

CORPORATIONS ACT
2001

CONSTITUTION

of

MANLY CIVIC CLUB

ACN 000 108 743

Amended: 27 May 2018
Amended: 19 May 2019
Amended: 30 July 2023
Amended: 26 May 2024

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

CONSTITUTION OF
MANLY CIVIC CLUB LIMITED
(ACN 000 108 743)

NAME

1. The name of the Company is the "Manly Civic Club 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. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date at which these regulations become binding on the Club shall have the meaning so defined.

"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 Manly Civic Club 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 a member of the Club who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

"Full member" means a member who is a Club 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 member of the Board, but does not include the Auditor.

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

“the Registered Clubs Act” means the Registered Clubs Act, 1976. When any provision of the Act is referred to, that reference is to such provision as modified by any law for the time being in force.

“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.

INTERPRETATION

3. A decision of the Board on the construction or interpretation of this Constitution of the Club, 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 subject to such construction or interpretation being varied or revised by the Supreme Court of New South Wales.
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 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 or calculated by reference to the keeping or operation of approved gaming machines in 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) To afford its members all the usual privileges, advantages, conveniences and accommodation of a Club and to take over the effects and liabilities of the unincorporated Club that was known as Manly Civic Club and to provide for the admission of the members of the Manly Civic Club as members of the Club.

- (b) In furtherance of the objects of this Club and subject to the Corporations Act to purchase or otherwise acquire any real and personal property and any rights or privileges which the Club may think necessary or convenient.
- (c) To promote the social welfare enjoyment and recreation of its members and to promote and engage in such sports games and pastimes as the Club may decide.
- (d) To purchase hire or make or provide and maintain all kinds of furniture implements tools utensils plate glass linen books papers periodicals stationery cards games and other things required or which may be conveniently used in the Club House or premises of the Club.
- (e) To buy and sell and deal in any kinds of provisions and refreshments required or used by the members of the Club or other persons frequenting the Club House or premises of the Club and to hold any necessary licenses in respect of such commodities.
- (f) To hire and employ secretaries clerks managers servants and workmen and to pay to them and to other persons in return for services rendered to the Club salaries wages gratuities and pensions.
- (g) In furtherance of the objects of the Club to promote and hold either alone or jointly with any other association club or persons sport meetings and competitions and to offer give or contribute towards prizes medals and awards and to promote give or support dinners balls concerts and other entertainments.
- (h) To establish promote or assist in establishing or promoting and to subscribe or become a member of or co-operate with any other association or club whose objects are similar or in part similar to the objects of the Club or the establishment or promotion of which may be beneficial to this Club and whose objects shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed upon this Club under or by virtue of Rule 11 hereof.
- (i) To raise money by entrance fees and subscriptions and to grant any rights and privileges to subscribers.
- (j) In furtherance of the objects of the Club to sell (in subdivision or otherwise) lease manage improve develop exchange dispose of make construct grant give or dedicate roads lanes or rights of way upon turn to account or otherwise deal with any part of the property real and personal of the Club, subject to the requirements of the Liquor Act and Registered Clubs Act.
- (k) In furtherance of the objects of the Club and subject to the Corporations Act to invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined.
- (l) To borrow or raise and give security for money by the issue of or upon bonds debentures bills of exchange promissory notes or other obligations or securities of the Club or by mortgage or charge upon all or any part of the property of the Club both present and future including its uncalled capital and upon such terms as to priority or otherwise as the Club shall think fit.

- (m) To draw make accept endorse execute and issue cheques promissory notes bills of exchange bills of lading debentures and other negotiables or transferable instruments.
 - (n) To acquire by surrender or otherwise the whole or any part of the interest of any member of the Club therein.
 - (o) Subject to the provisions of the Corporations Act 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 securities over the whole or any part of the real or personal property present or future of the Club.
 - (p) To hold a club licence under the Liquor Act, gaming machine entitlements and own gaming machines under the Gaming Machines Act and any other rights, entitlements, permits, authorities and licences necessary and desirable for the Club.
 - (q) To do all such things as are incidental or conducive to the attainment of all or any of the above objects.
11. The income and property of the Club howsoever 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 by way of profit to the members of the Club. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or employees of the Club or to any member of the Club or other person in return for any services actually rendered to the Club, or reasonable and proper rent for premises demised or let by any members of the Club.

