

CORPORATIONS ACT 2001

A Public Company Limited by Guarantee and not having a Share Capital

CONSTITUTION

of

WYONG R.S.L. SUB-BRANCH CLUB LIMITED

ABN 97 001 070 588

NAME

1. The name of the company (referred to as "the Club") is "Wyong R.S.L. Sub-Branch Club Limited".

DEFINITIONS

2. Unless the context or subject matter otherwise requires:

“Act” means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

“Australian Defence Force” has the meaning given by the Registered Clubs Act.

“the Board” means the members for the time being of the Board of Directors of the Club.

“By-law” means and includes regulations.

“the club noticeboard” means a board or boards designated as such within the Club's premises on which notices for the information of members are posted.

“Constitution” means and includes rules.

“Director” means a member of the Board.

“Executive” means the President, Vice President and Treasurer.

“financial member” means any full member who has paid all money payable by him or her to the Club by the due date for payment thereof.

“full member” means a person who is an ordinary member or a life member of the Club.

“Gaming Machines Act” means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

“General Meeting” includes Annual General Meeting.

“in writing” and **“written”** include any mode of representing or reproducing words, figures, drawings or symbols in a visible form.

“Liquor Act” means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

“month” means calendar month.

“the office” means the registered office for the time being of the Club.

“officer” means an officer as defined in the Act.

“ordinary member” means a member of the Club other than a life member, honorary member, temporary member or provisional member.

“Registered Clubs Act” means the Registered Clubs Act 1976 and any regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

“RSL” means the Returned and Services League of Australia.

“seal” means the common seal of the Club.

“Secretary” includes Chief Executive Officer, General Manager, Secretary Manager or Honorary Secretary.

“Section” means any section that pursuant to a resolution of the Board under Rule 59(h) is or has been established by the Club”

“special resolution” has the same meaning as in the Act.

INTERPRETATION

3. This Constitution is subject to the Act and the Registered Clubs Act. To the extent that any of the provisions in this Constitution are inconsistent with these Acts and might prevent the Club being registered under these Acts, those provisions will be inoperative and have no effect.
4. A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws of the Club made pursuant to this Constitution or on any matter arising therefrom,

is conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.

5. The "replaceable rules" contained in the Act are hereby excluded and do not apply to the Club except in so far as they are repeated or contained in this Constitution.
6. (a) Unless the context or subject matter otherwise requires:
 - (i) words indicating the male gender include the female gender and vice versa; and
 - (ii) words indicating the singular include the plural and vice versa.
- (b) Headings and the index are included for convenience only and do not form part of this Constitution.

REQUIREMENTS OF THE REGISTERED CLUBS ACT

7. The Club is established for the objects set out in this Constitution.
 8. (a) The Club is a non-proprietary Club.
 - (b) Subject to the provisions of sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club.
 - (c) Subject to the provisions of section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act, or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
 - (d) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
9. (a) An employee of the Club must not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
 - (b) Any profits or other income of the Club must be applied only to the promotion of the objects of the Club and must not be paid to or distributed among the members of the Club.
10. (a) Liquor must not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or

disposal of liquor to any person at a function in respect of which an authority is granted to the Club under section 23 of the Registered Clubs Act.

- (b) Liquor must not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years must not use or operate poker machines or any other forms of gaming devices on the premises of the Club.
- (d) Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (e) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

11. Voting by proxy is not permitted:

- (a) at any election of the Board;
- (b) at any meeting of the Board or of a committee of the Club; or
- (c) at any General Meeting.

OBJECTS

12. The objects for which the Club is established are:

- (a) To acquire and take over the assets and assume the liabilities of the unincorporated club known as Wyong R.S.L. Sub-Branch Club.
- (b) To provide for members and for members' guests a social and sporting club with all the usual facilities of a club including residential and other accommodation, liquid and other refreshment, libraries and provision for sporting, musical and educational activities and other social amenities.
- (c) To erect a fitting memorial or fitting memorials to the valour of those who suffered the Supreme Sacrifice.
- (d) To provide for the alleviation of distress among members and their dependants.
- (e) To establish, equip, furnish and maintain a club and clubhouse for the benefit of members generally and to construct, erect and alter any buildings, homes, houses, halls, pavilions, workshops, stables, garages, sheds and other buildings and works necessary or convenient for the purposes of the Club and to furnish, maintain the same and to provide, lay out, prepare and maintain structures, lawns, grounds and areas and means of recreation and further to provide clubrooms, social rooms, reading rooms and other amenities for members and members' guests.
- (f) To promote social and educational undertakings for the benefit of members.
- (g) To create and maintain when deemed necessary an interest in local affairs provided they are not associated with party politics and sectarian institutions.

