

CORPORATIONS ACT 2001

CONSTITUTION

of

CLUB BEGA LTD

ACN 001 011 383

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| 1. | Amended | 29 March, 2007 |
| 2. | Amended | 11 April, 2013 |
| 3. | Amended | 20 April 2022 |

CORPORATIONS LAW
A public company limited by guarantee and
not having a share capital

CONSTITUTION
OF
CLUB BEGA LIMITED
(ACN 001 011 383)

NAME

1. The name of the Company is the "Club Bega Limited" (hereinafter called "the Club").

DEFINITIONS

2. In this Constitution unless there be something in the subject or context inconsistent therewith:

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

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

"the Board" means the members for the time being of the Board of Directors of the Club constituted in accordance with these Rules.

"By-Laws" shall mean and include Rules.

"the Club" means the Club Bega Limited.

"the 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.

"Constitution" means and includes these Rules.

"financial member" means any member who has paid all money payable by him or her to the Club or in respect of whom there is no such money outstanding after the due date of payment thereof.

"Full member" means a member who is an Ordinary member or Life member of the Club.

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

“General Meeting” includes Annual General Meeting.

“in writing” and **“written”** include printing typing lithography and other modes of representing or reproducing words in visible form in the English language.

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

“month” except where otherwise provided in this Constitution means calendar month.

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

“Officer” includes any person described in section 82A of the Act.

“Ordinary member” means a member of the Club other than a Life member, Honorary member, Temporary member or Provisional member of the Club.

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

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

“Special Resolution” has the meaning assigned thereto by the Act.

“Sub club” means any sub club that pursuant to a resolution of the Board is or has been established by the Club.

INTERPRETATION

3. A decision of the Board on the construction or interpretation of this Constitution, or on any By-Laws of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.
4. Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

PRELIMINARY

5. Pursuant to Section 135(2) of the Act all replaceable Rules referred to in the Act are hereby displaced or modified as provided in this Constitution.
6. The Club is established for the purposes set out in this Constitution.
7.
 - (a) The Club shall be a non-proprietary company.
 - (b) Subject to the provisions of Section 10(6) and Section 10(6)A of the Registered Clubs Act, a member of the Club, whether or not he or she is a member of the governing body or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.

- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
 - (d) The Secretary or Manager or any employee or a member of the Board or of any committee of the Club shall not be entitled under this Constitution or the Rules of the Club or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
8. (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.
- (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
9. (a) 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; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.
- (d) Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (e) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

OBJECTS

10. The objects for which the Club is established are:-

(a) **Primary object**

The primary object of the Club is to encourage, foster and promote sports as determined by the Club from time to time.

(b) **Other Objects**

Subject to the primary object, the objects for which the Club is established are:

- (i) To provide for members and for members' guests a sporting and social Club with all the usual facilities of a Club including residential and other accommodation liquid and other refreshments gaming facilities libraries and

provision for sporting, musical and educational activities and other social amenities.

- (ii) To take over or otherwise acquire all of the assets and liabilities of an unincorporated association of a club known as BEGA RSL SUB-BRANCH CLUB and to assume and carry on the functions and objects of such association or Club.
- (iii) To purchase, hire lease or otherwise acquire for the purpose of the Club any 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.
- (iv) To sell, convey, transfer, assign, mortgage, charge, give in exchange, dispose of, let, manage or otherwise deal with all or any other property, real or personal, of the Club subject to the requirements of the Liquor Act and Registered Clubs Act.
- (v) 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 from time to time to vary and realise such investments.
- (vi) 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.
- (vii) 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.
- (viii) In furtherance of the objects of the Club to apply for and obtain and hold a club licence under the Liquor Act and for such purpose or purposes to appoint if necessary or desirable a Secretary who shall be the Chief Executive Officer of the Club.
- (ix) In furtherance of the objects of the Club to obtain and hold any licence or permit necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco, cigars and cigarettes and of all kinds of goods, provisions required, used or desired by members.
- (x) To take or reject any gift of property, money or goods whether subject to any special trust or not.
- (xi) To erect maintain improve or alter any building or buildings for the purposes of the Club.
- (xii) To promote all or any of the objects of the Returned Services League of Australia (New South Wales Branch) Incorporated.
- (xiii) 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.
- (xiv) 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.

- (xv) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (xvi) 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.

And it is hereby declared that subject to the primary object in Rule 10(a), in the interpretation of this Rule the meaning and effect of any object is not restricted by any other object and that each object is to be construed and have effect as an independent power and that this Rule is to be construed so as to widen and not restrict the powers of the Club.

11. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to or amongst the members of the Club provided that nothing herein contained shall prevent the payment in good faith of interest to such member in respect of moneys advanced by him to the Club or otherwise owing by the Club to him or of remuneration of any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club. Provided further that no member of the Board of Directors or Governing Body shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration shall be given by the Club to any member of such Board of Directors or Governing Body PROVIDED THAT nothing herein contained shall be construed as to prevent the allowance of an honorarium to any such member of the Board of Directors in respect of special honorary services rendered or the repayment to any such member of out-of-pocket expenses and interest on money lent or hire of goods or rent for premises demised to the Club. The members of the Club at a General Meeting shall approve the amount of any honorarium.

WINDING UP

12. The liability of the members is limited.
13. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the Club and for the adjustment of the rights of the Contributories amongst themselves such amount as may be required not exceeding Ten Dollars (\$10.00).
14. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club, but shall be given or transferred to some other non-profit institution or organisation which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Club, under or by virtue of this Constitution hereof, such institution or organisation to be determined by the members before the time of the dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or require jurisdiction in the matter provided that such funds are to be made available to and to be used solely for the benefit of the community of Bega.

MEMBERSHIP

15. The number of Full members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.

16. The number of Full members having the right to vote in the election of the Board shall not be less than the minimum required by the Registered Clubs Act.
17. A person shall not be admitted to membership of the Club except as a Sporting member, Club member, Junior member, Life member, Honorary member, Temporary member or Provisional member.
18. No person under the age of eighteen (18) shall be admitted as a member of the Club other than as a Junior member in accordance with this Constitution.
19. The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of Members of the Club and such other persons as the Board admits to membership in accordance with this Constitution are the members of the Club.
20. All classes of membership are open to both sexes.
21. Unless and until otherwise determined by the Board, the classes of membership are:
 - (a) Honorary Life members;
 - (b) Sporting members;
 - (c) Club members;
 - (d) Junior members;
 - (e) Honorary members;
 - (f) Temporary members; and
 - (g) Provisional members.

ELIGIBILITY FOR ORDINARY MEMBERSHIP

22. The requirements for eligibility of persons for election or transfer to the following classes of Ordinary membership are:

Club member

- (a) Any person who has attained the age of eighteen (18) years and is elected as a Club member.
- (b) Any person who is listed as an Ordinary member in the Register of Members at the date of the Special Resolution adopting this Constitution will be transferred on that date to Club membership.

Junior members

- 22A. Junior members shall be persons who have not attained the age of eighteen (18) years and are elected to Junior membership of the Club.
- 22B. A person shall not be admitted as a Junior member of the Club unless the Board:
 - (a) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or a Sub club; and
 - (b) has received from that persons parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting

activities organised by the Club or a Sub club;

- (c) is satisfied that the person will take part in regular sporting activities organised by the Club or a Sub club.

HONORARY LIFE MEMBERS

- 23. (a) Any Club member or former Ordinary member who has rendered outstanding service to the Club or for any other commendable reason may be elected to Honorary Life membership by resolution carried by a simple majority of those members present and voting at an Annual General Meeting, following the submission to such meeting of an appropriate recommendation from the Board.
- (b) To be eligible for Honorary Life membership a member must be nominated by a Club member and seconded by another Club member.
- (c) Any person who is listed as an Ordinary Life member in the Register of Members on the date of the Special Resolution adopting this Constitution is deemed to be an Ordinary Life member under this Constitution.
- (d) Not more than one (1) Club member shall be made an Honorary Life member in any one financial year.
- (e) An Honorary Life member is relieved from payment of any annual subscription but shall pay any other fees or levies payable by a Club member.
- (f) An Honorary Life member shall otherwise have the same rights and privileges of a Club member.

RIGHTS OF MEMBERS

- 24. (a) Only Honorary Life members and Sporting members are entitled (subject to any further restrictions in this Constitution) to attend and vote at General Meetings, to vote for the election of the Board, to be nominated for, elected to and hold office on the Board and to vote on any Special Resolution including any Special Resolution to amend this Constitution. Club members may attend General Meetings, but may not vote at those meetings.
- (b) Subject to Rule 24(a), no member other than an Honorary Life member shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless the member has paid all instalments of entrance fee and annual subscriptions, and all other monies due to the Club at the time of such meeting.
- 25. Each member who is entitled to vote has one vote, but cannot vote by proxy.
- 26. The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.
- 26A. Subject to the provisions of the Registered Clubs Act, Junior members are entitled to such playing and social privileges and advantages of the Club as may be determined by the Board from time to time but shall not be entitled to introduce guests to the Club, attend or vote at all general meetings (including Annual General Meetings), vote in the election of the Board, nominate for or be elected to hold office on the Board or to vote on any Special Resolution including any Special Resolution to amend this Constitution.

