

CONSTITUTION

OF

BARHAM & DISTRICT SERVICES MEMORIAL CLUB LIMITED

ACN 000 893 701

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Constitution

1. NAME OF COMPANY

- 1.1 The name of the Company is Barham & District Services Memorial Club Limited.

2. PRELIMINARY

- 2.1 The Company is a company limited by guarantee and shall be a non-proprietary company.
- 2.2 The Company is established for the purposes set out in this Constitution.
- 2.3 Pursuant to Section 135(2) of the *Corporations Act 2001* (Cth) all replaceable rules referred to in the *Corporations Act 2001* (Cth) are hereby displaced or modified as provided in this Constitution.
- 2.4 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the *Corporations Act 2001* (Cth).

3. DEFINITIONS

- 3.1 In this Constitution, unless there be something in the subject or context inconsistent there within:
- (a) **“Board”** means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.
 - (b) **“By-Laws”** shall mean the By-laws made in accordance with this Constitution.
 - (c) **“Club”** means Barham & District Services Memorial Club Limited (ACN 000 893 701).
 - (d) **“Club Notice Board”** means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.
 - (e) **“Constitution”** means this Constitution.
 - (f) **“Director”** means a director on the Board referred to in Rule 27 elected to office in accordance with Rule 29
 - (g) **“Full member”** means any person who is in one of the categories of membership referred to in Rule 11.2.
 - (h) **“Month”** except where otherwise provided in this Constitution means calendar month.
 - (i) **“Office”** means the general administrative office of the Club.
 - (j) **“President”** means the Director elected to the office of President in accordance with Rule 29.2.

- (k) **“Rules”** means the rules comprising this Constitution.
- (l) **“Secretary”** includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the *Registered Clubs Act 1976* (NSW).
- (m) **“Special Resolution”** has the meaning assigned thereto by the *Corporations Act 2001* (Cth). To be passed, a Special Resolution must receive at least seventy five per cent (75%) of the votes cast by members eligible to vote on the Special Resolution.
- (n) **“Sub club”** means any sub club that pursuant to a resolution of the Board under Rule 32.10 is or has been established by the Club.

3.2 **“financial member”**. A member shall not be a financial member of the Club if:

- (a) the member's subscription or any part thereof has not been paid in accordance with Rule 17.4; or
- (b) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of fourteen (14) days from service on that member of a notice from the Club requiring payment thereof; and in either case that member shall be and remain non-financial for the purposes of Rule 18 until the full amount owing is paid to the Club.

3.3 Words importing the singular number also include the plural and vice versa

4. OBJECTS

4.1 The objects for which the Club is established are:-

- (a) To promote and conduct the game of golf, tennis, bowls and such other sports, games, amusements and entertainments, pastimes and recreations, indoor and outdoor as the Club may deem expedient.
- (b) To construct, establish, provide, maintain and conduct playing areas and grounds for golf, tennis and bowls as the Club may determine and to construct, provide, establish, furnish and maintain Club houses, pavilions and other buildings containing such amenities, conveniences and accommodation either residential or otherwise as the Club may from time to time determine for members and their guests
- (c) To promote and hold either alone or jointly with any other association, club or persons golf, tennis, bowls and other sport meetings, competitions and matches and to offer, give or contribute towards prizes, medals and awards and to give or guarantee any prize, medals and awards to persons and to promote, give or support dinners, balls, concerts and other entertainments. Provided that no member of the Club or other persons shall receive any prize, medal, award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted of which the Club may have subscribed out of its income or property and which under the regulations affecting the said game, match, sporting event or competition may be awarded to such member.
- (d) To purchase hire lease or otherwise acquire for the purpose of the Club

and real or personal property and any rights and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.

- (e) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with any or part of the property or rights of the Club subject to any limitation contained in the *Registered Clubs Act 1976* (NSW).
- (f) To invest and deal with any of the moneys 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.
- (g) 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.
- (h) 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.
- (i) In furtherance of the objects of the Club to apply for and obtain and hold a Club Licence or any other licence or licences or certificate of registration under the *Liquor Act 2007* (NSW), *Gaming Machines Act 2001* (NSW) or any other Act or Laws for the time being operative and for such purpose or purposes to appoint if necessary or desirable a Secretary / Manager or Managers or other officer or officers to act as Licensee or Licensees and hold the Licence or Licences or Certificate of Registration on behalf of the Club.
- (j) To take or reject any gift of property money or goods whether subject to any special trust or not.
- (k) To erect maintain improve or alter any building or buildings for the purposes of the Club.
- (l) To promote all and any of the objects of any ex-service organisation and to promote the interests of the servicemen and servicewomen generally.
- (m) 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.
- (n) 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 exhibitions or for any public general or useful object.
- (o) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (p) To do all such acts deeds matters and things and enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.

5. ORIGINAL SUBSCRIBERS

5.1 The full names and addresses and occupations of the original subscribers to the Club on 18 April 1971 are as follows:

Name and Address	Occupation
MACAULAY Neil "Dunvegan" BARHAM	Grazier
COLEMAN Albert Edward KOONDROOK	Police Officer
MATHERS Edward John Niemur Street BARHAM	Building Contractor
AURICHT Walter Maurice Box 85 BARHAM	Farmer
BOOTH Clifford Frederick "Long Point" BARHAM	Grazier
BURNETT Gilbert Arthur KOONDROOK	Farmer
HALL Kevin Cobwell Street BARHAM	Garage Proprietor
HULL Arnold John Cnr Murray & Thule Street BARHAM	Painter/Decorator
MATHERS Ernest Murray Cobwell Street BARHAM	Transport Operator

6. LIMITED LIABILITY

6.1 The liability of the members is limited.

7. MEMBERS' GUARANTEE

7.1 Each member undertakes to contribute an amount not exceeding two dollars (\$2.00) if the Club is wound up:

- (a) while they are a member of the Club; or
- (b) within one year of the date that they cease to be a member.

- 7.2 The contribution referred to in Rule 7.1 shall be for the:
- (a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
 - (b) costs, charges and expenses of winding up.

8. APPLICATION OF PROPERTY ON DISSOLUTION

- 8.1 If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:
- (a) not be transferred, paid to or distributed among the members;
 - (b) be given or transferred to some other club or clubs:
 - (i) having objects similar to the objects of the Club;
 - (ii) which prohibits 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 this Constitution; and
 - (iii) determined by the Board of the Club at or before the time of dissolution or by such judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter.
- 8.2 If and so far as effect cannot be given to clause 8.1 then if the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall be given to some charitable object.

9. PROPERTY AND INCOME OF THE CLUB

- 9.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
- 9.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the *Registered Clubs Act 1976 (NSW)*, a member of the Club, whether or not he or she is a Director or a member of any committee of the Club shall not be entitled under the Constitution 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.
- 9.3 Subject to the provisions of Section 10(7) of the *Registered Clubs Act 1976 (NSW)*, a person, other than the Club or its members, shall not be entitled under the Constitution 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 2007 (NSW)* 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.
- 9.4 A Director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
- 9.5 Subject to Rule 9.6 nothing in this Constitution shall prevent the payment:
- (a) in good faith of reasonable and proper remuneration to any employed

officer or other employee of the Club; or

- (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
- (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
- (d) of reasonable and proper rent for premises demised or let by any member to the Club.

9.6 A Director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:

- (a) an honorarium in accordance with Section 10(6)(b) of the *Registered Clubs Act 1976* (NSW); or
- (b) repayment of out of pocket expenses in accordance with Section 10(6) (d) of the *Registered Clubs Act 1976* (NSW).

10. LIQUOR & GAMING

10.1 Liquor shall 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. This Rule 10.1 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(1) of the *Registered Clubs Act 1976* (NSW).

10.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

10.3 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.