- (h) To purchase, hire, lease or otherwise acquire for the purposes of the Club any real or personal property and any rights or privileges which the Club may think necessary or convenient for the carrying out of its objects or parts thereof.
- (i) To give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Club or any part or parts thereof, subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (j) To invest and deal with any of the money of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
- (k) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (l) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges or other security over the whole or any part of the property real or personal of the Club.
- (m) To apply for and obtain and hold a club licence under the Liquor Act, entitlements under the Gaming Machines Act and any other rights and entitlements, authorities and licences, necessary or desirable for the conduct of the Club.
- (n) To obtain and hold any licence or permission necessary for and to carry on the business of restaurant keepers and sellers of tobacco, cigars and cigarettes and of all kinds of goods, services and provisions required, used or desired by members.
- (o) To take or reject any gift or property, monies or goods whether subject to any special trust or not.
- (p) To erect, maintain, improve or alter any building or buildings for the purpose of the Club.
- (q) To indemnify any person or persons, whether members of the Club or not, who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (r) To establish, support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (s) To promote any of the objects of the RSL, to affiliate with any other organisation and to pay and fees or moneys to any body having objects similar to those of the Club or to make donations to the Wyong Sub-Branch of the RSL.
- (t) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.

- (u) To do such acts, deeds, matters and things and to enter into and make all such agreements as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club or any of them.
13. The income and property of the Club, howsoever derived, must be applied solely towards the promotion of the objects of the Club as set out in this Constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Club. Provided that nothing herein prevents the payment in good faith of interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club. Provided further that no member of the Board or of any committee is to be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee. Provided further that nothing herein is to be construed as preventing the payment of an honorarium in respect of special honorary services rendered, repayment of out-of-pocket expenses, payment of interest on money lent, payment for sale or hire of goods or payment of rent for premises let to the Club.

WINDING UP

14. The liability of the members of the Club is limited.
15. Each member of the Club undertakes to contribute to the assets of the Club in the event of the Club being wound up during the time that he or she is a member, or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$2.
16. If upon the winding up or deregistration of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the property must not be paid to or distributed among the members of the Club but must be given up or transferred to some other institution or institutions which has or have objects similar to the objects of the Club and which prohibits or prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Club under or by virtue of this Constitution. The institution or institutions will be determined by the members of the Club at or before the time of deregistration, and in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then that property will be given to some charitable object.

MEMBERSHIP

17. The number of full members of the Club must not exceed the maximum number permissible under the Registered Clubs Act.
18. The number of full members having the right to vote in the election of the Board shall not be less than such minimum as may be required by the Registered Clubs Act.
19. A person must not be admitted to membership of the Club except as an ordinary member, life member, honorary member, temporary member, provisional member or junior member.

20. A person who is under the age of 18 years will not be admitted to any class of ordinary membership. A person who is between the ages of five (5) years and seventeen (17) years of age shall be eligible to join as a junior member.
21. All classes of membership are open to both male and female genders.
22. Unless and until otherwise determined by the Board, the full membership of the Club shall be divided into the following categories:
 - (a) Club Members;
 - (b) Junior Members;
 - (c) Life Members.
- 22A. From the date of the Special Resolution adopting this Rule 22A, all persons who are recorded in the Club's register of members as Service Members or Associate Members shall be known as Club Members and the Club's register of members shall be amended accordingly.
23. Persons who are not full members may, in accordance with this Constitution, be admitted to the Club as:
 - (a) Provisional Members; or
 - (b) Honorary Members;
 - (c) Temporary Members.
24. The eligibility requirements for election to the following classes of membership are:
 - (a) Club Membership;

Any person who has attained the age of eighteen (18) years may be admitted as a Club Member.
 - (b) Junior Members

Any person who has attained the age of five (5) years but has not attained the age of eighteen (18) years may be admitted as a Junior Member provided the Board:

 - (i) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or a Section; and
 - (ii) has received from that person's parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities by the Club or a Section;
 - (iii) is satisfied that the person will take part in regular sporting activities organised by the Club or a Section.

LIFE MEMBERSHIP

25. (a) A financial Club Member is eligible for election to Life membership if that person:

- (i) has rendered outstanding service to the Club;
 - (ii) has been a member of the Club for at least 10 consecutive years;
 - (iii) is nominated for election to Life membership in writing by one and seconded by another Life member or Club Member with three (3) years continuous membership;
 - (iv) is recommended by the Board for election to Life membership.
- (b) A person who satisfies the eligibility requirements in paragraph (a) will be duly elected to Life membership if a resolution to that effect is carried by a three-quarters majority of members who are present and voting at a General Meeting.
- (c) Not more than 3 persons may be elected to Life membership in each financial year.

RIGHTS OF MEMBERS

26. Every Life Member shall be entitled to all of the entitlements, rights and privileges of a Club Member. In addition, a Life Member will be exempt from payment of subscriptions or levies.
27. (a) Subject to Rule 27(b), financial Club members are entitled to:
- (i) attend and vote on all matters at general meetings (including Annual General Meetings) of the Club; and
 - (ii) vote in the election of the Board.
- (b) Financial Club members shall only be entitled to vote on a special resolution to amend this Constitution if they have held membership of the Club for a period of not less than (3) years.
28. Each member who is entitled to vote has one vote, but cannot vote by proxy.
29. (a) The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.
- (b) Without limiting the general powers of the Board conferred in paragraph (a), all members hereby acknowledge and accept that the Board has power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:
- (i) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
 - (ii) the Club's responsible service of gambling policy (as adopted and amended by the Board from time to time).