HONORARY MEMBERS

27. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club;
 - (ii) any prominent citizen or local dignitary visiting the Club;
 - (iii) any person who produces evidence that he or she is a member of the Australian Defence Force.
- (b) 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. However, Honorary members who are not Full members of the Club are entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time and to introduce guests to the Club but shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (c) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- (i) the name in full or surname and initials of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary membership is conferred;
 - (iv) the date on which Honorary membership is to cease.

TEMPORARY MEMBERS

28. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to these Rules.
 - (b) A full Member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club 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.
 - (d) Any interstate or overseas visitor.
29. (a) Temporary members shall not be required to pay an entrance fee or annual subscription;
- (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;
 - (c) Temporary members shall not be entitled to introduce guests into the Club other than a minor in accordance with Rule 50;
 - (d) The 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 therefore;
 - (e) No person under the age of 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 28(c);

- (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 28(c) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
- (i) the name in full or surname and initials of the Temporary member;
 - (ii) the residential address of the Temporary member;
 - (iii) the date on which Temporary membership is granted.
 - (iv) the signature of the Temporary member.

PROVISIONAL MEMBERSHIP

30. Every person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form shall 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.
31. Should a person who is admitted as a Provisional member not be elected to membership of the Club within six weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
32. Provisional members shall be entitled only to the social facilities and amenities of the Club and to introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so but shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- 32A (a) Sporting members and Honorary Life members shall be entitled to attend and to vote at General Meetings of the Club, to vote on any Resolution (including any Special Resolution to amend this Constitution) and to be nominated for, elected to and hold office on the Board of the Club together with the right to full use of the sporting facilities as determined by the Board.
- (b) The requirements for eligibility of persons for election or transfer to the Sporting member class are:
- (i) any person who is over the age of eighteen (18) years; and
 - (ii) who participates in a sport in relation to the Club as determined by the Board, and either is elected as a Sporting member by the Board or is transferred by the Board from another class of membership to Sporting membership.
- (c) If a Sporting member ceases to participate in a sport in relation to the Club as determined by the Board, the Board may transfer the member to another class of membership.

ABSENTEE LIST

33. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member leaving or returning to the State of New South Wales or residing outside that State. For the purpose of this Rule the Australian Capital Territory shall be deemed to be within the said State. Such members shall be placed on an Absentee List.

ELECTION OF MEMBERS

34. (a) A person shall not be admitted as a member of the Club other than as a Provisional, Temporary or Honorary member unless that person is elected to membership at a meeting of the Board of the Club or a duly appointed election committee of the Club.
- (b) The names of those members present and voting at that meeting are to be recorded by the Secretary of the Club.
- (c) The Board may reject any application for membership without assigning any reason for such rejection.
35. Every application for membership of the Club (which shall be a proposal for 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; and
 - (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, in the case of a Junior member, the signature of the parent or guardian of the applicant;
 - (f) such other particulars as may be prescribed by the Board from time to time.
36. Every form of application for 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) evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.
37. (a) The authorised officer of the Club to whom the application for 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.
- (b) A person whose application has been signed by an authorised officer of the Club in accordance with Rule 37(a) and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
- (c) The full name of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.
- (d) 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 membership of the Club.
- (e) The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Secretary shall cause any

joining fee and subscription paid by the person to be returned to that person.

- (f) 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 Act.

ADMISSION OF MEMBERS PURSUANT TO AMALGAMATION

- 37A. (a) Rules 34 to 37 inclusive shall not apply to a person who is admitted as a member of the Club pursuant to an amalgamation with another registered club and to this Rule 37A.
- (b) A person shall be admitted as a member of the Club pursuant to an amalgamation if that person:
- (i) is a full member (as defined in the Registered Clubs Act) of a registered club in respect of which conditional approval of the Licensing Court of NSW to amalgamate with the Club has been granted pursuant to the Registered Clubs Act; and
 - (ii) has agreed to be a member of the Club pursuant to the amalgamation.
- (c) The agreement referred to in paragraph (b)(ii) of this Rule 37A must be:
- (i) is a full member (as defined in the Registered Clubs Act) of a registered club in respect of which conditional approval of the Licensing Court of NSW to amalgamate with the Club has been granted pursuant to the Registered Clubs Act; and
 - (ii) has agreed to be a member of the Club pursuant to the amalgamation.
- (d) As soon as practicable after conditional approval of an amalgamation as referred to in paragraph (b)(i) of this Rule 37A has been granted, the Club shall forward to each person referred to in that paragraph an invitation to become a member of the Club and a form of agreement in or to the effect of the following Schedule:

SCHEDULE

I, _____
Print name

hereby agree to be a member of Club Bega Limited and agree to be bound by the Constitution and Rules of that Club.