10.4 The Secretary or any employee, Director or member of any committee of the Club shall not be entitled under this Constitution 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.

10.5 Subject to Section 73(2)(b) of the *Gaming Machines Act 2001* (NSW), 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.

10.6 Subject to Section 74(2) of the *Gaming Machines Act 2001* (NSW), the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

11. MEMBERSHIP

11.1 The number of members of the Club shall be as determined by the Board and shall not be less than the minimum number permissible under the *Registered Clubs Act 1976* (NSW).

11.2 Unless and until otherwise determined by the Board, the Full membership of the Club shall comprise the following categories:

- (a) Ordinary members; and

- (b) Honorary Life members.
- 11.3 Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:
- (a) Provisional members;
 - (b) Honorary members; and
 - (c) Temporary members.
- 11.4 The number of Full members having the right to vote in the election of the Board shall be not less than twenty-five (25) per cent of all Full members of the Club.
- 11.5 Notwithstanding any other provision contained in this Constitution, a person who has been an employee of the Club and who's employment was terminated shall not be eligible to be admitted to membership of the Club for a period of at least three (3) years from the date of cessation of that person's employment with the Club.

ORDINARY MEMBERSHIP

- 11.6 Unless and until otherwise determined by the Board by By-Law, Ordinary membership of the Club shall consist of the following classes:
- (a) Club Members;
 - (b) Pensioner Members;
 - (c) Perpetual Members and
 - (d) Junior Members.

CLUB MEMBERS

- 11.7 Club Members of the Club shall be persons who:
- (a) at the date the special resolution approving of this Constitution, are shown in the Club's register of members as "Ordinary Members"; or
 - (b) have attained the age of eighteen (18) years;
 - (c) wish to use the facilities and amenities of the Club;
 - (d) makes application for membership of the Club as a Club Member in accordance with this Constitution; and
 - (e) has been duly admitted to membership as a Club Member in accordance with this Constitution.
- 11.8 Club Members are entitled to:
- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time;
 - (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
 - (c) nominate for and be elected or appointed to hold office on the Board;

- (d) vote in the election of the Board;
- (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution); and
- (f) propose, second or nominate any eligible member for Honorary Life membership;
- (g) propose or second any eligible person for membership of the Club; and
- (h) introduce guests to the Club.

11.9 Club Members are not entitled to competition privileges available through membership of a Sporting Sub Club unless and until they have paid to the Club the entrance fee (if any) and applicable annual subscription of such Sporting Sub Club.

PENSIONER MEMBERS

11.10 Pensioner Members of the Club shall be persons who:

- (a) are eligible for Club Membership;
- (b) have reached the minimum age for receipt of the aged pension from the Australian Government;
- (c) wish to use the facilities and amenities of the Club;
- (d) makes application for membership of the Club as a Pensioner Member in accordance with this Constitution and provides evidence of their age to the satisfaction of the Board; and
- (e) has been duly admitted to membership as a Pensioner Member in accordance with this Constitution.

11.11 Pensioner Members are entitled to:

- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time;
- (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
- (c) nominate for and be elected or appointed to hold office on the Board;
- (d) vote in the election of the Board;
- (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (f) propose, second, or nominate any eligible member for any office of the Club;
- (g) propose, second or nominate any eligible member for Honorary Life membership;
- (h) propose or second any eligible person for membership of the Club; and
- (i) introduce guests to the Club.

11.12 Pensioner Members are not entitled to competition privileges available through

membership of a Sporting Sub Club unless and until they have paid to the Club the entrance fee (if any) and applicable annual subscription of such Sporting Sub Club.

PERPETUAL MEMBERS

11.13 Perpetual Members of the Club shall be persons who:

- (a) at the date the special resolution approving of this Constitution, are shown in the Club's register of members as "Life Members"; or
- (b) are Club Members;
- (c) have been a financial member of the Club for at least ten (10) continuous years;
- (d) are of or over the age of forty (40) years of age;
- (e) wish to use the facilities and amenities of the Club;
- (f) makes application for membership of the Club as a Perpetual Member in accordance with this Constitution; and
- (g) have been duly admitted to membership as a Perpetual Member in accordance with this Constitution.

11.14 Perpetual Members are entitled to:

- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time;
- (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
- (c) nominate for and be elected or appointed to hold office on the Board;
- (d) vote in the election of the Board;
- (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (f) propose, second, or nominate any eligible member for any office of the Club;
- (g) propose, second or nominate any eligible member for Honorary Life membership;
- (h) propose or second any eligible person for membership of the Club; and
- (i) introduce guests to the Club.

11.15 Perpetual Members are not entitled to competition privileges available through membership of a Sporting Sub Club unless and until they have paid to the Club the entrance fee (if any) and applicable annual subscription of such Sporting Sub Club.

JUNIOR MEMBERS

11.16 Junior Members shall be those persons who:

- (a) are under the age of eighteen (18) years;

- (b) make application for membership of the Club as a Junior member in accordance with this Constitution; and
- (c) have been duly admitted to membership as a Junior Playing member of the Club in accordance with this Constitution.

11.17 A person applying for Junior membership must satisfy the Board that he or she has an interest in taking an active part in the sport of golf, bowls, tennis or such other sporting activities of the Club regularly or intend to be actively engaged in playing any sport sponsored by the Club, and the Board must receive from the parent or guardian of that person a written consent to that person joining the class of membership applied for and taking part in the sporting and other activities of the Club.

11.18 Junior members shall be entitled to such privileges and advantages of the Club as may be determined by the Board from time to time but shall not be eligible to:

- (a) competition playing privileges available through membership of a Sporting Sub Club unless and until they have paid to the Club the entrance fee (if any) and applicable annual subscription of such Sporting Sub Club;
- (b) attend or vote at general meetings (including Annual General Meetings) of the Club;
- (c) nominate for or be elected to hold office on the Board;
- (d) vote in the election of the Board;
- (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (f) propose, second or nominate any eligible member for any office of the Club;
- (g) propose, second or nominate any eligible member for Honorary Life membership; and
- (h) introduce guests to the Club.

11.19 Junior members shall use only those areas of the Club Premises in respect of which an authority has been granted pursuant to Section 22 of the *Registered Clubs Act 1976* (NSW) or in respect of which an approval has been granted pursuant to Section 22A of the *Registered Clubs Act 1976* (NSW).

11.20 Upon a Junior Member attaining the age of eighteen (18) years they will cease to be a Junior Member of the Club and must nominate for election as a Club Member. Any Junior Member so nominated and admitted as a Club Member shall pay the full joining fee and proportionate part of the annual subscription applicable to that class of membership for the then current year.

HONORARY LIFE MEMBERS

11.21 An Honorary Life member shall be any member who in consideration of long, meritorious and outstanding service to the Club or for any other commendable reason, has been elected to Honorary Life membership of the Club in accordance with this Constitution.

- 11.22 Honorary Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- 11.23 Candidates for Honorary Life membership shall be nominated in writing by at least two (2) Full Members and must be submitted to the Board for approval at least two (2) calendar months prior to the next general meeting.
- 11.24 If a nomination for Honorary Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- 11.25 If a nomination for Honorary Life membership is not approved by the Board, the nomination shall not be submitted to a general meeting of the Club.
- 11.26 If a nomination for Honorary Life membership is put to a general meeting, it must be approved by a resolution passed by a simple majority of the members present and voting at the general meeting.
- 11.27 If the nomination for Honorary Life membership is passed by the general meeting in accordance with Rule 11.26, the person nominated shall thereby be an Honorary Life member of the Club.
- 11.28 Every Honorary Life member shall be entitled to all the rights and privileges of Club Membership.
- 11.29 An Honorary Life member shall be relieved of payment of any annual subscription.
- 11.30 Not more than one Full member shall be made an Honorary Life member in any one financial year.

12. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

- 12.1 The Board has the power on the application of any member to transfer that member to another category of membership (other than Honorary Life membership) if that member has the qualifications for that other category of membership.
- 12.2 Any application for transfer of membership pursuant to Rule 12.1 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club.
- 12.3 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- 12.4 The Club shall not be required to notify a person if they have been transferred to another class of membership of the Club pursuant to Rule 12.1. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

13. PROVISIONAL MEMBERS

- 13.1 A person in respect of whom:

- (a) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and
- (b) who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form,

may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

13.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner):

- (a) that person shall cease to be a Provisional member of the Club; and
- (b) the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.

13.3 Provisional members are entitled to:

- (a) such social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.

13.4 Provisional members are not entitled to:

- (a) attend or vote at general meetings of the Club; or
- (b) nominate for or be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second, or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any eligible member for Honorary Life membership.

14. HONORARY MEMBERS

14.1 The following persons may be made 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 visiting the Club;
- (c) a member of the Australian Defence Force (as defined in the Registered Clubs Act) who produces evidence that the person is a member of the

Australian Defence Force; or

- (d) a former member of the Australian Defence Force and produces evidence that the person is a Service Member of the RSL and a member of at least one other RSL or services club.

14.2 An Honorary member admitted under Rules 14.1(c) or 14.1(d) shall be an Honorary Member of the Club for the duration of the day the person attends the Club.

14.3 Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.

14.4 Honorary members who are not Full members of the Club are entitled to:

- (a) such social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) introduce guests to the Club.

14.5 Honorary members who are not Full members of the Club are not entitled to:

- (a) attend or vote at any meeting of the Club; or
- (b) nominate for or be elected or appointed to the Board or any office in the Club;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second or nominate any eligible member for any office of the Club; or
- (f) propose, second or nominate any eligible member for Honorary Life membership.

14.6 Australian Defence Force includes the armed forces of the Commonwealth, however described.

14.7 For the purpose of this Rule 14

RSL means the Returned and Services League of Australia.

RSL or services club means:

- (a) an RSL, Services, Ex-services, Memorial, Legion or other similar club that is a registered club, or
- (b) a registered club that has objects similar to a club of the kind referred to in paragraph (a).

15. TEMPORARY MEMBERS

15.1 The following persons in accordance with procedures established by the Board may be

made Temporary members of the Club:

- (a) Subject to Rule 15.1(b) and 15.2, any person whose ordinary place of residence in New South Wales or Victoria is not less than a distance of 40 kilometres from the Club's premises or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
- (b) At the absolute discretion of the Board and the senior manager of the Club then on duty, Rule 15.1(a) shall not apply to any person who lives:
 - (i) greater than a distance of 5 kilometres from the Club's premises; and
 - (ii) less than a distance of 40 kilometres from the Club's premises,
on three (3) occasions in each calendar year only, provided the person enters their details in the register referred to in Rule 19.1(c).
- (c) A full member (as defined in the *Registered Clubs Act 1976* [NSW]) of any registered club which has objects similar to those of the Club.
- (d) A full member (as defined in the *Registered Clubs Act 1976* [NSW]) of any registered club who, at the invitation of the Board 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 he or she so attends the premises of the Club until the end of that day.
- (e) Any overseas visitor.

15.2 Rule 15.1(a) and 15.1(b) shall not apply to any person who lives:

- (a) greater than a distance of 5 kilometres from the Club's premises; and
- (b) less than a distance of 40 kilometres from the Club's premises,

where the Board and/or management issues an invitation (including an open invitation) to members of the community to attend a function or event hosted for the benefit of the community and/or the Club.

15.3 Temporary members shall not be required to pay a joining fee or annual subscription.

15.4 Temporary members are entitled to:

- (a) such social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) subject to Rule 26.12, introduce guests into the Club.

15.5 Temporary members are not entitled to:

- (a) attend or vote at general meetings (including Annual General Meetings) of the Club;
- (b) nominate for or be elected or appointed to the Board;

- (c) vote in the election of the Board;
 - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (e) propose, second or nominate any eligible member for any office of the Club;
 - (f) propose, second or nominate any eligible member for Honorary Life membership; or
 - (g) member discounts.
- 15.6 The Board, Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason.
- 15.7 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 15.1(d).

16. ELECTION OF MEMBERS

- 16.1 A person shall not be admitted as a Full member of the Club unless that person is elected to membership by a resolution of the Board of the Club, or a duly appointed election committee of the Club.
- 16.2 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
- 16.3 The Board or election committee may reject any application for Full membership without giving any reason.
- 16.4 Every application for Full membership of the Club (which shall be a proposal for Full membership by the applicant) shall be in writing and shall be in such form as the Board may prescribe and shall contain the following particulars:
- (a) the full name of the applicant;
 - (b) the residential address of the applicant;
 - (c) the date of birth of the applicant;
 - (d) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
 - (e) the signature of the applicant; and
 - (f) such other particulars as may be prescribed by the Board from time to time.
- 16.5 Every form of application for Full membership shall be presented by the applicant to an authorised officer of the Club together with:

- (a) the joining fee (if any) and the appropriate subscription; and
 - (b) photo identification such as (without limitation) current driver's licence or a current passport held by that applicant or such other form of identification as approved by the Board.
- 16.6 The authorised officer of the Club to whom the application for Full membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
- 16.7 A person whose application has been signed by an authorised officer of the Club in accordance with Rule 16.6 and who has paid the Club the joining fee (if any) and the first annual subscription for the class of Full membership applied for may become a Provisional member.
- 16.8 The full name of each applicant for Full membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.
- 16.9 An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to Full membership of the Club.
- 16.10 If a person fails to be elected to Full membership the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.

17. JOINING FEES, SUBSCRIPTIONS AND LEVIES

- 17.1 Joining fees, subscriptions, levies and other payments payable by members of the Club shall be such as the Board may from time to time determine
- 17.2 In accordance with the *Registered Clubs Act 1976* (NSW), the Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.
- 17.3 Any person elected during the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time.
- 17.4 All joining fees, subscriptions, levies and other payments shall be due and payable by the first (1st) day of June in each year, subject to Rule 17.10.
- 17.5 Any person who has not paid his or her subscription by the thirtieth (30th) day of June in each year shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club in which case the provisions of Rule 21 shall not apply, subject to Rule 17.10.
- 17.6 The Board may make special arrangements not inconsistent with the *Registered Clubs Act 1976* (NSW) as to the amount and payment of subscriptions of any members leaving or returning to the State of New South Wales or residing outside that State.
- 17.7 Financial members as at first (1st) June, in each and every year shall be the only members to benefit from any Club activity or promotion where criteria, states Financial Members Only, subject to Rule 17.10.
- 17.8 Any person who has ceased to be a member of the Club pursuant to this Rule 39 may re-apply for membership in accordance with this Constitution.

- 17.9 The Board shall have power to make charges and levies on members for general or special purposes.
- 17.10 The members of bowling and golfing clubs may elect to pay subscriptions by instalments as determined by the Board from time to time provided the first payment is made by the first (1st) day of June in each year.

18. NON-FINANCIAL MEMBERS

- 18.1 Notwithstanding any Rule contained in this Constitution, any member who is not a financial member (as defined in Rule 3.2) shall 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 Sub club without the permission of the Board;
 - (c) attend or vote at any meeting of the Club or any Sub club;
 - (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
 - (e) vote in the election of the Board or any committee of a Sub club;
 - (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
 - (g) propose, second or nominate any eligible member for Honorary Life membership.