HONORARY MEMBERSHIP

30. The following persons may be admitted as Honorary Members of the Club in accordance with procedures established by the Board from time to time:

- (a) the Patron or Patrons for the time being of the Club;
 - (b) any prominent citizen or local dignitary;
 - (c) any person who produces evidence that he or she is a member of the Australian Defence Force.
31. (a) Honorary Members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.
- (b) Honorary members who are full members of the Club shall be entitled to the rights and privileges of the category of membership for which they are a full member, but Honorary members who are not full members of the Club are only entitled to use the facilities and amenities of the Club as the Board may determine from time to time and introduce guests to the Club but shall not be entitled to vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (c) The Board has power to cancel the membership of any Honorary Member without notice and without being required to give reason.
- (d) When Honorary membership is conferred on any person (other than Honorary members admitted pursuant to Rule 30(c)), the following particulars must be entered in the Club's Register of Honorary Members:
- (i) the name in full, or the surname and initials, of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary membership is conferred;
 - (iv) the date on which Honorary membership is to cease.

TEMPORARY MEMBERSHIP

32. The following persons may be admitted as temporary members of the Club in accordance with procedures established by the Board from time to time:
- (a) a person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's premises or such greater distance as the Board may determine by By-law;
 - (b) a full member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
 - (c) a full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;
 - (d) an interstate or overseas visitor.

33. (a) Temporary members are not required to pay an entrance fee or subscription, but may be required to pay a temporary membership fee as the Board may determine from time to time.
- (b) Temporary members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time and, subject to Rule 35(a), to introduce guests into the Club. Temporary members are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (c) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the membership of any temporary member at any time without notice and without being required to give reason.
- (d) A person under the age of 18 years will not be admitted as a temporary member other than pursuant to rule 32(c).
- (e) When a temporary member (other than a temporary member admitted pursuant to rule 32(c)) first enters the Club's premises on any day, the following particulars must be entered in the Club's Register of Temporary Members:
- (i) the name in full, or the surname and initials, of the temporary member;
 - (ii) the residential address of the temporary member;
 - (iii) the date on which temporary membership is granted;
 - (iv) the signature of the temporary member.

PROVISIONAL MEMBERSHIP

34. (a) A person may be admitted to provisional membership of the Club pending the decision of the Board in relation to his or her application for membership. The requirements for admission to provisional membership are:
- (i) the person has applied for membership on the Club's nomination form; and
 - (ii) the person has paid the appropriate entrance fee (if any) and subscription.
- (b) Should a person who is admitted as a provisional member not be elected to membership of the Club within 9 weeks from the date of depositing the nomination form at the office or should that person's application for membership be rejected (whichever is the earlier), that person will cease to be a provisional member. The entrance fee (if any) and subscription submitted with the nomination form will be returned to that person.
- (c) If the Board approves the application for membership that person will cease to be a provisional member and from the date of approval the person will be admitted to the class of membership applied for.

- (d) Provisional members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time and to introduce guests into the Club if the Provisional member is an applicant for a class of membership which it is permitted to do so. Provisional members are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

GUESTS

- 35. (a) All members, with the exception of junior members, will have the privilege of introducing guests to the Club. However, a temporary member may only introduce (but not sign in) a guest in accordance with Rule 35(j).
- (b) A member must not introduce guests more frequently or in a greater number than may for the time being be provided by By-law, and must not introduce any person as a guest who has been expelled from the Club or whose membership has been suspended or any person who is then refused admission to or being turned out of the Club.
- (c) A member is responsible for the conduct of any guest that he or she may introduce to the Club.
- (d) The Board has power to make By-laws from time to time, not inconsistent with the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club.
- (e) A guest must at all times remain in the reasonable company of the member who introduced that guest and shall not be supplied with liquor on the premises of the Club except on invitation of and in the company of a member.
- (f) A guest must not remain on the Club's premises any longer than the member who introduced that guest.
- (g) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
- (h) On each occasion on any day on which a person of or above the age of 18 years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of Guests:
 - (i) the name in full, or the surname and initials of the given names, of the guest;
 - (ii) the residential address of the guest;
 - (iii) the date of that day;
 - (iv) the signature of the member introducing a guest.
- (i) If an entry in the Register of Guests is made on any day in respect of the guest of a member, it is not necessary for an entry to again be made in the Register if that guest subsequently enters the Club's premises on that day as the guest of that member.

- (j) A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:
 - (i) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and
 - (ii) who does not remain on the Club premises any longer than that Temporary member;
 - (iii) in relation to whom the member is a responsible adult.
- (k) For the purposes of Rule 35(j), “responsible adult” means an adult who is:
 - (i) a parent, step-parent or guardian of the minor; or
 - (ii) the minor’s spouse or de facto partner;
 - (iii) for the time being, standing in as the parent of the minor.

PATRON

- 36. (a) The members in General Meeting may appoint or remove one or more Patrons from time to time upon a recommendation being made by the Board to the meeting.
- (b) A Patron who is not a member of the Club will be deemed to be an Honorary Member while he or she remains a Patron.
- (c) At any one time there will not be more than 3 Patrons.