Date: _____

Signature: _____

- (e) Any person who completes and signs the form referred to paragraph (d) of this Rule 37A and returns that form to the Club shall be entered in the Register of Members of the Club as a member and shall from the date of entry on the register be a member of the Club.

TRANSFER OF MEMBERSHIP

38. The Board or the election committee, at its discretion, may on the written application of a member who has the qualifications for and wishes to become a member of the different class transfer that member from any class of Ordinary membership to another class of Ordinary membership (if further classes of Ordinary membership are created) and may, if appropriate, make an adjustment in the entrance fee (if any) and subscription paid or payable by that member so transferred for the

membership in which the transfer takes place.

- 38A. The Board shall have the power to transfer a Junior member who has attained the age of eighteen (18) years to another category of membership of the Club for which the Junior member has the necessary qualifications.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

39. Entrance fees, subscriptions and other payments payable by members of the Club and the time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be such as the Board may from time to time prescribe provided that the amount of such annual subscription is posted on the Club Noticeboard within 7 days after such Board determination.
- 39A. In accordance with the Registered Clubs Act, 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.
40. The Board may at any time suspend the payment of Entrance Fees either generally or in respect to individual cases and shall have discretionary power to fix and determine or waive the Entrance Fee chargeable to any member under any special circumstances that may arise.
41. All entrance fees, subscriptions and other payments shall be due and payable on a date, or dates, determined by the Board from time to time. Any person who has not paid his or her entrance fee, subscription or other payment by the due date 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 and the provisions of Rule 46 shall not apply to such resolution.
42. Any person who has ceased to be a member of the Club pursuant to Rule 41 may re-apply for membership in accordance with this Constitution. The Board may at its discretion waive any entrance fee for any person who has made application to join the Club who has previously been a Full member of the Club.

PATRONS

43. The members in general meeting may appoint one or more patrons from time to time upon recommendation being made by the Board to the meeting and any patron will (if not a member of the Club) thereby be deemed to be an Honorary member of the Club provided the new patron as a Full member of the Club shall also be entitled to exercise all the privileges and advantages of such membership.

ADDRESSES OF MEMBERS

44. Members shall advise the Secretary of the Club of any change in their address.

REGISTERS OF MEMBERS AND GUESTS

45. The Club shall keep the following registers:
- (a) A register of persons who are Full members of the Club in accordance with the Registered Clubs Act.
 - (b) A register of persons who are Honorary members and a register of persons who are Temporary members other than Temporary members referred to in Rule 27(a)(iii) or Rule 28(c).
 - (c) A register of persons of or over the age of 18 years who enter the premises of the Club

as guests of members.

DISCIPLINARY PROCEEDINGS

46. (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of this Constitution or any By-Laws or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:
- (i) Such member shall be notified of any charge against the member pursuant to this Rule and of the date time place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least seven clear days before the meeting of the Board at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge.
 - (ii) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge. The member shall be entitled to call any witnesses in his or her defence and cross-examine any witnesses.
 - (iii) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.
 - (iv) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of not less than two-thirds of the members of the Board present in person vote in favour of such motion.
 - (v) After the Board has considered all the evidence put against the member, it must come to a decision as to the member's guilt or innocence in relation to the charge. Once it has decided the issue of guilt or innocence, the Board must inform the member prior to considering any penalty.
 - (vi) The member charged must be given a further opportunity at the hearing to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty.
 - (vii) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
- (b) In the event that a notice of charge is issued to a member pursuant to sub-paragraph (i) of paragraph (a) of this Rule 46 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 or for five weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
- (c) No member against whom a charge has been made or in respect of whom there has been moved or is proposed to be moved a motion for suspension or expulsion or who has been suspended or expelled shall be entitled to commence or prosecute any action or legal proceedings for defamation against any member or servant of the Club who made any such charge or moved or proposed to move any such motion or who suspended or expelled such member or who gave evidence (orally or in writing) or

exercised any power or duty as a member or executive member of the Board or servant of the Club it being a condition of membership of the Club that all complaints, charges, notices, letters, evidence and other matters arising or incidental to any complaint or charge and the hearing and determination thereof and all proceedings and utterances at general and Board meetings held in connection herewith shall be absolutely privileged and protected accordingly and should any action or legal proceedings be taken as aforesaid this Rule may be pleaded as an absolute bar thereto provided that this Rule shall not protect any person against the legal liability (if any) for making, with express malice, a statement false to the knowledge of such person.