19. REGISTERS OF MEMBERS AND GUESTS

- 19.1 The Club shall keep the following registers:
- (a) A register of persons who are Full members which shall be kept in accordance with section 31(1) (a) of the *Registered Clubs Act 1976* (NSW). This register shall set forth in respect of each of those members:
 - (i) the name in full; and
 - (ii) the address
 - (iii) the date on which the entry of the member's name in the register is made;
 - (iv) the date on which that member last paid the annual fee for membership of the Club (excluding Honorary Life members).
 - (b) A register of persons who are Honorary members which shall be kept in accordance with Sections 31(1) (b) and 31(1) (b1) of the *Registered Clubs Act 1976* (NSW). This register shall set forth in respect of each of those members:
 - (i) the name in full or the surname and initials; and
 - (ii) their residential address.

- (c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 15.1(d)) shall be kept in accordance with Section 31(1) (d) of the *Registered Clubs Act 1976* (NSW). This register shall set forth in respect of each of those members:
 - (i) the name in full or the surname and initials; and
 - (ii) the residential address;
 - (iii) the signature of the member.

- (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1) (c) of the *Registered Clubs Act 1976* (NSW). This register shall set forth in respect of each of those guests:
 - (i) the name in full or the surname and initials; and
 - (ii) the residential address;
 - (iii) the date on which the entry of the guest's name in the register is made;
 - (iv) the signature of the member introducing the guest.

20. ADDRESSES OF MEMBERS

- 20.1 Members must advise the Secretary of the Club of any change in their address within seven (7) days of changing their address as recorded in the register referred to in Rule 19.1(a).

21. DISCIPLINARY PROCEEDINGS

- 21.1 Subject to Rule 21.2, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:
- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
 - (b) is, in the reasonable opinion of the Board;
 - (i) guilty of any conduct prejudicial to the interests of the Club; or
 - (ii) guilty of conduct which is unbecoming of a member.
- 21.2 The following procedure shall apply to disciplinary proceedings of the Club:
- (a) A member shall be notified of:
 - (i) any charge against the member pursuant to Rule 21.1; and
 - (ii) the date, time and place of the meeting of the Board at which the charge is to be heard.
 - (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 21.2 by notice in writing by a prepaid letter sent by post to the member's last known address at least seven (7) days before the meeting of the Board at which the charge is to be heard.

- (c) The member charged shall be entitled to:
- (i) attend the meeting for the purpose of answering the charge; and
 - (ii) submit to the meeting written representations for the purpose of answering the charge.
- (d) (i) The member charged is not entitled to legal or other representation at the meeting without the consent of the Board which the Board may give or withhold or give subject to conditions, as the Board in its absolute discretion determines.
- (ii) In recognition of the nature of the Club (and the nature of membership of the Club) as the Club is constituted under this Constitution, there is no presumption that the member charged has any right of representation at the meeting. If the member seeks consent to have representation at the meeting, then the member must apply in writing delivered to the Board through the office of the Secretary no later than two (2) days before the meeting.
- (iii) Without limiting the previous general words, in considering an application for consent to representation, the Board may take into account all or any of the following matters to the extent apparent from the charge – the nature and complexity of the charge and the seriousness of the charge; and also any submission by the member regarding the member's own personal capacity to understand the charge and to represent themselves before the Board in the context of the Club as a social and sporting club.
- (iv) The Board may delegate the power to deal with an application for consent for representation.
- (v) The Board is not obliged to consider or rule on an application for consent to representation prior to the commencement of the meeting at which the charge is to be heard.
- (vi) The member is not entitled to representation in relation to the consideration of the application for consent.
- (e) If the member fails to attend such meeting:
- (i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and
 - (ii) the Board may impose any penalties, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- (f) After the Board has considered all the evidence put by the member, it may, in its absolute discretion:
- (i) immediately come to a decision as to the member's guilt in relation to the charge; or
 - (ii) dismiss the member from the Board meeting to further consider all of the evidence relating to the charge against the member and further consider the member's guilt in relation to the charge. A decision under this paragraph as to the member's guilt, must be

made within five (5) weeks of the date of the Board meeting at which the charge against the member was considered.

- (g) Once the Board has come to a decision as to the member's guilt in relation to the charge it must:
 - (i) in the case of a decision under paragraph (f)(i) of this Rule, inform the member, of the Board's decision; or
 - (ii) in the case of a decision under paragraph (f)(ii) of this Rule, inform the member, of the Board's decision in writing within five (5) weeks of the date of the decision of the Board.
- (h) Where the member charged has been found guilty, the member must be given an opportunity to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty. In the case of a charge being dealt with in accordance with paragraphs (f)(ii) and (g)(ii) of this Rule, the members submissions on penalty must be made in writing to the Board and received by the Club within fourteen (14) days of the date of the decision in writing referred to in paragraph (g)(ii) of this Rule.
- (i) The Board may, in its absolute discretion, after considering submissions in relation to the penalty appropriate to the charge from the member:
 - (i) advise the member immediately of the Board's decision as to penalty; or
 - (ii) advise the member of the Board's decision as to penalty in writing within five (5) weeks of the date of the meeting of the Board or Disciplinary Committee.
- (j) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 21.
- (k) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.
- (l) No appeal whatsoever shall lie from a decision of the Board pursuant to this Rule and any member reprimanded, suspended, or expelled pursuant to this Rule shall have no right of action whether at law or in equity or other remedy whatsoever against the Club or Board or any member thereof by reason of such reprimand, suspension, expulsion or by reason of any act done or notice given prior to or consequent on or incidental to the same.

21.3 If a notice of charge is issued to a member pursuant to Rule 21.2(a):

- (a) the Board by resolution; or
- (b) the Secretary (independently of the Board)

shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.

21.4 Subject to Rules 21.5 and 21.6, a member who:

- (a) incurs a debt to the Club; and

- (b) fails to discharge such debt within seven (7) days from service on that member of a notice from the Club in writing requiring payment thereof

may, by resolution of the Board, be suspended or expelled from membership.

- 21.5 A member shall be notified, by notice in writing sent by post to the member's last known address, at least seven (7) days before the meeting of the Board at which the resolution is to be considered, of the Board's intention to suspend or expel the member pursuant to Rule 21.4.
- 21.6 The provisions of Rules 21.1 - 21.3 do not apply in connection with any proposal to suspend or expel a member pursuant to Rule 21.4.

22. DISCIPLINARY COMMITTEE

- 22.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 21 to a Disciplinary Committee comprising not less than:

- (a) three (3) Directors;
- (b) three (3) management staff or senior employees of the Club;
- (c) three (3) Honorary Life members or financial Ordinary members of the Club (excluding Junior Members); or
- (d) any combination of the three (3) persons referred to (a) and (c)

as selected by the Board.

- 22.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 21 save that:
 - (a) a quorum of the Disciplinary Committee shall be three (3) persons appointed under Rule 22.1; and
 - (b) all references to the Board in Rule 21, except in Rule 21.2(k) shall be read as being references to the Disciplinary Committee.

- 22.3 The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 21 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:

- (a) the procedure set out in Rule 21 is followed; and
- (b) the member is notified that the Board is exercising the power under this Rule 22.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.

- 22.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 22.1 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

23. MEMBER UNDER SUSPENSION

- 23.1 Any member whose membership is suspended pursuant to Rules 21 or 22 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;
 - (b) participate in any of the sporting, social or recreational activities of the Club or any Sub club without the permission of the Board;
 - (c) attend or vote at any meeting of the Club or any Sub club;
 - (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
 - (e) vote in the election of the Board or any committee of a Sub club;
 - (f) propose, second or nominate any eligible member for any office of the Club or any Sub club; or
 - (g) propose, second or nominate any eligible member for Honorary Life membership.
 - (h) Renew their membership with the Club.

24. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

- 24.1 In addition to any powers under Section 77 of the *Liquor Act 2007* (NSW), the Secretary or, subject to Rule 24.5, 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 1976* (NSW) or the *Liquor Act 2007* (NSW);
 - (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 2000* (NSW), 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.
 - (h) who engages in damaging any of the Club's property.
 - (i) who uses obscene or objectionable language within the Club or within the vicinity of the Club.
 - (j) who refuses to comply with a reasonable and lawful request or instruction of an employee of the Club.

- 24.2 If pursuant to Rule 24.1 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 24.5) 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.
- 24.3 Without limiting Rule 24.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 24.1(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.
- 24.4 Without limiting Rule 24.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 24.1(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.
- 24.5 Without limiting the provisions of Section 77 of the *Liquor Act 2007* (NSW) 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.

25. RESIGNATION AND CESSATION OF MEMBERSHIP

- 25.1 A member may at any time resign from his or her membership of the Club by either:
- (a) giving notice in writing to the Secretary; or
 - (b) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she no longer wishes to be a member of the Club or resigns from membership.
- 25.2 A resignation pursuant to Rule 25.1 shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
- 25.3 Any member who has resigned pursuant to 25.1 will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.

26. GUESTS

- 26.1 Subject to Rule 26.2, all members shall have the privilege of introducing guests to the Club.
- 26.2 A Temporary member may introduce a guest only in accordance with Rule 26.12.
- 26.3 Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the particulars required by Rule 19.1.
- 26.4 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.

- 26.5 No member shall introduce any person as a guest:
- (a) who has been expelled from the Club pursuant to Rules 21 or 22; or
 - (b) whose membership is then suspended pursuant to Rules 21 or 22;
 - (c) who is then refused admission to or being turned out of the Club pursuant to Rule 24.
- 26.6 Members shall be responsible for the conduct of any guests they may introduce to the Club.
- 26.7 The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the *Registered Clubs Act 1976* (NSW) regulating the terms and conditions on which guests may be admitted to the Club.
- 26.8 No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- 26.9 A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- 26.10 A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- 26.11 The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- 26.12 A Temporary member may bring into the non-restricted areas of the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and
 - (b) who does not remain on the Club premises any longer than that Temporary member;
 - (c) in relation to whom the member is a responsible adult.
- 26.13 For the purposes of Rule 26.12(c), “responsible adult” means an adult who is:
- (a) a parent, step-parent or guardian of the minor; or
 - (b) the minor’s spouse or de facto partner;
 - (c) for the time being, standing in as the parent of the minor.

27. BOARD OF DIRECTORS

- 27.1 The business and affairs of the Club and the custody and control of its funds and property will be managed by a Board of up to nine (9) Directors.
- 27.2 Subject to Rule 30, the following members shall be entitled to stand for and be elected to the Board:
- (a) Honorary Life members; and

- (b) financial Full Members.

27.3 A member who is:

- (a) under the age of eighteen (18) years;
- (b) an employee;
- (c) currently under suspension pursuant to Rules 21;
- (d) not a financial member; or
- (e) a former employee of the Club whose employment ceased within the last three (3) years,

shall not be eligible to stand for or be elected or appointed to the Board.

27.4 A member is ineligible to be nominated for or be elected or appointed to the Board if that member:

- (a) has not been a member of the Club continuously for three (3) successive years as at the date that the member is nominated for election or at the date of being appointed to the Board.
- (b) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and at the date of nomination or election the charge has not been determined by the Board or the Board's duly constituted disciplinary committee.
- (c) has been found guilty of any charge and either:
 - (i) expelled; or
 - (ii) suspended for a period in excess of three (3) months, within the period of three (3) years immediately prior to the date determined for the next Annual General Meeting.
- (d) has within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting been convicted of any offence:
 - (i) connected with the promotion, formation or management of any company, co-operative, partnership or business;
 - (ii) involving fraud or dishonesty and carrying a penalty of three (3) or more months imprisonment; or
 - (iii) in relation to the acquisition of shares.
- (e) is an undischarged bankrupt.
- (f) Has been terminated from the employment of the Club for any reason;
- (g) has failed to attend a pre-election seminar at the date and time determined by the Board;
- (h) has failed to carry out any mandatory director training that he or she was

required to carry out under the *Registered Clubs Act 1976* (NSW) as a Director of the Club or any other training as prescribed by a resolution of the Board.

- (i) has at any time been declared ineligible or not a fit and proper person to hold the position of Director or has had an order made against them to the same effect.
- (j) has, at any time, had imposed upon him or her:
 - (i) a loading on the usual premium; or
 - (ii) a higher than usual excess;

as a result of an assessment by a management liability underwriter when determining coverage under a directors and officers insurance policy or similar.

28. TRIENNIAL ELECTION OF THE BOARD

28.1 The Board shall be elected in accordance with:

- (a) Schedule 4 to the *Registered Clubs Act 1976* (NSW) the terms of which are set out in the Schedule to this Rule; and
- (b) Rule 29

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.

29. ELECTION OF BOARD

29.1 The election of the Directors shall be conducted in the following manner:

- (a) Nominations for election of Directors to the Board shall:
 - (i) be made in writing and signed by one and seconded by another:
 - (A) Honorary Life member; or
 - (B) financial Club member, Perpetual Member or Pensioner member with at least three (3) years continuous membership of the Club;
 - (ii) be signed by the nominee who shall thereby signify his or her consent to the nomination.
- (b) Nominations for election of Directors to the Board must be received by the Secretary no later than 6.00pm on the twenty eighth (28th) day before the Annual General Meeting, which day shall be the closing date and time for nominations.
- (c) A nomination can be withdrawn at any time prior to the close of nominations.
- (d) Immediately after nominations for Director are closed the Secretary shall post on the Club Notice Board the names of all nominated candidates and their nominators, which shall remain on the Club Notice Board until the conclusion of the Annual General Meeting.
- (e) (i) If no or insufficient nominations are received for Directors, the candidate or candidates, if any, that are nominated shall be declared elected at the Annual General Meeting and any vacancies then remaining shall be regarded as vacancies on the Board under Rule 8.

- (f) If more than the required number of nominees are nominated for office as an Director an election by ballot shall be conducted in accordance with Rule 29.1(f) or in such other lawful manner (including electronically) as may be determined by the Board.
- (g) The ballot shall be conducted by the Secretary as Returning Officer and any assistants appointed by the Secretary and by two scrutineers appointed by the President of the Club. The Returning Officer may, in his or her absolute discretion, appoint a Duty Returning Officer to act on the Returning Officer's behalf. The scrutineers and the Duty Returning Officer must not be candidates in the election.
- (h) In any case of doubt as to the formality of the voting paper the matter shall be referred to the Returning Officer whose decision shall be final;
- (i) That the ballot shall be conducted virtually/electronically and the members shall be able to vote in the election of the Board as follows:
 - (A) From 11:00am to 7:00pm on the day of the Annual General Meeting
 - (B) Virtually from up to fourteen days prior and on the day of the Annual General meeting in the manner prescribed by the Notice of Meeting.
- (j) In the event of an equality of votes in favour of two or more candidates the Returning Officer shall conduct a draw to ensure the election of not more than the number necessary to fill the vacancies;
- (k) At the conclusion of the ballot the Returning Officer or the Deputy Returning Officer shall proceed with the examination of the ballot papers and shall report the result of the ballot to the chairperson of the Annual General Meeting who shall declare such candidates who received the greatest number of votes to be duly elected.

29.2 Within forty eight (48) hours after each Annual General Meeting the Directors shall meet and elect from among their number a President and two Vice Presidents.

29.3 The Board may from time to time to time make such By-laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection therewith and may determine additional days and times for the conduct of the ballot and any procedures for casting a postal vote if determined appropriate .

29.4 A member or guest of a member must not at any time issue or distribute, or cause to be issued or distributed, within the premises or the surrounding precincts of the Club, any 'how to vote' ticket or any written material advocating either for or against the election of any candidate or candidates for the Board. Any breach of this Rule by a member shall be deemed to be conduct unbecoming a member of the Club under Rule 21 and may be dealt with by the Board or Disciplinary Committee accordingly.