ELECTION OF MEMBERS

- 37. A person must not be admitted as a Club Member or junior member of the Club unless that person is elected to membership at a meeting of the Board or of a duly appointed committee by a majority of the Directors present and voting, the names of those Directors present and voting at that meeting being recorded by the Secretary.
- 38. Deleted.
- 39. (a) Every application for membership must be on a nomination form approved by the Board.
- (b) The nomination form will contain such particulars as the Board may determine from time to time. The nomination form will as a minimum include the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club.
- (c) The nomination form must be signed by the candidate.
- (d) The appropriate entrance fee (if any) and subscription must be lodged with the nomination form.
- (e) The nomination form must be deposited at the office. The Secretary must cause the name and address of the candidate to be displayed on the club noticeboard or in some other conspicuous place in the clubhouse for a continuous period of not less

than 7 days before the election of the candidate as a member of the Club. An interval of at least 14 days must elapse between the proposal of a candidate for election and the candidate's election. The Club shall not be required to notify a person if they have been elected to membership.

- (f) The Board may reject any application for membership without giving any reason for the rejection. The Secretary will as soon as practicable return to a rejected candidate the amount of the entrance fee (if any) and subscription lodged with the application.
- (g) If a person who has been previously expelled from the Club makes an application for membership of the Club, that application must be considered by the Board and not by a committee.
- (h) The Board has power to make By-laws regulating all matters in connection with the election of a member not otherwise provided by this Constitution.

40. When a person has been elected to membership, the Secretary will enter that person's name and details in the Club's Register of Members. The member so elected is deemed to have agreed to be bound by this Constitution and the By-laws from time to time in force.

TRANSFER OF MEMBERSHIP

41. The Board or a duly appointed committee may transfer a Junior member who has attained the age eighteen (18) years to Club membership.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

42. Membership subscriptions must be paid annually in advance or may, if the Board so directs and approves, be paid by monthly, quarterly or half-yearly instalments in advance or for more than one year in advance. The Board will from time to time prescribe the time and manner of payment and all other related matters not especially provided for in this Constitution.
43. (a) The Board will from time to time prescribe the entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club. However, the amount payable by ordinary members must not be less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.
- (b) The Board has power to make charges and levies on ordinary members for general or special purposes.
44. The Board may at any time or times suspend the payment of entrance fees either generally or in respect of individual cases, and has the discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.
45. (a) If a member has not paid the subscription or any other money due to the Club on or before the due date for payment, the member ceases to be a financial member.
- (b) If the member pays the subscription or other money within 30 days after the due date for payment, that member will again be a financial member.
- (c) If the subscription or other money remains unpaid after 30 days from the due date for payment (or any further time which the Club in its absolute discretion may permit),

the defaulting member will be debarred from all privileges of membership and will cease to be a member of the Club.

ABSENTEE LIST

46. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member leaving or returning to the Commonwealth of Australia or residing outside Australia. The member will be placed on an Absentee List.

ADDRESSES OF MEMBERS

47. A member must advise the Secretary of any change in his or her address.

REGISTERS OF MEMBERS AND GUESTS

48. The Club must keep the following registers:
- (a) a register of persons who are full members of the Club, which will set out the name in full, the occupation and address of each full member and, if the member is an ordinary or junior member, the date on which the entry of the member's name in the register is made and the date on which that member last paid the fee for membership of the Club;
 - (b) a register of persons who are honorary members;
 - (c) a register of persons who are temporary members;
 - (d) a register of persons of or above the age of 18 years who enter the Club's premises as guests of members.

DISCIPLINARY PROCEEDINGS

49. (a) The Board has power to reprimand, suspend from any or all privileges of membership for such period as it considers fit, expel or accept the resignation of any full member if, in its opinion, that member:
- (i) has refused or neglected to comply with any provision of this Constitution or the By-laws; or
 - (ii) is guilty of any conduct prejudicial to the interests of the Club; or
 - (iii) is guilty of any conduct which is unbecoming of a member; or
 - (iv) is guilty of any conduct which renders the member unfit for membership.
- (b) The Board must comply with the following procedure when exercising its powers under paragraph (a):
- (i) The Club must give written notice to the member of any charge against that member under this rule, at least 7 clear days before the meeting of the Board at which the charge is to be heard. The notice will set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.

- (ii) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing.
 - (iii) At the meeting, the member charged is entitled to call witnesses in his or her defence.
 - (iv) The voting by the Directors present at the meeting will be in that manner as is decided by the Board. A resolution at the meeting will not be passed unless a majority of the Directors present vote in favour of that resolution.
 - (v) If the member fails to attend the meeting, the Board may hear the charge and, on the evidence before it, make a decision as to the member's guilt and, if found guilty, the separate decision as to penalty. However, the Board must have regard to any representations made to it in writing by the member charged.
 - (vi) After the Board has considered all the evidence put against the member it must come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board must, if the member has attended the meeting and has been found guilty, inform the member prior to considering any penalty.
 - (vii) If the member has attended the meeting, he or she must be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which he or she has been found guilty.
 - (viii) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to give any reason for its decision.
- (c) In the event that a notice of charge is issued to a member pursuant to paragraph (b)(i), the Board has power to immediately suspend that member from any or all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to that member.
- (d) The powers of the Board in relation to disciplinary proceedings may be exercised by a disciplinary committee appointed by the Board and comprising not less than 3 Directors. A quorum of the disciplinary committee is 3 Directors.
50. Any member whose membership is suspended pursuant to Rule 49 shall during the period of such suspension not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the recreational, social or sporting activities of the Club or any Section without the permission of the Board;
 - (c) attend or vote at any meeting of the Club or any Section;
 - (d) nominate or be elected or appointed to the Board or any committee of a Section;
 - (e) vote in the election of the Board or any committee of a Section;