- (d) In addition to any powers under section 77 of the Liquor Act, the Secretary or, subject to Rule 46(h), 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:
 - (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
 - (iv) who hawks, peddles or sells any goods on the premises of the Club;
 - (v) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;
 - (vi) 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;
 - (vii) 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.
- (e) If pursuant to Rule 46(d) 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 46(h)) 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.
- (f) Without limiting Rule 46(e), if a person has been refused admission to or turned out of the Club in accordance with Rule 46(d)(i), 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.
- (g) Without limiting Rule 46(e), if a person has been refused admission to or turned out of the Club in accordance with Rule 46(d)(i), the person must not:
 - (i) remain in the vicinity of the Club; or
 - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- (h) Without limiting the provisions of section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
 - (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or

- (ii) any employee authorised by the Secretary to exercise such power.

MEMBER UNDER SUSPENSION

- 46A. Any member whose membership is suspended pursuant to Rule 46 shall during the period of such suspension not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the recreational, social or sporting activities of the Club or any 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.
47. (a) A charge under Rule 46 may be brought by the Secretary, the Board on its own motion or upon a complaint in writing by a member of the Club.
- (b) It shall be the duty of all members of the Club who are able to give information in relation to a charge against a member pursuant to Rule 46 to attend before the Board for that purpose when required in writing so to do by the Secretary, by the person charged or by any member on whose complaint the charge has been made.
- (c) Should any member incur any debt to the Club, or acting on behalf of the Club and fail to discharge such debt upon request in writing by the Secretary he may by resolution of a meeting of the Board be suspended or expelled from membership provided that before so resolving the Board shall give the member concerned due notice of its intention to take such course, but the provisions of Rule 46 shall not apply.

RESIGNATION AND CESSATION OF MEMBERSHIP

48. (a) A member may at any time by giving notice in writing to the Secretary resign from his or her membership of the Club.
- (b) The resignation shall take effect from the date on which the Secretary receives it and the member will not be entitled to any refund of membership fees or any part thereof.
- (c) The member shall continue to be liable for all arrears due and payable to the Club at the date of resignation and also liable for any contribution which may be required pursuant to Rule 13 of this Constitution.

GUESTS

49. (a) All members other than Junior members shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 50.

- (b) On each day a member first brings a guest into the Club that member shall (unless the guest is a minor) enter in the Register of Guests the name in full or the surname and initials, the address, the date on which the entry of the guest's name in the register is made and the signature of the member introducing the guest.
 - (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been expelled from the Club, is then suspended from the Club or is then refused admission to or being turned out of the Club.
 - (d) Members shall be responsible for the conduct of any guests they may introduce to the Club;
 - (e) The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club;
 - (f) 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.
 - (g) 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.
 - (h) 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.
 - (i) The Secretary, or in the Secretary's absence, the senior employee of the Club then on duty, may refuse a guest admission to the Club or require a guest of a member to leave the Club's premises (or any part thereof) any time without notice and without being required to give a reason.
50. A Temporary member may bring into 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;
 - (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.
51. For the purposes of Rule 50, "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.

BOARD OF DIRECTORS

52. The business and affairs of the Club and the custody and control of its funds and property is to be managed by a Board of seven (7) Directors consisting of a President, a Vice President, and five (5) Ordinary Board members.
53. (a) No person shall be qualified to be a Director unless he or she is a Financial Sporting member or Honorary Life member of the Club.

(b) A member who is:

- (i) an employee of the Club; or
- (ii) currently under suspension pursuant to Rule 46;
- (iii) not a Financial member,

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

53A. In accordance with Section 73(1)(m) of the Registered Clubs Act, any person who is elected or appointed to the Board must, unless exempted, complete such mandatory training requirements for directors within the period prescribed by the Registered Clubs Act.

53B. Notwithstanding any other rule in this Constitution, any Club members who are elected to the Board prior to or at the 2022 Annual General Meeting shall not be ineligible to hold such office for the duration of their term by virtue of being Club members.

