

RULES OF INCORPORATION

WINE SERVICE GUILD OF AUSTRALIA (Victorian Branch Incorporated)

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RULES FOR AN INCORPORATED ASSOCIATION

1. NAME

The name of the Incorporated Association is the
WINE SERVICE GUILD OF AUSTRALIA. VICTORIAN BRANCH INCORPORATED
in these rules called 'the Association'

2. INTERPRETATIONS

In these rules, unless the contrary intention appears: -

"**Committee**" means the Committee of Management of the Association.

"**Financial year**" means the year ending on June 30.

"**General meeting**" means a general meeting of members convened in accordance with the rules herein.

"**The Act**" means the Associations Incorporation Act of 1981.

"**The Regulations**" means regulations under the Act.

"**Industry**" means the Hotel, Catering, Beverages and allied industries in Australia.

"**Member**" means an Association member under any category of membership unless specifically limited or defined.

3. COMMITTEE OF MANAGEMENT

- (1) The committee shall consist of the following:-
 - (a) President
 - (b) An Immediate Past President
 - (c) Two Vice Presidents
 - (d) A Secretary
 - (e) A Treasurer; and up to
 - (f) Eight Committee Members. (Amendment 3. AGM 1992)
- (2) All of the office 'bearers referred to in Sub note 3(1), excepting the Secretary and Treasurer, shall be elected annually at the Annual General Meeting; the President having declared all seats vacant. Position of Secretary shall be filled in accordance with Rule 53, and the position of Treasurer filled in accordance with Rule 67. (Amendment 2. AGM 1992)

4. (1) Nominations for all offices mentioned in Rule (3) shall be submitted in writing to the Secretary at least seven days before the date of the Annual General Meeting.
- (2) Nominations shall bear the signature of the person nominated to indicate that they are willing to accept the office for which they are proposed.
- (3) If insufficient nominations are received to fill such offices, nominations may be called from the floor.

5. COMMITTEE POSITIONS VACATED

The offices of President, Past President, Vice President, and members of Committee shall be vacated where: -

- (a) they cease to be a member of the Association,
- (b) they resign their seat on the Committee,
- (c) they be absent without leave from three consecutive monthly meetings of the Committee,
- (d) they become bankrupt or insolvent or make an assignment for the benefit of their creditors or take or attempt to take benefit of any statutory provision for the liquidation of their affairs. This

sub paragraph is to satisfy the Committee that their inability to pay their debts rose from misfortune.

- (e) they be requested in writing by all the other Members of the committee to resign or if a resolution of a General Meeting of the Association be passed directing them to resign.
- (f) they be found lunatic or become of unsound mind.
- (g) their subscription becomes overdue for three months.

6. Where an officer has been elected to an office of this Association in accordance with the Rules of the Association they shall retire from such office on attaining the age of seventy-five years and shall no longer be eligible for election to any office in the Association.

7. Where a casual vacancy occurs in the Committee the vacancy shall be filled as decided by the Committee.
(Amended Motion 1, AGM 2001)

8.

(1) Deleted. (Motion 2. AGM of 2001)

(2) The election of the Chairperson of the Sub-committee shall be conducted as follows;

(a) The Chairperson of any sub-committee which is already established or which at any time may be established shall be elected by and from such sub-committee.

(b) The Committee shall :-

- (i) be the body responsible for all costs and expenditure and shall have the power to reimburse any member or committee who may have incurred any loss, expense or costs through being engaged in any activity for or on behalf of the Association.
- (ii) have the power to make an "ex gratis" payment in advance if the circumstances so warrant. (Amended Motion 2 AGM 2001)

9. PROCEDURE AT COMMITTEE MEETINGS

(1) The Committee shall: -

- (i) Meet;
- (ii) adjourn; and
- (iii) otherwise regulate their own business as they think fit provide that they shall when practicable meet at least once every month.

(2) Unless the Committee decides otherwise a quorum shall be five members of the Committee, which includes the Chairperson.

(3) The Committee shall meet at any time convened for the same upon request of the President or in their absence the Vice President or three members of the Committee.

10. (1) Where unless otherwise provided for by the Rules of this Constitution where questions arise at a meeting requiring a vote, the question shall be decided by a majority of votes of the members present.

(2) Where an equality of votes arises in the aforementioned situation, the Chairperson has the second or casting vote.