- (f) propose, second or nominate any eligible member for any office of the Club or any Section;
 - (g) propose, second or nominate any eligible member for Life membership.
- 50A. In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 50E, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
 - (d) who hawks, peddles or sells any goods on the premises of the Club;
 - (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;
 - (f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant;
 - (g) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- 50B. If pursuant to Rule 50A a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 50E) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- 50C. Without limiting Rule 50B, if a person has been refused admission to or turned out of the Club in accordance with Rule 50A(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- 50D. Without limiting Rule 50B, if a person has been refused admission to or turned out of the Club in accordance with Rule 50A(a), the person must not:
- (a) remain in the vicinity of the Club; or
 - (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- 50E. Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (b) any employee authorised by the Secretary to exercise such power.

RESIGNATION AND CESSATION OF MEMBERSHIP

51. (a) A member may at any time by giving notice in writing to the Secretary resign from membership of the Club. The member's resignation will take effect from the date on which it is received by the Secretary.
- (b) Every person who ceases to be a member of the Club (whether by resignation, expulsion, neglecting to pay the entrance fee or subscription, or for any other reason) will upon and by reason of such cessation of membership forfeit all rights as a member of the Club.

However, the person will remain liable for any subscription and all arrears thereof due and unpaid at the date of cessation of membership and any other money due by that person at the date of cessation of membership or for which that person is or may become liable under this Constitution.

- (c) When a person ceases to be a member of the Club, the Secretary will make a notation to that effect against the person's name in the Register of Members.

THE BOARD

52. (a) Subject to this Rule and Rule 80, the Board shall comprise of seven (7) directors, which for the avoidance of doubt shall include the Executive. For the purposes of the triennial rule referred to in Rule 52(b), Group 1 shall consist of three (3) directors, Group 2 shall consist of two (2) directors and Group 3 shall consist of two (2) directors.
- (b) The Board shall be elected triennially in accordance with Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule will be the Annual General Meeting held in 2012:

SCHEDULE 4

Definitions

1. *In this Schedule -*

"general meeting" means a meeting of the members of the club at which members of the governing body are to be elected;

"triennial rule" means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

"year" means the period between successive general meetings.

2. *Repealed.*

First general meeting under triennial rule

3. (1) *The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.*
- (2) *The groups -*

- (a) shall be determined by drawing lots; and
 - (b) shall be as nearly as practicable equal in number; and
 - (c) shall be designated as group 1, group 2 and group 3.
- (3) Unless otherwise disqualified, the members of the governing body -
- (a) in group 1 shall hold office for 1 year; and
 - (b) in group 2 shall hold office for 2 years; and
 - (c) in group 3 shall hold office for 3 years.

Subsequent general meetings

4. At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

Casual vacancies

5. (1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.
- (2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

Re-election

6. A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.

Revocation of triennial rule

7. If the triennial rule is revoked -
- (a) at a general meeting - all the members of the governing body cease to hold office; or
 - (b) at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,
- and an election shall be held at the meeting to elect the members of the governing body.”

53. Only Life Members and financial Club Members, holding membership for a period of not less than three (3) years, are eligible to be nominated for, elected and to hold office on the Board.
54. A member is ineligible to be nominated for or elected to the Board if that member:
- (a) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of that charge within the period of three (3) years immediately prior to the date determined for the next Annual General Meeting; or
 - (b) has at any time been convicted of an indictable offence; or
 - (c) is a former employee of the Club whose services were terminated by the Club for misconduct.
55. (a) Deleted.
- (b) Deleted.
- (c) A Director must within 3 months of being first elected to office, attend a course of instruction (if a course is available) in relation to the functions, duties and responsibilities of directors of a club. The course must be approved or conducted by ClubsNSW or like body. If a course is unavailable, the Director must make all reasonable attempts to attend the next available course.
- (d) A retiring Director will (subject to this Constitution) be eligible for re-election.

ELECTION OF THE BOARD

56. The election of the Board, when required, will be conducted in the following manner:
- (a) Any two (2) financial Club Members shall be at liberty to nominate any other financial Club member with not less than three (3) years continuous membership to serve as a director on the Board of the Club. Members shall only be entitled to nominate for election as a director of the Club.
 - (b) Each nomination shall be in writing and signed by the Proposer and Secunder, and signed by the Nominee, who shall state therein that he or she consents to the nomination.
 - (c) The closing date for nominations will be not less than 15 days before the Annual General Meeting.
 - (d) As soon as practicable after nominations have closed, the Secretary will post the names of the duly nominated candidates on the club noticeboard.
 - (e) If at the close of nominations the number of candidates duly nominated is the same as the number to be elected, the candidates so nominated will be declared elected at the Annual General Meeting.