ELECTION OF BOARD OF DIRECTORS

54. The Directors of the Club shall be elected at each Annual General Meeting of the Club in accordance with the provisions of Schedule 4 to the Registered Clubs Act which is repeated in the schedule below:

SCHEDULE

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 the members of the governing body in accordance with this Schedule;

"**year**" means the period between successive general meetings.

2. * * * * *

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.

The Directors currently in office shall remain in office for the period of their term of office as at the conclusion of the Annual General Meeting immediately preceding the adoption of this new Constitution.

55. (a) Nominations for the election to the Board shall be made in writing and signed by two (2) members of the Club and by the nominee who shall also signify his consent to the nomination and be delivered to the Secretary at least fourteen (14) days before the date fixed for the Annual General Meeting. The proposer, seconder and nominee shall be Financial members of the Club at the time the nomination form is signed. The Secretary shall forthwith post notification of such nominations on the Club Notice Board.
- (b) (i) If the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting.
- (ii) If no or insufficient nominations be received for the candidate or candidates, if any, nominated shall be declared elected at the Annual General Meeting and nominations may, with the consent of the nominee, be made orally at the meeting for the vacancies then remaining. If more than one candidate is nominated for such vacancies an election by ballot for such vacancies

remaining shall be held in accordance with paragraph (iii) of this Rule.

- (iii) If the number of candidates nominated shall exceed the number required to be elected, a ballot shall be taken as provided by By-law and until so provided shall be determined by the Board provided that the ballot shall be counted by a Returning Officer and at least two (2) scrutineers appointed by the Board. A candidate shall not be appointed as Returning Officer or as a scrutineer. In the event of an equality of votes in favour of two or more candidates the President shall have a casting vote so as to ensure the election of the necessary number to fill the vacancies.
56. (a) At the first monthly Board meeting after the Annual General Meeting, the Board of Directors shall conduct a ballot for the election of President and Vice President.
- (b) Directors may be nominated for the offices of President and Vice President in writing or verbally and when elected shall hold the office of President or Vice President for one (1) year.
57. The Board may from 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.

POWERS OF BOARD

58. The Board shall be responsible for the management of the business and affairs of the Club.
59. The Board may exercise its powers and do all such acts and things as the Club is by 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 but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of these Rules and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) To delegate any of its powers to committees consisting of such member or members of its body and/or such Full members of the Club together with persons who are not members but who have particular skills or expertise which they may apply to the relevant committees and senior management staff of the Club as the Board may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The Chairman shall be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman of the meeting shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members 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 clause or by any regulation made by the Board pursuant to this clause.
 - (b) To make such By-Laws not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and wellbeing of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:

- (i) Such matters as the Board is specifically by this Constitution empowered to regulate by By-Law.
 - (ii) The general management control and trading activities of the Club.
 - (iii) The control and management of the Club premises.
 - (iv) The management and control of play and dress on the bowling greens, golf course, tennis courts and all other amenities of the Club.
 - (v) The upkeep and control of the bowling greens, the golf course, tennis courts and all other amenities of the Club.
 - (vi) The conduct of members and their guests.
 - (vii) The privileges to be enjoyed by each category of members.
 - (viii) The relationship between members and Club employees.
 - (ix) And generally all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by the Constitution are not reserved for decision by the Club in General Meeting.
- (c) To enforce the observance of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (d) To 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.
 - (e) To 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.
 - (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (g) To 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.
 - (h) To 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.
 - (i) From time to time at its discretion to 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 in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
 - (j) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or chattels, land or buildings belonging to the Club subject to the requirements of the Liquor Act and Registered Clubs Act.
 - (k) (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of

employment of such Secretary or Secretary/Manager and to specify and define his or her duties.

- (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (m)
 - (i) To create sections and committees for the conduct, management and control of any sport or other activity within the Club and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
 - (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
 - (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
 - (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the Section shall also be produced promptly upon request to the Secretary at the Club's office for inspection by or on behalf of the Board.
 - (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a General Meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board of Directors.
 - (vi) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefor and with a recommendation as to further action (if any) to be taken by the Board.