- (3) (i) The President shall preside over all Committee meetings.
- (ii) In the President's absence a Vice President shall preside over all Committee meetings.
- (iii) Where both the President and Vice President/s are absent a Chairperson from the members of the Committee present shall be elected.

11. COMMITTEE OF MANAGEMENT

A Committee of Management constituted as provided in Rules 3, 8 and 9 of this Constitution, shall manage the affairs of the Association.

12. MEMBERSHIP

Membership categories shall consist of: -

- (a) Honorary LIFE members,
- (b) members, (Amended Motion 3. AGM of 2001)
- (c) Honorary members, and
- (d) Associate members.

13. (i) Honorary Life Members shall:-

- (a) be any person who has rendered outstanding service to the Association.
- (b) be any person who has been elected as an Honorary Life Member at an Annual General Meeting of the Association.
- (c) have no greater powers in the Association than they would have had, had they not been elected as such.
- (d) retain their original category of membership for the purposes of the rules of this Constitution.

(ii) Members shall be those applicants who: -

- (a) satisfactorily complete an examination of any recognized training body, or
- (b) become eligible to qualify as a member where the Committee deems acceptable such qualifications of that applicant as being equal to or greater than the standard required by the Association or
- (c) having been an Associate Member for three years, and having attended at least three educational functions of the Guild a year in that time, are recommended for full membership. (Amended Motion 4. AGM 2001)

(iii) Acceptance of the qualifications aforementioned in Rule 13(ii)(b) shall be recommended by two members of the Committee as nominated by the President.

(iv) Honorary Members shall: -

- (a) be persons who contribute significantly to the functioning of the Association by the provision of goods or services. (Amended Motion 5. AGM 2001)

(v) Honorary Membership shall be granted at the discretion of the Committee.

(vi) Associate Members shall: -

- (a) be persons who in the opinion of the Committee warrant this status. Associate members may take part in such activities of the Association only as they are invited to do so by the Committee. Notwithstanding anything also contained in these Rules, they **shall not have the right to vote** at any meetings of the Association, but when asked to do so by the Committee they may attend Committee meetings and have the right to speak.
- (b) An Associate Member may apply to be admitted to the Guild as a Member after having been an Associate Member for a minimum of three years, and having attended a minimum of three educational functions per year of the Guild.

(Amended Motion 6. AGM 2001)

14. REGISTER OF MEMBERS, BOOKS AND DOCUMENTS

The Secretary shall keep and maintain a register of: -

- (a) Members; in which shall be entered the full name, address, phone number and date of entry of the name of each member and the register shall be available for the inspection by members at the address of the Secretary.
- (b) Books and documents of the Association which shall be available for inspection by the members at the address of the Secretary. (Amended Motion 7. AGM 2001)

15. ENTRANCE FEES

- (1) The entrance fee and annual subscription shall be determined by the Committee and any alterations made thereto when so-ever and howsoever shall be done so solely at its discretion.
- (2) Where an applicant is: -
 - (a) admitted as a member at any time of the year on payment of one year's subscription and registration fee
 - (b) a pro-rata payment will be calculated for the following year's subscription fee.
(Amended Motion 8 AGM 2001)

16. ANNUAL SUBSCRIPTIONS

Where a member fails to pay their subscription within one calendar month of the receipt of written notice sent to them pursuant to Rule 60 of this Constitution, they shall be removed from the register without further notice and shall no longer be considered a member of the Association, subject to their right of application for readmission under the said Rule.

17. ANNUAL GENERAL MEETING

- (1) The Annual General Meeting of members shall be held at such time and place as may be prescribed by the Committee, and if no time or place is so prescribed the Annual General Meeting shall be held prior to the 15th day of August.
- (2) Where a member wishes to bring before an Annual General Meeting any motion or business not relating to the ordinary annual business of the Association they shall give notice thereof in writing to the Committee not less than twenty-one days before the day of the meeting.
- (3) No motion or business other than the business brought forward by the Committee shall come before the meeting unless notice thereof has been so given.
- (4) In matters of urgency the President may call a Special General or Committee meeting by giving twenty-four hours notice.
- (5) The President shall be the sole judge of what constitutes "Urgent."