- (f) If at the close of nominations the number of candidates duly nominated is less than the number to be elected, the candidates so nominated will be declared elected at the Annual General Meeting. Further nominations may be called for at the meeting, and if the number of candidates so nominated exceeds the number required for the remaining vacancies, an election for those vacancies will be conducted in accordance with procedures determined by the Board.
- (g) If at the close of nominations the number of candidates duly nominated is more than the number required to be elected, a ballot will be taken in the following manner. Members will elect directors. The Executive will not be directly elected by members but will be appointed by the directors in accordance with Rule 56(g)(viii):
 - (i) The ballot will be conducted at the Annual General Meeting.
 - (ii) The Board will appoint a Returning Officer who will have charge of the ballot. A candidate for election or a proposer or seconder of any candidate must not be appointed as the Returning Officer.
 - (iii) The Returning Officer will determine by lot the position of candidates' names on the ballot paper.
 - (iv) The Returning Officer will supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of returned ballot papers and the counting of votes after the ballot is closed, and will report the result of the ballot to the Annual General Meeting.
 - (v) The Returning Officer may prescribe the manner in which votes are to be marked on the ballot paper.
 - (vi) The decision of the Returning Officer as to the validity or formality of any ballot paper will be final and conclusive.
 - (vii) If there is an equality of votes affecting the election of any candidate then the Returning Officer will determine by lot from those tied candidates, the candidate who is to be elected.
 - (viii) Within seven (7) days after the conclusion of the Annual General Meeting, the directors shall appoint the Executive from among their number.
 - (ix) the Secretary shall cause the names of the Executive to be displayed on the Club Noticeboard as soon as reasonably practicable after the Board meeting at which they are appointed.
 - (x) The persons elected as the Executive shall hold those positions until the Annual General Meeting following their appointment.

57. The Board has power to make By-laws regulating all matters in connection with the conduct of any election not otherwise provided by this Constitution.

POWERS OF THE BOARD

58. The Board is responsible for the management of the business and affairs of the Club.
59. The Board may exercise its powers and do all such acts and things as the Club is by law or this Constitution authorised to exercise and do and which are not by law or this Constitution required to be exercised or done by the Club in General Meeting. In particular, but without limiting its general powers, the Board has power from time to time:
- (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such Director or Directors or such full members of the Club as it may from time to time think fit and may from time to time revoke such delegation.
 - (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
 - (c) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (d) To determine who will be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
 - (e) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.
 - (f) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect of permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to terminate with or without compensation any contract of service or for service or otherwise.
 - (g) To fix the maximum number of persons who may be admitted to each class of membership of the Club.
 - (h) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested, to define and limit the persons eligible for membership of any section or committee, to fix or approve a supplementary subscription or a charge for membership of any section or committee, and to terminate or change the composition of any section or committee.
 - (i) To set the entrance fees, subscriptions and other fees, charges and levies payable by members.
 - (j) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises.

- (k) To recommend the amount of honorarium payable to any Director or to any other member in respect of his or her services rendered to the Board or to any committee of the Club and subject to approval by a General Meeting to pay such honorarium.
- (l) To repay out-of-pocket expenses that are of a kind authorised by a current resolution of the Board and are reasonably incurred by any Director or any other person in the course of carrying out his or her duties in relation to the Club.

BY-LAWS

- 60. The Board has the powers to make By-laws not inconsistent with this Constitution, which may be at any time recommended or approved for inclusion by the Statutory Bodies regulating the industry.
- 61. The Board has power to enforce the observance of all By-laws in accordance with the disciplinary proceedings provisions of this Constitution.
- 62. Any By-law made under this Constitution comes into force and has the full authority of a By-law of the Club on being posted upon the club noticeboard.

SECTIONS AND COMMITTEES

- 63. The Board may permit any section of the Club to adopt a name distinctive of that section and to become affiliated with the body controlling the game or activity on such terms and conditions (not inconsistent with the Registered Clubs Act or this Constitution) as that controlling body may from time to time require and to pay on behalf of the Club, capitation fees to that controlling body or as required by that body.
- 64. A person is ineligible to be a member of any section of the Club unless he or she is a financial member of the Club.
- 65. The Board may empower any section or committee of the Club to open and operate an account in the name of the section in a financial institution approved by the Board from time to time. However, the persons eligible to operate that account must be approved by the Board which from time to time may remove and replace those persons or any of them.
- 66. Subject to the absolute control and supervision of the Board, each section or committee of the Club may manage its own affairs but must make regular reports to the Board (or otherwise as the Board may require from time to time). The minutes and records of the section or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.
- 67. Subject to this rule, the constitutions and rules or by-laws of each section of the Club may be amended from time to time by a majority of the members for the time being of the section at a general meeting of the section. However, an amendment proposed to and approved by a general meeting of the section will not have effect unless and until it has been approved by resolution of the Board.
- 68. A committee of the Club must in the exercise of those powers delegated to it, conform to any regulation or restriction that the Board may impose upon it from time to time. The President or his or her nominee, who must be a Director, has by virtue of his or her office the right to be a member of all committees. A committee may meet and adjourn as it thinks proper. The meetings and proceedings of a committee consisting of 2 or more members

will, as far as practicable, be governed by the proceedings of the Board provisions of this Constitution unless otherwise prescribed by the Board.

69. Any disciplinary action which is taken by a section or committee of the Club in respect of any member of that section or committee must at once be reported to the Board together with the reasons for that action and with a recommendation as to further action (if any) to be taken by the Board.