Provided that nothing herein shall prevent the payment in good faith, of remuneration to any officer or servant of the Club, or to any member of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member to the Club, but so that no member of the council of management or governing body of the Club shall be appointed to any salaried office of the Club, or any office of the Club paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Club to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club. Provided that the provisions last aforesaid shall not apply to any payment to any Railway, Gas, Electric Lighting, Water, Cable, or Telephone company of which a member of the Committee of management or Governing Body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

And provided further that nothing herein shall prevent any member who may be a successful competitor at any sports meeting or competition held or promoted by the Club or to the cost of holding or promoting of which the Club may have subscribed out of its income or property, from receiving as such competitor any prize, medals or other recognition which may, under the regulations affecting the said sports meeting or competition, be awarded to him.

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 or she 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 or she ceases to be a member and of the costs charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding two dollars (\$2.00).
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 institution or institutions having objects similar to those of this Club and which shall prohibit the distribution of its or their income and property amongst its or their 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 institutions to be determined by the members at or 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 acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

MEMBERSHIP

15. Deleted.
16. The number of Full members having the right to vote in the election of the Board shall at all times exceed the number of Full members who do not have the right to vote in the election of the Board.
17. A person shall not be admitted to membership of the Club except as a Club member, Life member, Honorary member, Temporary member or Provisional member.
18. A person who is under the age of eighteen (18) years must not be admitted as a member of the Club.
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 (as defined in the Registered Clubs Act) are:
 - (a) Club members;
 - (b) Life members;
 - (c) Honorary members;
 - (d) Temporary members; and

- (e) Provisional members.

ELIGIBILITY FOR CLUB MEMBERSHIP

- 22. The requirements for eligibility of persons for election or transfer of Club membership are:
 - (a) Persons who have attained the age of eighteen (18) years and who have made application for membership of the Club and who are elected by the Board to Club membership of the Club.
 - (b) Any person who is listed as a Country member or Senior member in the Club's Register of Members as at the date of the Special Resolution adopting this clause of the Constitution, will be transferred to Club membership.

LIFE MEMBERSHIP

- 23.
 - (a) Any Club member who has rendered long or meritorious service to the Club may be elected to Life membership by a resolution carried by a two-thirds majority of those members present and voting at a General Meeting, following the submission to such meeting of an appropriate recommendation from the Board.
 - (b) Any person who is listed as a Life member in the Register of Members on the date of the Special Resolution adopting this Constitution is deemed to be a Life member under this Constitution.
 - (c) A Life member is relieved from payment of any annual subscription and any other fees or levies payable by an Ordinary member.
 - (d) A Life member shall otherwise have the same rights and privileges of a Club member.

RIGHTS OF MEMBERS

- 24.
 - (a) Subject to any restrictions contained in this Constitution, Life members and financial Club members are entitled to:
 - (i) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
 - (ii) attend and vote at general meetings (including Annual General Meetings) of the Club;
 - (iii) nominate for and be elected to hold office on the Board;
 - (iv) vote in the election of the Board;
 - (v) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (vi) propose, second, or nominate any eligible member for any office of the Club;

- (vii) propose, second or nominate any eligible member for Life membership;
 - (viii) introduce guests to the Club.
 - (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.
 - (c) Honorary members who are not Full members of the Club shall only be entitled to the facilities and amenities of the Club as the Board may determine from time to time and to introduce guests into the Club 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 in the Club or participate in the management, business and affairs of the Club in any way.
 - (d) Temporary members shall only be entitled to the facilities and amenities of the Club as the Board may determine from time to time and subject to Rule 47, to introduce guests into the Club 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 in the Club or participate in the management, business and affairs of the Club in any way.
25. (a) Each member who is entitled to vote has one vote, but cannot vote by proxy.
- (b) Only financial members are entitled to be present and vote at any meeting of the Club.
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.

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 (provided that there shall be no more than six (6) patrons at any one time);
 - (ii) any prominent citizen or local dignitary visiting the Club;
- (b) 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) 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;
- (c) No person under the age of 18 years may be admitted as a temporary member of the Club;
- (d) 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.
- 29A. A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 29 on the first day that they enter the Club's premises during that period.