30. APPOINTMENT OF DIRECTORS BY THE BOARD

30.1 In accordance with section 30(1)(b1) of the *Registered Clubs Act 1976* (NSW), the Board may, under this Rule 30 appoint up to two (2) persons as members of the Board as would bring the number of Directors of the Board to any number less than or equal to nine (9).

- 30.2 A person appointed under Rule 30.1:
- (a) may only be appointed for a term of no more than three (3) years, and
 - (b) must be an Honorary Life member or financial Full member of the Club at the time of, and for the duration of, his or her appointment, and
 - (c) is not eligible for re-appointment under Rule 30.1, including re-appointment after the end of that term.
- 30.3 Within 21 days of an appointment being made under Rule 30.1, a notice must be clearly displayed on a Club Notice Board and on the club's website (if any) that states:
- (a) the reasons for the person's appointment, and
 - (b) the person's relevant skills and qualifications, and
 - (c) any payments to be made to the person in connection with his or her appointment.
- 30.4 An appointment made under Rule 30.1 is not an appointment to a casual vacancy made for the purposes of Rule 38.
- 30.5 If the Board elects to make an appointment under Rule 30.1, the appointment must comply with the requirements of the *Registered Clubs Act 1976* (NSW) and Registered Clubs Regulation 2015 (NSW).

31. MANDATORY TRAINING FOR DIRECTORS

- 31.1 A member of the Club who becomes a Director of the Club must in accordance with the Registered Club Regulation 2015 (NSW) complete such training as may be prescribed by the Regulation, within twelve (12) months of becoming a member of the Board.
- 31.2 The Board may, from time to time, resolve to require all or some Directors to undertake specific courses of instruction.
- 31.3 The required training or any other course of instruction for Directors for the purposes of this Rule 31 shall be at the expense of the Club.
- 31.4 This Rule shall not apply to any director who is exempt from the requirements under the Registered Clubs Regulation 2015 (NSW) or the *Registered Clubs Act 1976* (NSW).
- 31.5 A Director, other than a Director exempt under Rule 31.5, who fails to comply with this Rule 31 will cease to be a Director in accordance with Rule 38.1(d).

32. POWERS OF THE BOARD

- 32.1 The Board shall be responsible for the management of the business and affairs of the Club.

GENERAL POWERS

- 32.2 The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by statute directed or required to be exercised or done by the Club in general meeting.

SPECIFIC POWERS

32.3 Without limiting the general powers conferred by Rule 32.2, the Board shall have power from time to time to:

- (a) make, alter and repeal By-Laws pursuant to Rule 32.17.
- (b) enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (c) purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (d) secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (e) 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.
- (f) determine who shall 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.
- (g) invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (h) borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
- (i) sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise).
- (j) sell, lease, exchange or otherwise dispose of any land belonging to the Club.
- (k) appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (l) engage, appoint, control, remove, discharge, suspend, determine and dismiss managers, employees, officers, representatives and agents in respect to permanent, temporary or special services and to determine the duties, pay, salary or other remuneration. The Board may delegate these powers (or any of them) to the Secretary or other officer or committee of the Club.

- (m) subject to rule 17.7 impose levies on all members.
- (n) set the joining fees, subscriptions and other payments payable by all members.
- (o) fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (p) affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.

COMMITTEES

32.4 Without limiting the general powers conferred by Rule 32.2, the Board shall have power to delegate any of its powers to committees consisting of any:

- (a) Director; or
- (b) member;
- (c) employee;
- (d) person who is not a member but who has a particular skill or expertise which they will apply to a committee;

or any combination thereof. The Board shall also have the power to revoke any such delegation.

32.5 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may impose.

32.6 The President shall be an ex officio member of all such committees and may nominate a person or persons to represent him or her on one or more of those committees.

32.7 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 32 or by any by-law made by the Board pursuant to this Rule 32.

32.8 The quorum for a meeting of any committee shall be a majority of the committee members.

32.9 Any committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

SUB CLUBS

32.10 Without limiting the general powers conferred by Rule 32.2, the Board shall have power to:

- (a) establish Sub clubs (including sporting Sub clubs) with such rules (including objects, powers and membership qualifications) as the Board may determine; and

- (b) allow Sub clubs established pursuant to this Rule 32.10 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established;
- (c) allow Sub clubs to create by-laws for the control and regulation of the sporting or other activities for which they are respectively established;
- (d) permit Sub clubs to adopt a name (provided it be described as a Sub club of the Club);
- (e) allow Sub clubs to become affiliated with the bodies controlling sports or other activities on such terms and conditions (not inconsistent with this Constitution or the *Registered Clubs Act 1976* [NSW]) as such controlling bodies may require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.

32.11 Any of the Sub clubs established pursuant to Rule 32.10 or those already in existence must conform to any regulation or restriction that the Board may impose.

32.12 The President shall be a member of all the committees of Sub clubs and may nominate a person or persons to represent him or her on one or more of those committees.

32.13 Subject to the general control and supervision of the Board, each Sub club may manage its own affairs but shall:

- (a) make regular reports to the Board (or otherwise as may be required by the Board); and
- (b) submit copies of all minutes and records to the Board for the purposes of Rule 40 2.

32.14 The Board may empower each Sub club to open and operate a bank account in the name of the Sub club in such bank or banks as the Board may approve provided that the persons eligible to operate upon any such account shall be approved by the Board which may remove and replace such persons or any of them.

32.15 The rules of each Sub club may be amended by the members of the Sub club provided that no amendment proposed or approved by the members of the Sub club shall have effect unless and until it is approved by resolution of the Board. The rules shall provide that any person seeking to be a member of a Sub club must first be a financial member of the Club.

32.16 Any disciplinary action taken by a Sub club in respect of any member of the Sub club shall be promptly reported to the Board together with the reasons for the action.

BY-LAWS

32.17 The Board may make such By-laws not inconsistent with this Constitution as are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.

32.18 Without limiting the generality of Rule 32.17 the Board may regulate:

- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law; and
- (b) the operations of the Club;

- (c) the control of all finances;
- (d) the control and use of the Club's premises;
- (e) the classes of Ordinary membership of the Club;
- (f) the upkeep and control of golf courses, tennis courts, bowling greens and any other sporting facilities and amenities;
- (g) the control and management of golf, tennis, bowling and any other sporting or non-sporting competitions;
- (h) the conduct of members and guests of members;
- (i) the social privileges of each category of membership;
- (j) the sporting privileges of each category of membership;
- (k) the conduct of members in relation to Club employees;
- (l) generally, all such matters as are commonly the subject matter of a constitution or by-laws or made under a constitution or which by this Constitution are not reserved for decision by the Club in general meeting.

32.19 Any By-law made under Rule 32.17 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

32.20 The Board shall cause a copy of all By-laws to be made available to any member on request without charge to that member.

33. PROCEEDINGS OF THE BOARD

33.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet at least once in each calendar quarter of the year for the transaction of business.

33.2 A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a minute book provided for that purpose.

33.3 The President shall be entitled to take the chair at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Directors present shall elect one of the Vice Presidents to take the chair for that meeting. If both of the Vice Presidents are not present or is unwilling or unable to act then the Directors present shall elect one of their own to take the chair for that meeting.

33.4 Notwithstanding 33.3, at a meeting at which the President is in attendance they may nominate another Director or, with the consent of a majority of the Board, any other person in attendance at the meeting, to chair all, or part of, the meeting.