PROCEEDINGS OF THE BOARD

70. The Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary but at least once in each month. A record of all Directors present and of all resolutions and proceedings of the Board must be entered in a Minute Book provided for that purpose.
71. A meeting of the Board may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.
72. The President is entitled to preside as the chairman at any meeting of the Board. If the President is not present or being present is unwilling or unable to act, then the Directors present may elect their own chairman.
73. The quorum for a meeting of the Board shall be four (4) directors including a minimum of one (1) of the Executive.
74. The President may at any time call a meeting of the Board. The Secretary must call a meeting of the Board upon the request of not less than 8 Directors.
75. Subject to this Constitution, questions arising at any meeting of the Board will be decided by a majority of votes, and a determination by a majority of the Directors will for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the chairman of the meeting will have a second vote in addition to a first vote.
76. All acts done by a Director or by any person acting as a Director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the Director or person acting as aforesaid, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
77. (a) The Board may pass a resolution without a meeting of the Board being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Such a resolution is as valid and effectual as if it had been passed at a meeting of the Board duly called and held.
- (b) Separate copies of a document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director signs.
78. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to

the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:

- (i) declare the nature of the interest at a meeting of the Board; and
 - (ii) comply with Rule 78(f).
- (b) Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- (c) A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- (d) A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- (e) Rules 78(a) to (d) inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.
- (f) Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (i) must not vote on the matter; and
 - (ii) must not be present while the matter is being considered at the meeting.
- 78A. (a) In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or with a company or other body in which a director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (b) A "pecuniary interest" in a company for the purposes of Rule 78A(a) does not include any interest exempted by the Registered Clubs Act.
- 78B. (a) Subject to Rule 78B(b), the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (b) (i) the Secretary; or
 - (c) (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary;
 - (d) (iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).
- (b) Rule 78B(a) does not prevent the Club entering into a contract with any of the above persons which is:

- (e) (i) a contract of employment; or
- (ii) otherwise permitted by the Registered Clubs Act.

VACANCIES ON THE BOARD

79. Subject to compliance with the Act, the members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given, remove any Director before the expiration of his or her term of office and may by ordinary resolution appoint another person in his or her place. The member so appointed will hold office only until the conclusion of the next Annual General Meeting.
80. The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (a) dies;
 - (b) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under sections 206F or 206G of the Act;
 - (c) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club;
 - (d) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
 - (f) by notice in writing given to the Secretary, resigns from office;
 - (g) becomes prohibited from being a Director by reason of any order or declaration made under the Act, Registered Clubs Act or Liquor Act;
 - (h) becomes an employee of the Club;
 - (i) ceases to be a financial member of the Club; or
 - (j) ceases to be a member of the Club.
81. The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The member so appointed will hold office only until the conclusion of the next Annual General Meeting.
82. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the quorum required for a meeting of the Board, the continuing Director or Directors must not act for any purpose except:
- (a) to increase the number of Directors to the quorum; or
 - (b) to call a General Meeting.

GENERAL MEETINGS

83. A general meeting known as the Annual General Meeting must be held at least once in every calendar year at such date, time and place as the Board may determine, but within 5 months of the end of the Club's financial year. All general meetings other than Annual General Meetings are known as General Meetings.
84. The Board may whenever it thinks fit, call a General Meeting, and it must, on the request of not less than 50 full financial members (in all cases at the date of lodging the request at the office, having the right to vote at a General Meeting) within twenty one (21) days proceed to call a General Meeting to be held as soon as practicable, but in any case not later than two (2) months after the lodging of the request. In the case of a members request, the following provisions will apply:
- (a) The request must state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the office. The request may consist of several documents in identical wording each signed by one or more of those members.
 - (b) If the Board does not within 21 days from the date of the request being so deposited duly proceed to call the meeting, the ordinary members who made the request or any of them representing more than 50% of the ordinary members who made the request may themselves call the meeting. However, any meeting called by the ordinary members must not be held after the expiration of 3 months from the date of such deposit.
 - (c) In the case of a meeting at which a resolution is to be proposed as a special resolution, the Board will be deemed not to have duly called the meeting if it does not give notice of that special resolution as is required by the Act.
 - (d) Any meeting called under this rule by the members must be called in the same manner or as nearly as possible as that in which meetings are called by the Board.
 - (e) Any reasonable expenses incurred by the members in convening any meeting under this rule must be repaid to the members by the Club.
85. (a) Subject to the Act, the Club must give each member who is entitled to attend and to vote at a General Meeting at least 21 days written notice specifying the place, date and time for the meeting. The Club's Auditor must also receive notice of the meeting.
- (b) A notice of a General Meeting will specify the general nature of the meeting's business and, if applicable, will set out an intention to propose a special resolution and state that special resolution.
 - (c) A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court, on the application of the member concerned or any other person entitled to attend the meeting or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.
 - (d) Junior members are not entitled to attend or vote at any General Meeting.

QUORUM FOR GENERAL MEETINGS

86. No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum requirements are:
- (a) for a General Meeting that is not called on the request of members and for an Annual General Meeting not less the twenty (20) financial members who are present and entitled to vote.
 - (b) for a General Meeting that is called on the request of members, not less than 50 financial members who are present and entitled to vote.
87. If within 30 minutes from the time appointed for any General Meeting a quorum is not present, the meeting if called upon the request of members will be dissolved. In any other case the meeting will stand adjourned to the same day in the next week at the same time and place or to such other date, time and place as the Board may determine, but such period must be less than one month. If at the adjourned meeting a quorum is not present, the members who are present and entitled to vote will be a quorum and may transact the business for which the meeting was called.