18. (1) The business at the Annual General Meeting shall be :-

- (a) To receive and consider the Statement of Receipts and Payments and the Balance Sheet and Report of the Committee for the preceding year;
- (b) To elect members of the Committee;
- (c) To appoint Auditors;
- (d) To appoint other officers;
- (e) To consider and determine such other business as the Committee or any member may bring before-it on due notice.

- (2) To conduct the aforementioned business a minimum of ten members are required.

19. NOTICE OF MEETINGS

- (1) Twenty-eight days notice must be given prior to the Annual General Meeting.
- (2) All other meetings. which shall be called General Meetings, require not less than seven days notice to the members, specifying the place, day and hour of the meeting and in the case of special business the general nature of such business.
- (3) The above notices shall be sent by post to the members or shall be served as hereinafter provided.
- (4) A notice convening a special meeting shall specify the nature of the business to be transacted and the meeting may not act

20. PROCEEDINGS AT GENERAL MEETINGS

- (1) A quorum for a General Meeting shall be six members present and entitled to vote.
- (2) No business shall be transacted unless the requisite quorum is present at the commencement of business and maintained throughout the meeting.

- 21.**
- (1) All General Meetings shall be chaired by the President, or in the President's absence one of the two Vice Presidents, and in their absence a member of the Committee to be chosen by the members present shall take the chair at every meeting of the Association.
 - (2) If during the meeting a quorum is not present the Chairperson shall close the meeting or adjourn it for such a period as they shall think fit.
 - (3) Where at any meeting a person who is entitled to take the chair declines to do so or is not present within fifteen minutes after the time appointed for the holding of the meeting then members shall choose some other person qualified as aforementioned to be Chairperson.
 - (4) Where within thirty minutes of the time appointed for the meeting a quorum is not present the Meeting shall be dissolved if it was requisitioned as aforesaid.
 - (5) In cases other than in (3) above, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day, not being more than fourteen days after such meeting, at such time and place as the Chairperson of the Meeting may appoint.
 - (6) Where a situation as aforementioned in (4) arises and there is no quorum the members present shall be a quorum and shall be able to transact business for which the meeting was called.
 - (7) Every motion submitted to a meeting shall be decided on a show of hands and in the case of an equality of votes the Chairperson shall both on a show of hands and a poll have a casting vote to which he may be entitled as a member.

- 22.** The order of business at meetings shall be as follows:-

- (a) Reading and confirmation of minutes.
- (b) Correspondence.
- (c) Nominations of new members.
- (d) Passing of accounts.
- (e) Reports.
- (f) Business of which notice shall be given.
- (g) General business.

- 23.**
- (1) The minutes of each meeting shall be read and confirmed at the next regular meeting.
 - (2) Where minutes are circulated prior to a meeting the meeting may resolve that the minutes not be read.
 - (3) Where a motion confirming the minutes shall not require a proposer or a seconder but may be put by the Chairperson in the following manner; "You have heard the minutes of the last meeting read: is it your wish that I sign them as a correct recording of the proceedings?"
 - (4) Where any inaccuracy in the minutes shall be indicated prior to the result of the motion being declared; any discussion shall be confined to that particular point.
 - (5) After the minutes have been confirmed and signed by the Chairperson they shall not be altered.

24. CORRESPONDENCE

- (1) The Chairperson may direct that correspondence be read without requiring a motion to that effect.

- (2) Each letter or other communication may be dealt with after having been read and the appropriate action taken by resolution.
- (3) No motion shall be required if no action is desired.

35. REPORTS

- (1) The Chairperson may determine whether a report shall be given to a meeting without requiring a motion to that effect, irrespective of whether such report is to be presented by a member of a meeting or by a person not a member.
- (2) After a report has been given the meeting may deal with it by motion for its adoption, rejection, reference back for further report, or for such other action as may be desired.
- (3) No motion shall be required if no action is desired.