33.5 The quorum for a meeting of the Board shall be five (5) members of the Board.

33.6 If a quorum is not present within fifteen (15) minutes of the time specified for the meeting of the Board, the Board meeting will be adjourned to the same time on such date as determined by those Directors present, or by the Secretary if no Directors are present, but in any case not a date exceeding seven (7) days. If at the adjourned Board meeting a quorum is not present within fifteen (15) minutes, at least two (2) Directors in

attendance shall constitute a quorum.

- 33.7 The President may at any time, and the Secretary upon the request of not less than three (3) Directors shall, convene a meeting of the Board.
- 33.8 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In the event of an equality of votes, the chairperson of the meeting shall have a casting vote.
- 33.9 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
- 33.10 A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors. The resolution shall be passed when the last Director signs the document containing the resolution.
- 33.11 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.

34. DECLARATIONS OF INTERESTS BY DIRECTORS

34.1 Any Director who has:

- (a) a material personal interest in a matter that relates to the affairs of the Club;
- (b) any personal or financial interest in a contract relating to the procurement of goods or services or any major capital works of the Club;
- (c) any financial interest in a hotel situated within 40 kilometres of the Club's premises; or
- (d) received any gift valued at \$1,000 or more, or any remuneration of an amount of \$1,000 or more, from an affiliated body of the Club or from a person or body that has entered into a contract with the Club,

must, within 21 days after the relevant facts have come to the Director's knowledge and in accordance with clause 8 of Schedule 2 of the Registered Clubs Regulation 2015 (NSW) :

- (e) disclose the relevant facts to the Secretary of the Club;
- (f) declare the relevant facts and nature of the interest at a meeting of the Board; and
- (g) in respect of any facts or interest referred to in Rule 34.1(a) and (b) comply with Rule 34.3.

34.2 A Director must, if required by the Secretary of the Club, submit a written return in each year to the Club declaring any of the matters referred to in Rule 34.1.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

- 34.3 Subject to Section 195 of the *Corporations Act 2001* (Cth), 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:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.

35. CONTRACTS WITH DIRECTORS

- 35.1 In accordance with clause 4 of Schedule 2 of the Registered Clubs Regulation 2015 (NSW) , the Club must not enter into a commercial arrangement or a contract with a Director or top executive of a Club or with a company or other body in which a Director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- 35.2 A “top executive” has the same meaning as defined in Schedule 2 of the Registered Clubs Regulation 2015. .
- 35.3 A “pecuniary interest” in a company for the purposes of Rule 35.1 means:
- (a) in the case of a company that supplies liquor or gaming machines to the Club—the person has any shareholding interest in the company, or
 - (b) in the case of any other company—the person has a shareholding of more than 5% in the company.

36. CONTRACTS WITH SECRETARY

- 36.1 Subject to Rule 36.2, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (a) any close relative (as defined in the *Registered Clubs Act 1976* [NSW] and the Schedule 2 of the Registered Clubs Regulation 2015 [NSW]) of the Secretary or a manager of the Club; or
 - (b) 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 and Schedule 2 of the Registered Clubs Regulation 2015 [NSW]).
- 36.2 Rule 36.1 does not prevent the Club entering into a contract with any of the above persons which is:
- (a) a contract of employment; or
 - (b) results from an open tender process.
- 36.3 A person has a “controlling interest” for the purpose of Rule 36.1 in a company or body if the person has the capacity to determine the outcome of decisions about the financial and operating policies of the company or body.

37. REMOVAL FROM OFFICE OF DIRECTORS

- 37.1 The members in general meeting may by ordinary resolution:
- (a) remove from office any Director, Directors or the whole of the Board before the expiration of his or her or their period of office; and

- (b) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a Director in accordance with this Constitution.
- 37.2 Any person appointed pursuant to paragraph 37.1(b) shall hold office for the remainder of the term of office of the person he or she replaces.
- 37.3 Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the *Corporations Act 2001* (Cth) shall be followed in relation to that meeting.

38. VACANCIES ON BOARD

- 38.1 The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) is suspended from membership in accordance with Rules 21 or 22.
 - (b) is disqualified for any reason referred to in Section 206B of the *Corporations Act 2001* (Cth).
 - (c) fails to disclose in accordance with the *Corporations Act 2001* (Cth) or Schedule 2 of the Registered Clubs Regulation 2015 (NSW) the nature of any material personal interest in a matter that relates to the affairs of the Club.
 - (d) fails to undertake the mandatory training in accordance with Rule 31.
 - (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (f) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.
 - (g) by notice in writing given to the Secretary resigns from office as a Director.
 - (h) becomes prohibited from being a member of the Board by reason of any order or declaration made under the *Corporations Act 2001* (Cth), the *Registered Clubs Act 1976* (NSW) or the *Liquor Act 2007* (NSW).
 - (i) ceases to be a member of the Club.
 - (j) ceases to be a member entitled to hold office on the Board.
 - (k) becomes an employee of the Club.
 - (l) has been assessed by a management liability underwriter and a loading on premium has been imposed or a higher than usual excess has been imposed in respect of that person.
- 38.2 The continuing Directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing Director or Directors may act for the purpose of increasing the number of Directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

- 38.3 Where the office of the President or a Vice President is vacated, the Directors shall, within five (5) weeks of the vacancy occurring, elect another Director to fill that vacant office.
- 38.4 A person whose term of office as a member of the Board under Rule 28 expires is not for that reason ineligible for election to the Board for a further term.

FILLING CASUAL VACANCY

- 38.5 Subject at all times to the requirements of Rule 27 the Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. A person appointed to fill a casual vacancy shall hold office only until the conclusion of the following Annual General Meeting.

39. GENERAL MEETINGS

- 39.1 A general meeting of the members of the Club must be held for a proper purpose.
- 39.2 A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board (including hybrid virtual and in person member attendance) but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.
- 39.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- 39.4
- (a) Subject to this Rule 39, the Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting.
 - (b) In this Rule 39.4 the term "*the request*" shall mean the request referred to in paragraph (a).
 - (c) The request must:
 - (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Secretary.
 - (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
 - (e) The Board must call the meeting within twenty one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
 - (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within twenty one (21) days after the request is given to the Secretary.
 - (g) ~~The meeting referred to in paragraph (f) of this Rule 39.4 must be called~~

in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three (3) months after the request is given to the Club.

NOTICE OF GENERAL MEETINGS

39.5 At least twenty one (21) days' notice in writing of any general meeting of the members of the Club (including an Annual General Meeting) must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.

39.6 A notice of a general meeting of the members of the Club (including an Annual General Meeting) must:

- (a) set out the place, date and time of the meeting; and
- (b) state the general nature of the meeting's business;
- (c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution; and
- (d) Measures to allow members to attend, participate and vote virtually

39.7 Neither:

- (a) the accidental omission to give notice of a meeting; nor
- (b) the non-receipt by any person of notice of a meeting;

shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the *Corporations Act 2001* (Cth) such proceedings are declared to be void.

ANNUAL GENERAL MEETINGS

39.8 The business of the Annual General Meeting shall be as follows:

- (a) to receive and consider the minutes of the previous Annual General Meeting and the minutes of any other general meeting requiring confirmation; and
- (b) to receive and consider the reports referred to in Rule 41.4;
- (c) to declare the results of the election of the Board;
- (d) to appoint an auditor or auditors in the event that there be a vacancy in the office of Auditor;
- (e) to approve the payment of honorariums (if any); and
- (f) to deal with any other business the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting.

39.9 The chairperson of the Annual General Meeting:

- (a) must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club; and
- (b) may, without prior notice, allow a reasonable opportunity for the members as a whole at the meeting to make recommendations to the incoming

Board provided no such recommendation is intended to constitute a resolution of the members at the Annual General Meeting.

39.10 If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

39.11 The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.

39.12 The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.

39.13 The auditor is entitled to be heard even if:

- (a) the auditor retires at the meeting; or
- (b) the meeting passes a resolution to remove the auditor from office.