PROCEEDINGS AT GENERAL MEETINGS

88. The business of any Annual General Meeting may include:
- (a) confirmation of the Minutes of the previous General Meeting;
 - (b) receipt and consideration of the reports prescribed by section 317 of the Act;
 - (c) to declare the results of the election of directors to the vacancies on the Board caused by the operation of the triennial rule referred to in Rule 52(c);
 - (d) appointment (if required) of the Auditor;
 - (e) any business of which due notice has been given;
 - (f) any business approved by the meeting.
89. The President is entitled to preside as the chairman at any General Meeting. If the President is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the Directors present will elect a Director to preside as the chairman. If a Director is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the members of the Club present will elect one of their number to preside as the Chairman.
90. At a General Meeting, a poll on any resolution may be demanded by the chairman of the meeting or by not less than 5 members who are entitled to vote on that resolution. In the event of an equality of votes, the chairman will have a second vote in addition to a first vote.
91. At a General Meeting (unless a poll is demanded), a declaration by the chairman of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of the proceedings of the Club, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

92. (a) If at a General Meeting a poll is demanded, the poll must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman of the meeting directs. The result of the poll will be the resolution of the meeting at which the poll was demanded. However, a poll demanded on the election of the chairman or on a question of adjournment must be taken immediately.
- (b) A demand for a poll may be withdrawn.
- (c) In the case of any dispute as to the admission or rejection of a vote, the chairman of the meeting will determine the dispute, and such determination made in good faith will be final and conclusive.
93. The chairman of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting must for all purposes be treated as having been passed on the date when it was in fact passed and must not be deemed to have been passed on any earlier date. It is not necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for one month or more, when notice of the adjourned meeting must be given as in the case of an original meeting.
94. Minutes of all resolutions and proceedings at a General Meeting must be entered within one month of the meeting in a book provided for that purpose. The Minutes must be signed by the chairman of the meeting to which it relates or by the chairman of the next meeting, and if purporting to be so signed is evidence of the proceedings to which it relates.

FINANCIAL RECORDS AND AUDIT

95. The Board must cause written financial records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
96. The financial records will be kept at the office or at such other place as the Board thinks fit. The Club must at all reasonable times make its financial records available in writing for the inspection of Directors and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other law to inspect such records.
97. The Board shall not less than 21 days before each Annual General Meeting and in the event within four months at the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.
- 97A. In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of December immediately prior to the Annual General Meeting:
- (f) (a) the financial report of the Club;
- (g) (b) the directors' report;
- (c) the Auditor's report and the financial report.

98. The Club's financial year commences on the first day of January and ends on the last day of December in each year, or is for such other period as having regard to the Act, the Board may determine.
99. An Auditor must be appointed in accordance with the Act. The Auditor's duties will be regulated in accordance with the Act and the Registered Clubs Act.

SECRETARY

100. The Board must appoint one but not more than one Secretary who is the Chief Executive Officer of the Club.

EXECUTION OF DOCUMENTS

101. The Board must provide for the safe custody of the seal.
102. (a) The Club may execute a document (including a deed) with the seal by fixing the seal to the document and having the fixing of the seal witnessed by:
- (i) 2 Directors; or
 - (ii) one Director and the Secretary.
- (b) The Club may execute a document (including a deed) without using the seal if that document is signed by:
- (i) 2 Directors; or
 - (ii) one Director and the Secretary.
103. The Club may only fix the seal to a document after a resolution of the Board to that effect.

NOTICES

104. A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending the notice by pre-paid post to the address of the member recorded for that member in the Register of Members; or
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
105. (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on that day.
- (b) Where the Club sends a notice by post, the notice is taken to have been given to the member:
- (i) in the case of a notice of meeting, on the day following that on which the notice was posted; or
 - (ii) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

- (c) Where the Club sends a notice by facsimile or by other electronic means, the notice is taken to have been given to the member on the day following that on which the notice was sent.
106. If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the club noticeboard is deemed to be notice to the member at the expiration of 24 hours after it is so posted up.

INDEMNITY TO OFFICERS

107. (a) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except in relation to:
- (i) a liability owed to the Club or a related body corporate; or
 - (ii) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
 - (iii) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.
- (b) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an officer except:
- (i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under section 199A(2) of the Act; or
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
 - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - (iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.
- (c) The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except in relation to:
- (i) conduct involving a wilful breach of duty in relation to the Club; or
 - (ii) a contravention of sections 182 or 183 of the Act.

COPY OF CONSTITUTION

108. The Club will give a copy of this Constitution to any full member within 7 days if that member:
- (a) asks the Club, in writing, for a copy; and
 - (b) pays a fee (up to the fee prescribed by the Act) if required by the Club.

AMENDMENTS TO CONSTITUTION

109. This Constitution can only be amended by way of special resolution passed at a general meeting of the members of the Club. Only financial Club members who have held membership of the Club for a period of not less than (3) years shall be entitled to vote on a special resolution to amend this Constitution.