is not prohibited or prevented from obtaining additional risk insurance as it sees appropriate.