26. MOTIONS AND AMENDMENTS:

- (1) Motions and amendments shall be proposed and seconded, except as provided herein.
- (2) No discussion shall be permitted on a motion or on an amendment until it is seconded and if there is no seconder it shall lapse.
- (3) A person may second a motion or an amendment in order to permit discussion; they need not support or vote for the motion.
- (4) A motion shall: -
 - (i) be clear and unambiguous
 - (ii) be couched in precise and definite language
 - (iii) comply with any prescribed rule as to form and notice.
 - (iv) be affirmative in form.
- (5) A motion or amendment may be withdrawn by a proposer with the consent of the seconder and with the agreement of the meeting.
- (6) An amendment shall: -
 - (i) not, except with the Chairpersons permission be moved by the proposer or the seconder of the motion or any other speaker previous to the proposer of the amendment.
 - (ii) be proposed even though the motion is one which due notice has been required and given.
 - (iii) relate to the matter involved in the motion and shall not be a direct negative of the motion.
 - (iv) be voted on before the original motion is put.
 - (v) if lost revive the original motion which shall be subject to further amendment until all amendments have been disposed of.
 - (vi) if carried convert the amended motion into and take the place of the motion which may be further amended.
 - (vii) where no further amendment is proposed convert the amendment motion into and take the place of the original motion which then becomes the motion which is then put to the meeting as a motion.
 - (viii) be discussed on its own at all times notwithstanding that a person may inform the Chairperson that they foreshadow an amendment and may state the form of the foreshadowed amendment but shall not propose or discuss it until the amendment before the meeting has been dealt with.

- (7) Amendments may be dealt with in any order provided each subsequent amendment differs from the motion and the defeated amendments.
- (8) A debate shall be terminated when the proposer of the motion has replied.

27. POINTS OF ORDER

- (1) Any person may at any time rise and address the Chairperson on a point of order, but will at once state they are taking a point of order and shall confine their observation to the point of order raised.
- (2) The point of order shall be taken immediately the breach occurs.

28. (1) Points of order may be taken in regard to any irregularity in proceedings.

- (2) The following circumstances may constitute the aforementioned irregularities, where :-
 - (a) the motion before the meeting lies outside the scope of the notice calling the meeting;
 - (b) there is no quorum present;
 - (c) there has been a failure to comply with some Rule;
 - (d) improper language has been used.
- (3) Where a speaker is called to order, they shall be given an opportunity to explain.
- (4) The Chairperson shall rule on a point of order taken but before doing so may permit others to speak briefly provided no new matter is introduced.

29. MOTION OF DISSENT

- (1) Where a person disagrees with the Chairpersons ruling it may be moved that the ruling be dissented from. This motion shall be seconded and may be discussed, but the discussion shall be brief and to the point, and no new matter shall be introduced.
- (2) The Chairperson shall not be required to vacate the Chair while the motion of dissent is being discussed or voted on.

30. MOTION OF RECOMMITTAL

- (1) When a motion has been dealt with, a motion of recommitment may at the Chairpersons discretion be moved to permit the meeting to re-discuss the original motion.
- (2) If the motion of recommitment is carried the original motion stands in the same position as immediately prior to being put and may be further discussed and amended.

31. PERSONAL EXPLANATION

A previous speaker who feels they are being misrepresented or misquoted by a subsequent speaker may on request to the Chairperson be given permission to make a personal explanation, which must be brief.

32. GENERAL PROCEEDINGS

- (1) Discussion shall: -
 - (a) not be permitted unless there is a motion before the meeting';
 - (b) be relevant to the matter before the meeting whether it is a motion, an amendment, a point of order or a personal explanation.
- (2) Speakers at a meeting shall rise and address the Chair.

- (3) The Chairperson may: -
- (a) at any time rise to address the meeting and any then speaking shall resume their seat.
 - (b) to preserve and restore order adjourn a meeting for a short period or until another day.
 - (c) require a speaker to resume their seat if they exceed the time prescribed or, if no time is prescribed, a reasonable time for speaking.
 - (d) decide which speaker is entitled to priority provided that the meeting may, by resolution determine that a particular person shall or shall not be heard, and a motion to that effect shall be moved and seconded, but debated.
 - (e) not adjourn a meeting of their own accord in order to avoid its coming to a decision on a matter before it.

33. The meeting may by resolution, determine that a speaker be no longer heard in which case the motion shall be moved and seconded but not debated.
34. No person shall speak more than once to a motion, except the proposer of a substantive motion who is entitled to reply.
35. A previous speaker to a motion may again speak on an amendment, on a motion for the adjournment of the debate, on a point of order, or by permission of the Chairperson in personal explanation of a previous remarks.
36. The business of the meeting shall be conducted in the order of the agenda unless the meeting determines to take the items in some other order.