PROVISIONAL MEMBERSHIP

30. Every person who has lodged with the Secretary a nomination form duly completed in accordance with these Rules 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 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 only be entitled to the social facilities and amenities of the Club and to introduce guests into the Club 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.
33. The Secretary or the senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason therefore.

ELECTION OF MEMBERS

34. A person shall not be admitted as a member of the Club other than as a Life, 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. The names of those members present and voting at that meeting are to be recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.
35.
 - (a) In respect of every application for membership there shall be completed a nomination form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Board, including the full name, address and date of birth of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club. The form will be signed by the candidate.
 - (b) The nomination form shall be deposited at the office of the Club.
 - (c) Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with the joining fee (if any) and the appropriate subscription and 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.
 - (d) 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.
 - (e) A person whose application has been signed by an authorised officer of the Club in accordance with Rule 35(d) 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.

- (f) The Secretary shall cause the name of the candidate to be exhibited on the Club Notice Board for a continuous period of not less than one week before the election of the candidate as a member of the Club.
 - (g) 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.
36. (a) The Club shall not be required to notify a person if they are elected to membership. If a person fails to be elected to membership, the Secretary shall notify that person that they have not been elected to membership and the Secretary shall cause any joining fee and subscription paid by that person to be returned to that person.

Upon payment of the entrance fee (if any) and the first subscription (if not already paid by the person in obtaining Provisional membership) such person becomes a member of the Club, provided nevertheless that if such entrance fee and subscription is not paid within thirty (30) days after the date of the notice of election to membership has been given to the person, the Board may at its discretion cancel its election of the person's membership of the Club.

- (b) 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 on payment of any fee that may be prescribed by the Act or the Board.

TRANSFER OF MEMBERSHIP

37. 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 a different class transfer that member from any class of Ordinary membership to another class of Ordinary membership 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.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

38. (a) For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.
- (b) 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.
- (c) 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.
- (d) All joining fees, subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board and the Board shall notify members of the relevant due date or dates.

- (e) Any Full member whose is not a financial member of the Club shall not be entitled to any rights and privileges of membership of the Club whilst they are not a financial member of the Club.
39. Subject to Rule 40, any person who has not paid his or her joining fee, subscription, levy or other payment:
- (a) by the due date shall cease to be entitled to the privileges of membership of the Club; and
 - (b) within one (1) month after the due date shall cease to be a member of the Club.
40. (a) The Board may, at any time or times suspend the payment of entrance fees either generally or in respect of 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.
- (b) Any person who has ceased to be a member of the Club pursuant to Rules 38 and 39 may re-apply for membership in accordance with these Rules. 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.
 - (c) The Board shall have power to make charges and levies on Ordinary members for general or special purposes.

PATRONS

41. The members in general meeting may appoint one or more patrons (but no more than six at any one time) 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

42. Members shall advise the Secretary of the Club of any change in their address and other contact details such as email address and telephone numbers.

REGISTERS OF MEMBERS AND GUESTS

43. 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 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

44. (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, fine (but not in an amount exceeding the annual subscription of the member involved), 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 at least seven clear days before the meeting of the Board by resolution or the Secretary (independently 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 defense.
 - (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 simple majority 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 but only if the member attends the meeting.
 - (vi) Provided the member attends the meeting, 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 44 the Board by resolution or 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 or for five weeks whichever is the sooner.

Such suspension shall be promptly notified in writing to the member concerned.

- (c) In addition to any powers under section 77 of the Liquor Act the Secretary or subject to paragraph (d) of this Rule 44 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: or
 - (iii) whose presence on the premises of the club renders the club or the Secretary liable to a penalty under the Clubs Act; or the Liquor Act.
 - (iv) who hawks, peddles or sells any goods on the premises of the club; or
 - (v) 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 plant;
 - (vi) who, within the meaning of the Smoke-Free Environment Act, smokes while on any part of the premises that is smoke-free;
 - (vii) whom the Club, under the conditions of its Club licence or by law, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (d) If pursuant to paragraph (c) of this Rule 44 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 paragraph (g) of this Rule 44) 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.
- (e) Without limiting Rule 44(d), if a person has been refused admission to or turned out of the Club in accordance with Rule 44(c)(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.
- (f) Without limiting Rule 44(d), if a person has been refused admission to or turned out of the Club in accordance with Rule 44(c)(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.
- (g) Without limiting the provisions of section 77 of the Liquor Act the employee who under these Rules is 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 senior employee then on duty; and

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

RESIGNATION AND CESSATION OF MEMBERSHIP

45. (a) A member may at any time resign from his or her membership of the Club by either giving notice in writing to the Secretary or by returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.
- (b) A resignation pursuant to Rule 45(a) 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 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

46. (a) Subject to Rules 47 and 48, all members shall have the privilege of introducing guests to the Club and (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 name and address of the guest and that member shall countersign that entry.
- (b) On each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- (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, who is currently under suspension or who 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.

