

# **BEEFSTEAK AND BURGUNDY CLUB**

## **CONSTITUTION AND RULES**

1. By the sanction of BEEFSTEAK AND BURGUNDY CLUB INCORPORATED an affiliated Branch Club was formed at Melbourne and Charter No 72 was issued on 11<sup>th</sup> May 1967

2. NAME: The name of This Branch Club shall be:-  
"NITAL BEEFSTEAK AND BURGUNDY CLUB

3. THE REGISTERED OFFICE shall be situated  
at ..... (NOTE -  
Not necessary for non-incorporated clubs.)

4. INTERPRETATION. In this Constitution the following interpretations shall apply:-

(a) "THE CLUB" shall mean BEEFSTEAK AND BURGUNDY CLUB INCORPORATED, which is the Parent body closely allied to the original Adelaide Beefsteak and Burgundy Club.

(b) "Parent Committee" shall mean the Committee of THE CLUB.

(c) "General Secretary" shall mean the General Secretary of THE CLUB.

(d) "This Branch Club" shall mean "NITAL BEEFSTEAK AND BURGUNDY CLUB

(e) "The Committee" shall mean the Committee of This Branch Club.

(f) "Special Resolution" means a resolution passed at a general meeting of members of This Branch Club by a three-quarters majority.

(g) The masculine gender shall include the feminine gender and the singular the plural and vice versa where applicable.

5. OBJECTS. The objects of This Branch Club shall be:

To promote good fellowship and goodwill amongst all sections of the community.

To further the education of its members and the community in the appreciation and understanding of good food and wines especially those produced locally.

To aid in this object This Branch Club shall arrange luncheons/dinners, social and other functions; visits to vineyards; to hold wine-tasting functions; to produce discussion papers on the developments in the field of wine-making; to develop and promote educational activities related to the knowledge of and understanding of wine and of the preparation and presentation of food and to conduct such other activities relevant to all of the above as its members see fit.

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.

These objects may be altered or expanded along the same lines as amendments to this Constitution.

6. (a) OFFICERS AND COMMITTEE. The Committee of This Branch Club shall comprise the following officers who shall hold office until the next Annual General Meeting when all offices shall become vacant:

President

Vice President

Immediate Past President - automatically becomes a member of the new committee.

Winemaster/Foodmaster

Honorary Secretary and Treasurer

Committee members (maximum of four).

A majority of the members of the Committee may at its discretion dismiss any of its members for disciplinary reasons and its decision shall be final.

Any casual vacancies shall be filled by the Committee.

The Committee shall control and manage the affairs of This Branch Club as it deems necessary other than those functions to be exercised under these Rules by a general meeting of members. Committee meetings shall be held in every calendar month at a date, time and venue recorded in the minutes of the previous meeting.

A committee quorum shall comprise at least half of the Committee membership and personally present. The procedures of the Committee shall be determined by its Chairman.

The Secretary shall maintain an accurate record of all Committee and General Meetings. Such minutes shall be signed subsequently by the Chairman of that meeting or of the succeeding meeting.

(b) PUBLIC OFFICER. A Branch Club which has become incorporated shall appoint a Public Officer who shall be appointed by the Committee. Such appointment would ideally continue for a number of years and his/her address may be the Registered Office of This Branch Club where official and other notices would be sure of receiving attention.

7. (a) As Soon as constituted This Branch Club shall submit to the General Secretary a list of the names, addresses, occupations and telephone numbers of the officers of This Branch Club. Annually thereafter the names, addresses and telephone numbers of the President and Secretary together with any other details requested from time to time and the affiliation fee (Rule 12a) shall be submitted to the General Secretary not later than the 15th of September in each year. It is the responsibility of This Branch Club Secretary who held that office immediately prior to the Annual General Meeting to ensure that both the affiliation fee and the details of This Branch Club are mailed immediately after the Annual General Meeting on the form sent to This Branch Club Secretary in June each year.

(b) An up-to-date register of the names and addresses of the members of This Branch Club shall be maintained by the Honorary Secretary.

(c) Any change of Secretary or change of address of the listed Secretary between Annual General Meetings must be sent to the General Secretary immediately so that future club information would arrive safely.