39.14 The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

CHAIR AT GENERAL MEETINGS

39.15 The President shall be entitled to take the chair at every general meeting.

39.16 If the President is not present or is unwilling or unable to act then the Directors present shall elect one of the Vice Presidents to take the chair for that general meeting.

39.17 If the Vice President elected to take the chair is not present or is unwilling or unable to act then the other Vice President shall take the chair for that general meeting.

39.18 If the second Vice President is not present or is unwilling or unable to act then the Directors present shall elect one of their own to take the chair for that meeting.

39.19 If the elected Director is unwilling or unable to act then the members of the Club present shall elect a member present at the general meeting to preside as chairperson of the general meeting.

VOTING AT GENERAL MEETINGS

39.20 A person shall not:

- (a) attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
- (b) vote at any election including an election of a member or of the Board,

as the proxy of another person.

39.21 Every member eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote. Virtual attendance and virtual/electronic voting may be permitted as outlined in the notice of meeting.

- 39.22 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall have casting vote.
- 39.23 No member of the Club who is an employee of the Club shall be eligible to vote at any meeting of the Club.
- 39.24 Subject to this Constitution, every question and ordinary resolution submitted to a meeting shall be decided by a simple majority of votes from those members present and voting at the meeting.
- 39.25 Voting shall be on a show of hands unless a poll is demanded or required as outlined in the notice of meeting.
- 39.26 Five (5) members or the chairperson may demand a poll.
- 39.27 A demand for a poll may be withdrawn.
- 39.28 If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs.
- 39.29 The result of the poll shall be the resolution of the meeting at which the poll was demanded.
- 39.30 A poll demanded on the election of the chairperson or on a question of adjournment shall be taken immediately.
- 39.31 At any general meeting (unless a poll is demanded) a declaration by the chairperson that:
- (a) a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority; and
 - (b) an entry to that effect in the book containing the minutes of the proceedings of the Club,

shall, provided that the declaration reflects the show of hands, be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

QUORUM FOR GENERAL MEETINGS

- 39.32 No business shall be transacted at any general meeting of members unless a quorum of members is present (either in person or virtually or a combination of both).
- 39.33 Subject to Rule 39.36, at any Annual General Meeting or general meeting of the Club convened by the Board twenty (20) members present in person and eligible to vote shall be a quorum.
- 39.34 At any general meeting of the Club convened at the request of members, no less than one hundred (100) members present in person and eligible to vote shall be a quorum.
- 39.35 If a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (a) be dissolved if it was convened at the request of members pursuant to Rule 39.4; or
 - (b) stand adjourned to the same day in the next week at the same time and place.

39.36 If at any meeting adjourned pursuant to Rule 39.35(b) a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

ADJOURNMENT OF GENERAL MEETINGS

39.37 The chairperson of a meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.

39.38 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

39.39 A resolution passed at an adjourned meeting is passed on the day it was passed and shall not be deemed to have been passed on any earlier day.

39.40 It shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

40. MINUTES

40.1 The Club must keep minute books in which it records:

- (a) proceedings and resolutions of general meetings of the Club;
- (b) number of members present and voting at general meetings and Board meetings of the Club;
- (c) proceedings and resolutions of meetings of the Directors of the Club (including meetings of a committee of Directors); and
- (d) resolutions passed by Directors without a meeting.

40.2 The Club must ensure that it keeps minute books in which it records within one (1) month:

- (a) proceedings and resolutions of any general meeting of the Club; and
- (b) proceedings and resolutions of Board meetings (including meetings of a committee of Directors); and
- (c) resolutions passed by Directors without a Board meeting.

40.3 The Club must ensure that within a reasonable time after each meeting:

- (a) minutes of the meeting are signed by the chairperson of the meeting or the chairperson of the next meeting; and
- (b) minutes of the passing of a resolution without a meeting are signed by a Director within one (1) month of the date on which the resolution is passed.

40.4 A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

40.5 The Club shall keep minutes of all Board meetings and general meeting (including Annual General Meetings) for such period as required by relevant law.

40.6 Electronic recording and keeping of minute books is permitted as outlined in Section 253S of the *Corporations Act 2001* (Cth).

41. ACCOUNTS AND REPORTING TO MEMBERS

41.1 The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the *Corporations Act 2001* (Cth) and the *Registered Clubs Act 1976* (NSW).

41.2 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other

persons authorised or permitted by or under the *Corporations Act 2001* (Cth) to inspect such. These records may be kept in electronic format provided that they are convertible into a hard copy record.

41.3. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report in accordance with Part 2M.3 of the *Corporations Act 2001* (Cth) to those members who request that copies of the reports referred to in rule 41.4 below be sent to them.

41.4 In accordance with Section 317 of the *Corporations Act 2001* (Cth), the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of May immediately prior to the Annual General Meeting:

- (a) the financial report of the Club; and
- (b) the Directors' report;
- (c) the auditors' report on the financial report.

42. FINANCIAL YEAR

42.1 The financial year of the Club shall commence on the first day of June in each year and end on the last day of May in the following year or such other period as having regard to the *Corporations Act 2001* (Cth), the Board may determine.

43. AUDITORS

43.1 Auditors shall be appointed and their duties regulated in accordance with the *Corporations Act 2001* (Cth) and their remuneration shall be fixed by the Board.

44. SECRETARY

44.1 At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of *the Registered Clubs Act 1976* (NSW).

45. EXECUTION OF DOCUMENTS

45.1 The Club may have a Seal.

45.2 If the Club has a Seal the Board must provide for its safe custody.

- 45.3 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:
- (a) two members of the Board; or
 - (b) one member of the Board and the Secretary.
- 45.4 The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (a) two members of the Board; or
 - (b) one member of the Board and the Secretary.
- 45.5 Execution of a document (including a deed) without using the seal under Rule 45.4 can be evidenced by signing an electronic form of the document using electronic means under section 110 of the *Corporations Act 2001* (Cth).

46. NOTICES

- 46.1 A notice of a general meeting (including the Annual General Meeting) of the Club may be given by the Club:
- (a) by displaying a notice on the Club Notice Board;
 - (b) by displaying a notice on the Club's website;
 - (c) by sending it to a member's electronic address (if any); ; or
 - (d) by sending a notification to the member's electronic address (if any) advising the member that the notice of meeting is available and how the member can access the notice of meeting.
- 46.2 Any notice (other than a notice referred to in Rule 46.1) may be given by the Club to any member either:
- (a) by displaying a notice on the Club Notice Board;
 - (b) by displaying a notice on the Club's website;
 - (c) personally;
 - (d) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution; or
 - (e) by sending it electronically
- 46.3 Where a notice is sent by post to a member in accordance with Rule 6.2 the notice shall be deemed to have been received by the members:
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

the day following that on which it was sent.

- 46.5 Where a notice is given by displaying a notice on the Club Notice Board or by displaying a notice on the Club's website, the notice is taken to have been given on the day on which it was displayed.

47. INDEMNITY TO OFFICERS

- 47.1 Every officer (as defined in Section 9 of the *Corporations Act 2001* [Cth]) and former officer of the Club shall be indemnified to the full extent permitted by the *Corporations Act 2001* (Cth) out of the property of the Club against any liability incurred by them in their capacity as officer in defending any proceedings whether civil or criminal.
- 47.2 The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the *Corporations Act 2001* (Cth) or a liability which contravenes Section 199A or Section 199B of the *Corporations Act 2001* (Cth).

48. INTERPRETATION

- 48.1 A decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.

49. AMENDMENTS TO CONSTITUTION

- 49.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club.
- 49.2 Honorary Life members and financial Club members, Perpetual members and Pensioner Members shall be the only members entitled to vote on a Special Resolution under this Rule.