47. 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.
48. For the purposes of Rule 47(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.

BOARD OF DIRECTORS

49. 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 not more than seven (7) Directors, consisting of up to seven elected Board members including a President and Vice President, and may include up to two (2) board members appointed in accordance with the provisions of Rule 70(b).
50. Only Financial Club members and Life members shall be entitled to nominate and be elected to the position of Director of the Club.
51. A member who, pursuant to this Constitution, is not a financial member or is currently under suspension is ineligible to be nominated for or be elected to the Board or to any office or committee or to perform duties as holder of an office or member of any committee, while the member remains unfinancial or during the period of such suspension, other than the role as an elected Director of the Club.
- 51A. Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.
- 51B. A member shall not be entitled to be elected or appointed to the Board if he or she does not have a Director Identification Number on the closing date for nominations for election to the Board or the proposed date of his or her appointment to the Board.

ELECTION OF THE BOARD

52. (a) As and from the first Annual General Meeting of the Club to be held after the adoption of this Constitution, the Board of Directors of the Club shall continue to 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 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.
- (b) Nominations for election of the Directors shall be:
- (i) made in writing;
 - (ii) signed by at least two (2) members who are either a Life member or Club member;
 - (iii) signed by the nominee, who in so doing shall signify his or her consent to the nomination;
 - (iv) in the case of a Director seeking re-election, include confirmation that the Director has, during the period of their previous term, complied with their professional development obligations;
 - (v) include a declaration as to whether, or not, the nominee holds any interest, whether directly or indirectly, as a registered proprietor or tenant, of any residential apartment within the “Wharfside Residences” at 2 West Promenade Manly (“the Wharfside Residences”).
- (c) Nominations for the offices of Director shall be delivered to the Secretary not less than fourteen (14) days before the day fixed for the Annual General Meeting.
- (d) On the day following the last day for nominations of Directors, the Secretary shall post the names of the nominees and their proposers on the Notice Board.
- (e) (i) If the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated must be declared elected at the Annual General Meeting.
- (i) [hidden text – do not delete]

- (ii) If the full number of candidates for election to the Board is not nominated then those candidates who are nominated shall be declared elected to the Board and the remaining positions shall be casual vacancies for the purposes of Rule 70(a).
- (iii) If the number of candidates nominated shall exceed the number required to be elected a ballot paper or papers showing the names of the candidates for the various positions shall be placed on the Club's Notice Board. The order in which the names appear on the ballot paper or papers shall be decided by a draw as supervised by the Returning Officer and conducted in the main body of the Club. The Returning Officer and at least two (2) Scrutineers shall be appointed by the Board and a candidate shall not be appointed as a Returning Officer or as a Scrutineer.
- (iv) All Financial Club members and Life members will be allocated ballot papers at the Annual General Meeting and will cast their vote on the Club's premises during the course of the Annual General Meeting.
- (v) Members shall vote for no more than the number of positions available on the Board. The ballot paper will clearly set out this requirement.
- (vi) The ballot shall close after the casting of votes at the Annual General Meeting and upon a declaration that the ballot has closed by the Chairman of the meeting.
- (vii) The ballot shall be conducted as provided by the By-laws of the Club from time to time. Upon closure the ballot papers shall be placed in the hands of the Returning Officer.
- (viii) The validity or invalidity of any ballot paper shall be determined by the Returning Officer and in the event of an equality of votes in favour of two or more candidates the Returning Officer shall determine the vacancy by drawing lots. The Returning Officer shall announce the result of the ballot to the Annual General Meeting.
- (f) Immediately following each Annual General Meeting, all current Directors shall meet and elect from among their number the President and the Vice-President who shall hold office until the closing of the next Annual General Meeting. The Returning Officer shall conduct the election of the President and the Vice- President.