- (n) To set the entrance fees and annual or other subscriptions and fees payable by all members.
 - (o) To recommend the amount of honorarium payable to any person and subject to approval by a general meeting to pay such honorarium.
60. Any By-law made under this Constitution shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

PROCEEDINGS OF THE BOARD

- 61. (a) 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 whenever it deems it necessary but at least once in each calendar month for the transaction of business;
- (b) 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.
- (c) The quorum for meetings of the Board shall be five (5) members personally present.
- 62. (a) The President of the Board shall if present preside at all meetings of the Board. In his or her absence or if he or she shall be unwilling or unable to act, the Vice President shall preside and in the event of the President and the Vice President being absent or unwilling or unable to act, the meeting shall elect a member of the Board to be Chairman of the meeting.
- (b) The Chairman of such meeting shall have a deliberative vote only and shall not have a second or casting vote.
- 63. The Chairman may at any time and the Secretary upon the request of not less than three (3) members of the Board shall convene a meeting of the Board.
- 64. 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 members of the Board shall for all purposes be deemed a determination of the Board.
- 65. The continuing members of the Board may act notwithstanding any vacancy in 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 member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.
- 66. 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.
- 67. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, 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 members of the Board. The resolution shall be passed when the last director signs the document containing the resolution.

DECLARATIONS OF INTERESTS BY DIRECTORS

68. Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
- (a) declare the nature of the interest at a meeting of the Board; and
 - (b) comply with Rule 70C.
69. Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
70. A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- 70A. A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- 70B. Rules 68 to 70A inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

PROHIBITIONS ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

- 70C. Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the directors of the Club:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.

CONTRACTS WITH DIRECTORS

- 70D. In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or with a company or other body in which a director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- 70E. A "pecuniary interest" in a company for the purposes of Rule 70D does not include any interest exempted by the Registered Clubs Act.

CONTRACT WITH SECRETARY

- 70F. Subject to Rule 70G, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (a) the Secretary; or
 - (b) any close relative (as defined in the Registered Clubs Act) of the Secretary;

- (c) 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).

70G. Rule 70F does not prevent the Club entering into a contract with any of the above persons which is:

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

VACANCIES ON BOARD

71. Subject to the provisions of this Constitution the members in General Meeting may by ordinary resolution remove any member or members of the Board or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution appoint another person or persons in his or her or their stead providing the person so appointed complies with this Constitution. Any person so appointed shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed. 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 months before the meeting at which the resolution is to be considered and voted on. The provisions of Sections 203D and E of the Act shall be followed in relation to that meeting.

72. The office of a member of the Board shall automatically be vacated:

- (a) if the person is disqualified for any reason referred to in Section 206B of the Act.
- (b) If he or she 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.
- (c) If he or she is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board and the Board resolves that his or her office be vacated.
- (d) If by notice in writing given to the Secretary he or she resigns from office as a director.
- (e) If he or she becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, Registered Clubs Act, or the Liquor Act.
- (f) If he or she ceases to be a member of the Club.
- (g) If he or she fails to declare the nature of his or her interest in a contract or office or property in accordance with this Constitution.
- (h) If he or she becomes an employee of the Club.
- (i) if, for the purposes of Rule 53A, the person fails to complete the mandatory training requirements for directors referred to in Rule 53A within the prescribed period referred to in Rule 53A (unless exempted).

73. The Board shall have power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The member so appointed will hold office only until the conclusion of the next Annual General Meeting after his or her appointment when he or she shall retire but shall be eligible for re-election.

GENERAL MEETINGS

74. 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 but within five (5) months of the close of the financial year but if practicable then in the month of March. All meetings other than Annual General Meetings shall be called General Meetings.
75. (a) The Board may whenever it considers fit call and arrange to hold a General Meeting of the Club.
- (b) The Board must call and arrange to hold a General Meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the General Meeting; or
 - (ii) at least 100 members who are entitled to vote at the General Meeting.
- (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 Club.
- (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 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.
- (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 21 days after the request is given to the Club.
- (g) The meeting referred to in paragraph (f) of this Rule 75 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 months after the request is given to the Club.
- (h) To call the meeting the members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give the members the copy of the Register without charge.
- (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if they prove that they took all reasonable steps to cause the directors to comply with this Rule 75. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
76. (a) At least 21 days' notice must be given of the Annual General Meeting and of any General Meeting of the members of the Club.
- (b) A notice of a General Meeting of the Club's members must:

- (i) set out the place, date and time of the meeting; and
 - (ii) state the general nature of the meeting's business; and
 - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution;
- (c) to declare the results of the election of directors to the vacancies of the Board caused by the operation of the triennial rule referred to in Rule 54.
- (d) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

77. The business of the Annual General Meeting shall be as follows:
- (a) to confirm the Minutes of the previous Annual General Meeting;
 - (b) To receive and consider the reports referred to in Rule 89;
 - (c) to declare the results of the election of directors to the vacancies of the Board caused by the operation of the triennial rule referred to in Rule 54.
 - (d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) To approve honoraria (if any);
 - (f) To deal with any other business of which due notice has been given.
78. (a) The Chairman of the Annual General Meeting 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.
- (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairman 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.