37. VOTING

- (1) Voting on motions and amendments shall be determined on the voices.
- (2) If the Chairperson is :-
- (i) in doubt as to the result, or if any person present so requests, the Chairperson shall require a show of hands and shall appoint two scrutineers from the meeting to count the votes.
 - (ii) doubtful as to the counting of the votes he/she may forthwith take another vote even though he/she has declared the result of the vote.
- (3) The Chairperson shall not be required to determine the voting by the recording of votes by writing or by a division.

38. Elections shall be determined by written ballot.

39. The Chairperson may exercise an original vote.

40. Subject to any Rule to the contrary, the Chairperson shall have a casting vote in the event of there being an equality of votes.

41. FORMAL MOTIONS: THE CLOSURE

- (1) The closure: -
- (a) is moved to terminate discussions and bring a matter to a vote; the form of the motion is " that the motion be now put "
 - (b) shall be proposed and seconded but not discussed, amended or' adjourned.
 - (c) may be applied to an amendment as well as a motion.
 - (d) may be moved while another person is speaking.

(e) may not be moved by a person who has already moved, seconded or spoken to the main motion or any amendment.

(2) If the closure : -

(a) is carried, the main motion must be put to the vote without further discussion or amendment.

(b) motion is lost, the discussion may continue on the main motion.

(3) The Chairperson has the discretion as to whether he/she accepts a closure motion. He/she should be satisfied that the matter has been reasonably discussed and that the views of the minority have been heard.

42. FORMAL MOTIONS THE PREVIOUS QUESTION

(1) The previous question: -

(a) is moved to order to prevent a vote being taken on a motion. The form of the motion of the previous question is " that the motion now be put "

(b) can only be moved upon a motion, not while an amendment is being discussed.

(c) can only be moved after the disposal of an amendment and takes priority over all other amendments.

(d) may be discussed, and during the discussion the main motion which it is desired to shelve, may also be debated.

(2) If the previous question: -

(a) is carried the main motion can not be brought forward at the same meeting but may be proposed at a subsequent meeting.

(b) is lost, the main motion must be put without further discussion.

43 FORMAL MOTIONS PROCEED TO NEXT BUSINESS

(1) This motion: -

(a) may not be moved or seconded by a person who has already moved, seconded or spoken to the main motion or any amendment or the matter then being discussed by the meeting.

(b) may be moved at any time other than while another person is speaking. However each item on a printed agenda must be heard to the point of the mover of a motion having the right to speak to the motion if the motion has been seconded (unless the mover is absent or withdraws the motion) before the Chairperson may accept this formal motion.

(c) if lost, may be moved again at a later stage of the meeting.

(2) This motion: -

(a) shall be proposed and seconded, but there shall be no discussion or amendment.

(b) if carried renders discussion on the matter before the meeting terminated and the meeting proceeds to the next business; the matter under debate being considered as disposed of for that meeting.

(c) may be moved while an amendment is being discussed and if carried, the meeting resumes discussion on the main motion.

44. (1) the object of the motion " that the meeting proceed to the next business " is to shelve the matter before the meeting.

(2) Business shelved by a resolution that the meeting proceeds to the next business may only be brought up again on notice of motion for a further meeting.

45. FORMAL MOTIONS ADJOURNMENT OF DEBATE

- (1) A motion for the adjournment of the debate shall be moved for the purpose of shelving the matter being discussed.
- (2) The adjournment may be to a definite date or 'sine die'.

46. (1) The motion: -

- (a) if carried renders the particular matter being discussed(both motion and amendment) adjourned; but the meeting proceeds with other business
- (b) above shall not be moved while any person is speaking
- (c) may not be moved or seconded by a person who has already moved or seconded or spoken to the main motion or any amendment.
- (d) may be discussed and speakers to the main motion or any amendments may speak to the motion for adjournment of the debate.
- (e) for adjournment may be amended as to time, date and place of the adjourned meeting but no other amendments are permissible.
- (f) if lost, may be moved again at a later stage of the meeting.

- (2) The business to which the debate related shall have priority over any other except formal business at the adjourned meeting.