8. THE FINANCIAL YEAR shall end on 30th June in each year.

9. MEMBERSHIP.

(a) The membership of This Branch Club shall be limited to thirty (30) Ordinary Members.

(b) There shall be three (3) categories of membership and all applications for new membership shall be in writing on the prescribed form:-

(i) Ordinary Members - Applicants, who shall have attended at least two functions as the guest of a member, shall be proposed and seconded by two members of This Branch Club who shall be prepared to vouch personally for the applicant who in turn must be prepared to enter into the spirit of the objects of This Branch Club. The Committee shall consider the application and its decision on acceptance or rejection shall be final.

(ii) Honorary Members - A member of a Branch Club transferred from interstate or overseas to the vicinity of This Branch Club shall have the right to apply for Honorary Membership of This Branch Club within six months of new residency. Such a request may be granted at the discretion of the Committee of This Branch Club notwithstanding that such Honorary Membership may raise the total membership of This Branch Club above the Constitutional limit of 30. If such an application for Honorary Membership is accepted, the Committee may, at its discretion, place the name of such Honorary Member on the Waiting List for Ordinary Membership.

Visitors from overseas and interstate who are temporarily resident within the area from which a club draws its membership may be admitted as Honorary Members for periods not exceeding twelve months. Such temporary members shall be additional to the Constitutional limit of 30 Ordinary Members. The Committee may seek the payment of fees or levies from Honorary Members as it sees fit. This Branch Club shall not have more than five Honorary Members at any one time.

(iii) Life Membership - An Ordinary Member who has given long and continuous service to This Branch Club over a number years and has been actively engaged in the welfare of This Branch Club may be appointed a Life Member. Life membership should not be lightly bestowed and should only be for meritorious service. Such appointments shall be upon recommendation of the Committee of This Branch Club and then by Special Resolution as defined in Rule 4(f) of this Constitution. Life Members may be considered additional to the Constitutional limit of 30 members. The number of Life Members shall not be limited.

This honour waives payment of the annual subscription but other levies and charges are payable if that member continues to participate in the activities of the club.

Full details of the long and meritorious service of the member concerned shall be submitted to the General Secretary for approval by the Parent Committee, together with a request to issue an inscribed Life Membership Certificate.

10. MEMBERS' SUBSCRIPTIONS AND FEES. The annual subscriptions together with any levies or fees shall be payable by Ordinary Members in advance and shall be the amount(s) fixed by the members of This Branch Club in Annual General Meeting and payable by 15th September. For new applicants, a full year's fees or appropriate pro rata amount shall be paid immediately upon acceptance of the application by the Committee.

On incorporation by This Branch Club every member of the unincorporated club who has agreed in writing to become a member of the incorporated body shall be admitted to the same class of membership as previously held. All members who had paid their fees by the previous 15th day of September shall not be liable to pay any further sum by way of subscription until the next 15th day of September following incorporation.

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 This Branch Club should be raised from members and This Branch Club should refrain from trading with non-members.

11. GENERAL MEETINGS

(a) An Annual General Meeting of members of This Branch Club shall be held in July or August but no later than 31st August every year at a time and place appointed by the Committee. At each Annual General Meeting all offices shall be declared vacant, nominations shall be called for each office and, where more than one nomination is received for any office, an election by secret ballot for that office shall be held.

Any casual vacancies for unfilled offices shall be filled by the Committee.

The following items shall be included in the agenda of the Annual General Meeting: -

Notice of Meeting.

Apologies.

Presidential and Secretarial Reports.

Presentation of Financial Statements and Auditor's Report.

Authorise payment of the annual Affiliation Fee and completion of the Branch Club details form for mailing to the Parent Committee, refer Rules 7 and 12(a).

Nomination of Office Bearers. Election of Officers.

Fixing of annual subscriptions, levies, fees etc. Appointment of Auditor.

Transact any business of which notice has been given. Any other business which properly may be discussed.

(b) Special General Meetings may be called by the Committee or at the request of at least one-third of ordinary members.