MEMBERS' RESOLUTIONS

79. A member's rights to put resolutions at General Meetings shall be in accordance with Sections 249N and 249O of the Act.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

80. (a) The Club's auditor shall be given notice of all general meetings at the same time that such notice is given to members and is entitled to attend any General Meeting of the company;
- (b) 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;

- (c) The auditor is entitled to be heard even if:
 - (i) the auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 81. The President shall preside at all General Meetings of the Club. In the event of the President being absent or if he or she shall be unwilling or unable to act the Vice President shall preside and in the event of the President and the Vice President being absent or unwilling to act the members of the Board present shall elect a Director to be Chairman of the meeting.
- 82.
 - (a) No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
 - (b) At any General Meeting of the Club, a total of fifteen (15) members eligible to attend and vote at the meeting, and present in person shall be a quorum.
 - (c) If within fifteen (15) minutes from the time appointed for any General Meeting a quorum is not present, the meeting, if convened upon request of members, will be dissolved. In any other case, it will stand adjourned to the same day of the next week at the same time and place or to such other day, time and place as the Board may determine but such period shall be less than one month. If at any such adjourned General Meeting a quorum is not present within fifteen (15) minutes, the members who are present and entitled to vote will constitute a quorum and may transact the business of which the meeting was called.
- 83.
 - (a) Except in the case of a Special Resolution every question submitted to a meeting shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting shall have a second or casting vote.
 - (b) 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 chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith.
 - (c) A demand for a poll may be withdrawn.
 - (d) At any General Meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 84. 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.

85. The Chairman of a Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save 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.
86. Minutes of all resolutions and proceedings at General Meetings shall be entered in a book provided for that purpose within one (1) month of the meeting and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS

87. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
88. 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 Act to inspect such records.
89. 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 to members in accordance with Division 4 of Part 2M.3 of the Act.
- 89A. In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of December immediately prior to the Annual General Meeting:
- (a) the financial report of the Club; and
 - (b) the directors' report;
 - (c) the auditors' report on the financial report.

FINANCIAL YEAR

90. The financial year of the Club shall commence on the first day of January in each year and end on the last day of December in the same year or such other period as having regard to the Act, the Board may determine.

AUDITORS

91. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

SECRETARY

92. 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.

EXECUTION OF DOCUMENTS

93. The Board must provide for the safe custody of the Seal.
94. (a) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) two members of the Board; or
 - (ii) one member of the Board and the Secretary.
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) two members of the Board; or
 - (ii) one member of the Board and the Secretary.
95. The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

NOTICES

96. A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
97. (a) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
98. If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Club Notice Board is deemed to be notice to such member at the expiration of 24 hours after it is so posted up.

INDEMNITY TO OFFICERS

99. Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- 99A. 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 Act or a liability which contravenes Section 199A or Section 199B of the Act.

READING OF CONSTITUTION

100. This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Articles are inconsistent therewith they shall be inoperative and have no effect.

AMENDMENTS TO CONSTITUTION

101. This Constitution may be amended only by resolution passed by a three-quarters majority of a total of financial Sporting members and/or Honorary Life members who are present and voting at a General Meeting, being a meeting of which at least twenty-one (21) days written notice specifying the intention to propose a resolution as a Special Resolution has been given in accordance with the Act.

HISTORICAL PROVISIONS

102. The full names, addresses and occupations of the original subscribers to the Club's Memorandum of Association dated 15 May 1972 and those persons agreeing to the Articles of Association are as follows:

NAME and ADDRESS	OCCUPATION
John Thomas Nolan, 35 Bega Street, Bega	Assistant Undertaker
Keith Edward Otton, 38 Belmore Street, Bega	Insurance Representative
Henry Arthur O'Donovan, 251 Newtown Road, Bega	D.M.R. Time Clerk
Alick Broad, 87 Auckland Street, Bega	Proprietor
William Thomas Moffitt, 5 Watson Street, Bega	Delivery Driver
Francis John Hunt, 106 Rawlinson Street, Bega	Credit Officer
Warwick John Butler, "Inglewood", Candelo	Sharefarmer