47. FORMAL MOTIONS ADJOURNMENT OF A MEETING

(1) The motion: -

- (a) for adjournment of the meeting may be moved during the course of debate on a matter before the meeting.
- (b) may not be moved or seconded by any person who has already moved or seconded or spoken to the main motion or any amendment.
- (c) may not be moved while another person is speaking.
- (d) may be discussed.
- (e) may be amended as to time, date and place of the adjourned meeting but no other amendments shall be permissible.
- (f) if lost, may be moved again at a later stage of the meeting.

- (2) If no 'time and date' is fixed by the motion the meeting shall be adjourned to the next regular meeting.

48. THE NEWSLETTER

A member of the Association shall be appointed to act officially as the Editor of the Newsletter, the official magazine of the Association. (Amended Motion 11. AGM 2001)

49. DIPLOMAS AND TROPHIES Deleted : (Motion 12. Of AGM 2001)

50. CONDUCT AT FUNCTIONS

- (1) Where the Association has arranged any organised function, or by any Committee it shall be understood that all visitors from the Association shall at all times conform to and abide by any rulings concerning the visit as approved by the appropriate Committee.
- (2) The Wine Service Guild (Association) has a NO SMOKING policy at all functions and wine tastings. Members are responsible for the conduct of their guests in regard to this direction. (Amendment 1. AGM 1992)

51. LEAVE OF ABSENCE

- (1) Leave of absence may be granted at the discretion of the Committee on receipt of written application from the member.

- (2) The conditions shall be that no fees shall be applicable during this leave provided the member does not participate in Association functions and does not receive Association publications.

52. PRESIDENT

No member shall occupy the office of President or Vice President unless they have served twelve months on the Committee.

53. SECRETARY

The Committee shall appoint the Secretary on such terms and under such conditions as the members in General Meetings shall from time to time determine.

54. COUNSELLORS (1) And (2) Deleted (Motion 2. AGM 1992)

55. AUDITORS Deleted (Motion 10. AGM 2001)

56. ACCOUNTS

- (1) The Committee shall cause true accounts to be kept of all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place, and of the assets, credits and liabilities of the Association.
- (2) The books of account shall be kept at the office or at such other place or places as the Committee think fit.
- (3) At the Annual General Meeting held each year the Committee shall lay before the Association a statement of receipts and payments and a balance sheet containing a summary of the property and liabilities of the Association made up to 30th June preceding the date of the Annual General Meeting.
- (4) Every such balance sheet shall be accompanied by a report of the Treasurer as to the state and condition of the Association, and the Statement, Report and Balance Sheet shall be signed by the Chairman and the Treasurer.

57. MINUTES

The Committee shall cause minutes to be duly entered in books provided for that purpose.

58. BADGES OF MEMBERSHIP

The following badges may be issued as follows: -

- (1) Members of the Committee are to be issued with a badge suitable for wearing when engaged in carrying out their duties and they shall also be issued with a miniature lapel badge for wearing as a "walking out" badge or for other occasions.
- (2) All members shall be issued with a lapel badge only.
- (3) The badges shall bear only the words "Wine Service Guild of Australia" and shall include a subscription attachment showing the current year of membership.

59. RESIGNATION OF MEMBERS

Any member desirous of resigning their membership shall forward their written resignation to the Secretary and the Committee may accept the same on payment: of all subscriptions and fees (if any) then due and owed by them.

60. SUSPENSIONS OR FORFEITURE OF MEMBERSHIP

- (1) Any member may be suspended from the privileges of membership or may be declared to have forfeited their membership by the Committee and their name may be removed from the Register where: -
 - (a) in the opinion of such committee, their admission was obtained by improper means.