(c) All General Meetings shall require a quorum of not less than half of the Ordinary Members and all such members and Life Members personally present shall be entitled to one vote. In the event of a poll, proxies in writing and verified by the Secretary, shall be accepted. Procedure at meetings shall be along the lines of accepted rules of meetings.

(d) Notices of General Meetings setting out in writing by order of the Committee the business to be discussed together with the date, time and place shall be given by hand or mailed to the

last known addresses of members at least seven days before the meeting.

(e) The most frequent meetings of This Branch Club shall be in the form of dining functions to further its objects as detailed in Rule 5. These functions and other activities shall be at dates, times and venues arranged by the Committee.

12. AFFILIATION FEES.

(a) This Branch Club shall pay to the General Secretary of THE CLUB an affiliation fee of such amount as may be determined by the Parent Committee payable annually and forwarded with the details required under Rule 7 by 15th September each year. In the case of a new branch granted a charter after 31st May in any year having paid its full annual fee, the next annual fee shall be payable by the 15th September in the following year.

(b) Should an affiliation fee not have been received by the THE CLUB by 30th September in any year, an additional \$10 shall be payable and thereafter an extra \$5 per calendar month shall be payable until full payment has been received. Fines are not to be considered an alternative to payment by due date.

13. BANKING AND BOOKS.

The Committee shall maintain account(s) with financial organisation(s) approved by the Committee. Any two of a panel of up to five members appointed by the Committee shall be signatories for financial transactions.

The custody of the books, documents and securities shall be in the hands of the Honorary Secretary/Treasurer or Public Officer or as determined by the Committee. Such books may be inspected by members at any reasonable times by arrangement.

The Secretary/Treasurer and/or Public Officer shall maintain the books, records and accounts of This Branch Club up-to-date at all times and in good order according to the recognised principles of accountancy and in suitable condition to be inspected by the Auditor at any time.

14. EXPULSION.

A member may, at the discretion of the Committee, be asked to resign from This Branch Club if:

(a) the subscription of that member continues to be unpaid after the 30th September and /or that member fails to comply with the financial or any other obligations of membership.

(b) that member fails to attend at least three consecutive functions.

(c) that member, in the opinion of the Committee, acts in any way to the detriment of This Branch Club or THE CLUB or who fails to comply with the provisions of these Rules. If such resignation is not received within two weeks, the Committee may remove from the register of members the name of that member who shall forthwith cease to enjoy any privileges of membership. In that case, the member shall be so informed promptly in writing at his last registered address. Any appeal against the expulsion should be made in writing to the Honorary Secretary within two weeks thereafter and a special general meeting should be called within three weeks of the request so that the member concerned may state his case. A decision by a majority vote of those present shall be final.

15. The officers and members of This Branch Club shall strictly observe this Constitution and Rules and shall do nothing to jeopardise the registration of the name "Beefsteak and Burgundy Club" nor to warrant the withdrawal of the Charter of This Branch Club by THE CLUB and action under Rule 16 of this Constitution.

16. NON-AFFILIATION.

Should This Branch Club for any reason including non-payment of affiliation fees or withdrawal of the Charter by the Parent Committee or on its own decision, cease to be an affiliated member of the Beefsteak and Burgundy group of clubs it shall within two calendar months of notice by the Parent Committee hold a Special General Meeting of its members for the purpose of changing the name of This Branch Club and amending the Constitution as necessary for disaffiliation from the Beefsteak and Burgundy Club or if it is to close to take the necessary procedures for dissolution as set out in these Rules. Thereafter This Branch Club shall not in any way identify itself as being a

part of the Beefsteak and Burgundy organisation and shall forthwith surrender the original charter to the General Secretary of THE CLUB.

17. REGISTERED TRADE MARK.

The Bull's Head and Wine Glass logo is a Trade Mark registered by THE CLUB and may not be used without the written authority of the General Secretary of THE CLUB. This authority may be withdrawn at the discretion of the Parent Committee. Supplies of Club stationery, ties, pin badges, cuff links, bottle masking bags and such other items bearing the logo as may be available from time to time may be ordered from the General Secretary.