- (b) they cease to hold the qualifications prescribed by these rules as a condition of membership.
 - (c) they become bankrupt or insolvent or makes an assignment for the benefit of their creditors or takes or attempts to take the benefit of any statutory provision for the liquidation of their affairs or being a company that goes into liquidation other than for the purpose of reconstruction or amalgamation; provided that no member shall be declared to have forfeited their membership for any of the causes specified in this sub-clause unless and until they have been called upon by the Committee to show cause why their name should not be removed from the Register and have failed to satisfy the Committee that their inability to pay their debts arose from misfortune and that no discreditable conduct can be imputed to them in connection therewith.
 - (d) the Committee, after due investigation, considers that a member has been guilty of conduct dishonourable or derogatory to the Association or to the Industry, or if any other circumstances arise which, in the opinion of the Committee justified such course; provided that such member shall be informed in writing of the nature of the matter laid to their charge and shall be afforded an opportunity of being heard at the meeting of the Committee at which their case is to be investigated, and of calling evidence in their defence.
 - (e) in the opinion of the Committee, they have been guilty of any breach of the Rules; Provided that any person whose name has been removed from the Register for any cause other than that of being adjudged guilty of conduct dishonourable or derogatory to the Association or to the Industry, may make application to have their name reinstated, the application to be supplemented by any information or explanation the Committee may, at the discretion of such Committee, be granted and the name of the applicant re-entered in the Register upon payment of such sum (if any) as the Committee may determine.
 - (f) any members subscription is overdue for three months, notice of such fact shall be sent to them by the Secretary and if they omit or neglect to pay their subscription within one calendar month next after the date of such notice their name may be removed from the Register, and from the date of such removal they shall cease to be a member but without prejudice to the right of the Association to recover from them all arrears including the subscription for the year then current.
- (2) A member whose name has been removed from the Register may apply at any time for reinstatement, and such member may be reinstated upon such terms and conditions as the Committee may deem fit but the Committee shall not be compelled to reinstate such member and may refuse to assign any reason thereafter.
 - (3) Whenever any person shall cease to be a member their name shall be removed from the Register and they shall, from such date, cease to have any claim upon or interest in the Association or its property or any part thereof.

61. VOTES OF MEMBERS

- (1) On a show of hands every member present in person or by proxy and entitled to vote shall have one vote.
- (2) Votes may be given either personally or by proxy as hereinafter mentioned.
- (3) A member shall hold two proxies.
- (4) The instrument appointing a proxy shall be in writing under the hand of the appointer; and no person shall be appointed a proxy who is not a member of the Association and qualified to vote.
- (5) The aforementioned instrument of proxy shall be for a specified meeting.

62. ALTERATIONS OF RULES

- (1) Any recommendations for additions or alterations of these Rules shall firstly be approved by a resolution of members at a General Meeting, at which two-thirds of the members present voted in favour of the alteration.
- (2) Where any alteration to the Rules or statement of purposes to this constitution is passed by special resolution it shall at all times be subject to the provisions of the Act.

63. BREACH OF RULES

- (1) Any member shall be deemed to have committed a breach of these Rules or of any resolution made pursuant thereto where: -
 - (a) a member shall have been the subject of a written complaint lodged against them by another member and such has been sustained by the Committee after investigation, or
 - (b) a member shall have been convicted in a court of competent jurisdiction for a breach of any of the Licensing Laws.
 - (c) a member has, in the opinion of the Committee based on evidence placed before it, committed a breach of any Rule or resolution of the Association.
- (2) Every member whom the Committee considers on evidence which it regards as sufficient to have committed a breach of any Rule or resolution of the Association, or against whom any complaint of an alleged breach of such Rule or resolution has been made to the Committee, shall, if the Committee regards it as just and reasonable in the circumstances to do so, by notifying the Secretary in writing of such breach or complaint as the case may be, and directed to appear before the Committee and be heard in regard thereto.

64. FUNDS OF THE ASSOCIATION

- (1) The funds and revenue of the Association shall be derived from:-
 - (a) Subscriptions payable by members
 - (b) such other sources as the Committee may determine.
- (2) All monies received on account of the Association shall be paid into an account of the Association at such Bank as the Committee may determine.

65. WINDING UP

- (1) The Association may be dissolved whenever a resolution has been passed in favour of dissolution by a majority of not less than four-fifths of the members present and entitled to vote, personally or by proxy, at a General Meeting, of which twenty-one days notice, specifying the intention to propose such resolution, has been duly given.
- (2) Upon the approval of the resolution for a dissolution of the Association its property, not consisting of money, that is property of the Association shall be sold and the proceeds with so much thereof as shall consist of money as may be necessary shall be applied to the satisfaction of the debts and liability of the Association.
- (3) Any surplus thereafter remaining shall be distributed in equal shares between each and every other state Wine Service Guild for their own purposes provide that such funds shall not be distributed in any way by way of pecuniary profit to members of the Association or relatives of the members and this prohibition of distribution shall apply whether the money property or otherwise in respect of both income and capital funds of the Association and shall also apply to any funds received during the period of liquidation or winding up.

66. TRUSTEES

- (1) The Association at General Meetings may, from time to time, appoint Trustees of its property, upon such terms and conditions as it shall think fit.
- (2) Unless, and until otherwise decided by the Association in General Meeting, the property of the Association, including the funds hereafter mentioned, may be vested in two or more Trustees, who shall hold the same for and on behalf of the Association on such terms and conditions as the Committee may from time to time determine. In the event of death or removal of a Trustee the vacancy shall be filled at the next monthly meeting of the Committee.
- (3) Any Trustee vacating office, whether voluntarily or compulsorily, shall, when called upon,

execute and do all such writings, documents and things as may be necessary for transferring the trust funds and other property held by him to such new Trustees or to the Association, as the Committee may direct.

- (4) So much of the funds of the Association as may not be required to meet current or accruing liabilities may be handed to the Trustees for investment by them in such form of investment as the Committee may direct.

67. TREASURER

The Treasurer shall hold office until a successor is appointed or until they shall cease to be a member of the Committee, whichever shall first happen. The Committee shall prescribe the duties of the Treasurer from time to time.

68. INDEMNITY

- (1) The Association shall indemnify every member of the Committees, Trustees and Secretaries and other officers against all costs, losses, damages or expenses, including hotel and traveling expenses in respect to any covenant, contract or agreement entered into or act of thing done in discharge of their duties, or in and about carrying into effect any object or purpose of the Association, and in respect of any action, suit, proceeding or other matter whatsoever connected with the Association or the affairs thereof, and the Committee shall make such payments as are necessary for the purpose of giving effect to such indemnity.
- (2) No Committee-person, Trustee, Secretary or any other officer of the Association shall be answerable or responsible for any act, receipt, document signed or done by him for the sake of conformity only, or for any loss or damage whatsoever suffered by the Association unless the same shall happen through their own dishonesty, default or neglect.

69. OBJECTIVES

- (1) Without affecting the generality of the rights and powers of the Association at Law, the objectives are: -
 - (a) To arrange for the facilities for the education and training of persons engaged in or desirous of entering the industry.
 - (b) To arrange for test by examination or otherwise the qualifications of the persons referred to in paragraph (a).
 - (c) To elevate the Industry as a whole and to promote greater efficiency and usefulness by compelling the observance of strict rules of professional conduct as a condition of membership and by setting up a high standard of knowledge of the Industry.
 - (d) To promote good feeling and friendly intercourse among and between members of the Association.
 - (e) To arrange and promote the interchange of ideas, training and educational methods and information with, similar and allied organizations in other parts of the world and within Australia.
 - (f) To promote the public recognition of the importance of the Industry and to secure for the community the existence of a class of persons well qualified to be employed in the industry.
 - (g) To admit and recognize as members of the Association only such persons as shall conform to the Rules and regulations.
 - (h) To establish and administer funds for the carrying out of objectives of the Association.
 - (i) Generally to purchase, take on lease or trust or in exchange, hire or otherwise acquire any real and personal property and any rights and privileges which the Association from time to time may deem necessary or convenient for the purpose of its business.
 - (j) To advance monies at current interest rates to persons or corporations on the security of any freehold, leasehold or other property in any part of the world or of any estate or interest in any such property in order to achieve the objectives of the Association.
 - (k) To receive money on deposit at interest.
 - (l) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Association.

- (m) To borrow, raise or secure the payment of money in such manner as the Association shall think fit and in particular by the issue of mortgages upon all or any of the Association's property both present and future.
- (n) To draw, accept and make and endorse, discount and negotiate promissory notes, bills of exchange, debentures and other negotiable or mercantile instruments and to enter into all such guarantee business as the Association may from time to time think fit to conduct.
- (o) In the event of the winding up of the Association but not otherwise, the balance shall be dealt with in a manner as provided hereafter.
- (p) Generally, to do all or any of the above things, in any part of Australia and elsewhere as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others, and to do all such things as are or may appear to be incidental or conducive to the attainment of the above objectives.

70. FEDERAL CONVENTION Deleted (Motion 9 AGM 2001)

71. SEAL

- (1) The COMMON SEAL of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either by two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

72. CUSTODY OF RECORDS

Except as otherwise provided in these Rules, the Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Association.