18. INCORPORATION.

Any Branch Club seeking to become incorporated must first seek approval from the Parent Committee to use the Beefsteak and Burgundy Club name and registered logo by means of a formal agreement which is available from the General Secretary. For Australian Branch Clubs the General Secretary will provide a set of documents and guidelines to simplify the procedure including a Constitution (Rules) which has been drawn up in conjunction with each of the Australian State Public Affairs offices and must be used in the application to that office.

19. INSURANCE.

A public liability insurance policy for \$10,000,000 and a Directors and Officers liability policy for \$5,000,000 have been taken out by THE CLUB covering all Branch Clubs in Australia. The total insurance cost is divided by the total number of Australian Branch Clubs and included in their annual affiliation fees.

20. AUDITOR.

An auditor for the ensuing year shall be appointed at each Annual General Meeting. He shall, prior to the Annual General Meeting each year, audit the accounts presented by the secretary and subsequently submitted to the Annual General Meeting for approval.

21. SEAL.

A Club Branch which has become incorporated shall have a Common Seal which shall be held by the Honorary Secretary or Public Officer in safe custody. The Seal shall only be affixed to documents on the authority of the Committee and a Seal Register shall be maintained. There shall be four Seal Holders who shall comprise the current President, Public Officer, Honorary Secretary/Treasurer and Winemaster/Foodmaster, any two of whom shall sign any authorised document to which the Seal has been affixed.

22. NON-PROFIT.

The income and property of This Branch Club whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of This Branch Club, provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of any moneys advanced by him to This Branch Club or otherwise owing by This Branch Club to him or of remuneration to any officers or servants of This Branch Club or to any member of This Branch Club or other person in return for any services actually rendered to This Branch Club provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by This Branch Club or reasonable or proper rent for premises demised or let to This Branch Club.

23. This Branch Club shall not hold itself out as Agent for, nor having the authority to bind, THE CLUB in any manner whatsoever.

24. BY-LAWS.

By-Laws, not inconsistent with these Rules, may from time to time be made, amended or repealed by the members of This Branch Club passing a Special Resolution in the prescribed manner.

25. DISSOLUTION.

This Branch Club shall not be dissolved except by a special resolution to that effect passed by a three-quarters majority of Ordinary members present and voting at a Special General Meeting called for that purpose. In the event of such resolution receiving the required majority, the Committee shall realise all the assets of This Branch Club and the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the Committee in accordance with its powers, to anybody having objects similar to This Branch Club, any Fund, Institution, Authority, or registered Charity, provided such body is a non-profit organisation. No payments may be made to members by reason of their membership of This Branch Club. The liability of members by reason of such membership shall be limited to the payment of their annual fees for the current year. A copy of the minutes of the Special General Meeting together with the original Charter document and any other Beefsteak and Burgundy Club insignia, medallions or club supplies shall be returned to the General Secretary of THE CLUB. Any members wishing to retain Beefsteak and Burgundy membership should join another Branch Club or make application on the appropriate form to found a new Branch Club.

26. AMENDMENTS TO CONSTITUTION.

This Constitution covers the basic Rules for all Beefsteak and Burgundy Branch Clubs whether incorporated or not and may only be altered with the authority in writing of THE CLUB represented by the Parent Committee over the hand of the General Secretary of THE CLUB. After such authority has been granted the amendment should be presented to a General Meeting of This Branch Club for ratification. A Special Resolution passed by a majority of three quarters of members present at such meeting is required. No such amendment, rescission or addition shall be valid unless the same shall have been submitted to and approved by the relevant government authority.

27. POWERS.

For the purpose of carrying out the objects, The Committee of This Branch Club may, subject to the Association Incorporation Act 1985 and its rules:-

- (a) acquire, hold, deal with, and dispose of, any real or personal property; and
- (b) administer any property on trust; and
- (c) open and operate bank accounts; and
- (d) invest its moneys
  - (i) in any security in which trust moneys may, by Act of Parliament, be - invested; or
  - (ii) in any other manner authorised by the rules of This Branch Club; and
- (e) borrow money upon such terms and conditions as This Branch Club thinks fit; and
- (f) give such security for the discharge of liabilities incurred by This Branch Club as it thinks fit; and
- (g) appoint agents to transact any business of This Branch Club on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.

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