52A. For the purposes of the Triennial Rule referred to in Rule 52(a) and with effect from the declaration of the results of the election of the Board at the Annual General Meeting in 2019:

- (a) Group "A" will consist of three (3) elected directors; and
- (b) Group "B" will consist of two (2) elected directors; and
- (c) Group "C" will consist of two (2) elected directors.

53. 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.

54. No Director shall receive any remuneration for his services but the Board may repay to the President or any Director out of the funds of the Club out-of-pocket expenses and disbursements reasonably and properly incurred on behalf of the Club.

POWERS OF BOARD

55. The Board shall be responsible for the management of the business and affairs of the Club.
56. 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 Club recreations and dress rules pertaining thereto.

- (v) The upkeep and control of the Club's facilities.
 - (vi) The control and management of all competitions.
 - (vii) The conduct of members and their guests.
 - (viii) The eligibility of persons for membership of the Club.
 - (ix) The qualification, restrictions and conditions which shall be attached to members of the Club and the various classes thereof.
 - (x) The arrangements with any other club or association for reciprocal concession or otherwise.
 - (xi) The preservation of good order and fellowship among members.
 - (xii) The privileges to be enjoyed by each category of members.
 - (xiii) The relationship between members and Club employees.
 - (xiv) 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 PROVIDED THAT the Directors of the Club are not empowered to secure or otherwise encumber any asset of the Club to a value in excess of \$50,000 without the express agreement of the members of the Club at a general meeting specifically convened for that purpose and approved by no less than two-thirds of such members who are entitled to attend and vote at the meeting and who vote in favour of the proposal. 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 or other goods or chattels and any land or buildings belonging to the Club and to lease any property of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED that the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained and PROVIDED FURTHER THAT the Directors of the Club are not empowered to dispose of a major asset of the Club to a value in excess of \$50,000 without the express agreement of the members of the Club at a general meeting specifically convened for that purpose and approved by no less than two-thirds of such members who are entitled to attend and vote at the meeting and who vote in favour of the proposal.
- (k) 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.
- (l) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, 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.
- (m) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (n) 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.

- (o) 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.
- (p) 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.
- (q) 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.
- (r) 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.
- (s) 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.
- (t) To set the entrance fees and annual or other subscriptions and fees payable by all members.

BY-LAWS

- 57. Any By-law made under this Constitution shall come into force and have the full authority of a By-law of the Club on being posted on the Club Notice Board.

PROCEEDINGS OF THE BOARD

- 58. (a) The Board may meet together for the despatch 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 per quarter (as defined in the Registered Clubs Act) 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 more than 50% of the total number of the current Board members.

- (d) In accordance with section 248D of the Act, a Board meeting may be called or held using any technology consented to by all of the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.
59. 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, then the Board members present may elect their own Chairman. The Chairman of such meeting shall, in the case of an equality of votes, have a casting vote in addition to his or her deliberative vote.
60. The President 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.
61. 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. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
62. 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.
63. 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.
64. 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.
- 64A. In addition to Rule 64, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by each director sending a reply email to the Club to that effect. The resolution shall be passed when the last director sends his or her email response agreeing to the proposed resolution.

MATERIAL PERSONAL INTERESTS

65. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:
- (i) declare the nature of the interest at a meeting of the Board; and

- (ii) comply with Rule 65(b).
- (b) Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
 - (i) must not vote on the matter; and
 - (ii) must not be present while the matter is being considered at the meeting.

REGISTERED CLUBS ACCOUNTABILITY CODE

- 66. (a) The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Rules 66A to 66I inclusive.
- (b) For the purposes of Rules 66A to 66G inclusive the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

CONTRACTS WITH TOP EXECUTIVES

- 66A. (a) The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
 - (i) the top executive’s terms of employment; and
 - (ii) the roles and responsibilities of the top executive;
 - (iii) the remuneration (including fees for service) of the top executive;
 - (iv) the termination of the top executive’s employment.
- (b) Contracts of employment with top executives will not have any effect until they are approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

- 66B. Subject to Rule 66C, the Club must not enter into a commercial arrangement or a contract with a director or top executive 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. A “pecuniary interest” in a company for the purposes of this Rule does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY AND MANAGERS

- 66C Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
 - (a) the Secretary or a manager; or

- (b) any close relative of the Secretary or a manager;
- (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest .

LOANS TO DIRECTORS AND EMPLOYEES

66D The Club must not lend money to a director of the Club unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES

- 66E (a) A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
- (b) If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

- 66F (a) A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
 - (i) any material personal interest that the director has in a matter relating to the affairs of the Club; and
 - (ii) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
 - (iii) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
 - (iv) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.
- (b) The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 66F(a).

PROVISION OF INFORMATION TO MEMBERS

- 66G The Club must:
 - (a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates; and

- (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

TRAINING DISCLOSURES

66H The Club must make available to members:

- (a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
- (b) the reasons for any exemptions of directors, the Secretary and managers from undertaking the training prescribed by the Registered Clubs Regulation.

66I The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

67. (a) In accordance with Section 195(1) of the Act a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

- (i) must not vote on the matter;
- (ii) must not be present while the matter is being considered at the meeting; and

for the avoidance of any doubt any Board member who has an interest, whether directly or indirectly, in a residential apartment within the "Wharfside Residences", is deemed to have a material personal interest in any decision of the Board that relates, directly or indirectly, to such residences, and must not vote on any such matter or be present when any such matter is being considered at a Board meeting.

- (b) The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of paragraph (a) of this Rule.

VACANCIES ON BOARD

68. 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 Section s 203D and 203E of the Act shall be followed in relation to that meeting.

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

- (a) If he or she 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, Liquor Act and Registered Clubs 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 he or she fails to complete the mandatory training requirements for directors referred to in Rule 51A (unless exempted).
- (j) If he or she was not eligible to hold office.
- (k) If he or she ceases to be eligible to hold office.
- (l) If he or she does not hold or ceases to hold a Director Identification Number.

70. The Board shall have power at any time and from time to time:

- (a) To appoint any eligible member of the Board to fill a causal vacancy. The members so appointed will hold office only until the next General Meeting.
- (b) In accordance with the provisions of section 23A of the *Registered Clubs Regulations 2009*, the Board may appoint up to two (2) persons as members of the Board in addition to the elected Board members provided that any proposed appointment to the Board under this Rule does not cause the total number of directors on the Board (elected and appointed under this Rule) to exceed nine (9).
- (c) A person appointed under Rule 70(b):
 - (i) may be appointed for a term of no more than three (3) years, and
 - (ii) must be an ordinary member of the Club at the time of, and for the duration of, his or her appointment, and
 - (iii) is not eligible for re-appointment under Rule 70(b) after the end of that term.
- (d) Within 21 days of an appointment being made under Rule 70(b), a notice must be clearly displayed on a notice board on the Club premises and on the Club's website (if any) that states:

- (i) the reasons for the person's appointment, and
- (ii) the person's relevant skills and qualifications, and
- (iii) any payments to be made to the person in connection with his or her appointment.

GENERAL MEETINGS

71. 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. All meetings other than Annual General Meetings shall be called General Meetings.
- 71A. Notwithstanding the provisions of clause 71 of the Constitution, the 2019, 2020 and 2021 Annual General Meetings (and associated elections) may be held concurrently on 21 August 2022.
72. (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 members with at least 5% of the votes that may be cast at the general meeting. In this Rule 72, the term "the request" shall mean the request referred to in paragraph (b).
- (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 72 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 72. 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.
73. (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) A copy of a notice of a General Meeting of the members of the Club shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.
- (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.
- 73A. The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit. This Rule will not operate in relation to a meeting called pursuant to a requisition of members.
- 73B. The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.
- 73C. If permitted by the Corporations Act, the Club may hold virtual only or hybrid general meetings or Annual General Meetings. The provisions of the Corporations Act shall apply to such meetings and to the extent of any inconsistencies between the Corporations Act and the Constitution, the provisions of the Corporations Act shall prevail.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

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

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- (a) To confirm the Minutes of the previous Annual General Meeting;
 - (b) To receive and consider the reports referred to in Rule 87;
 - (c) To elect the Board;
 - (d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) To deal with any other business of which due notice has been given.
75. (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.
- (c) Notices of motion for any Annual General Meeting must be given in writing to the Secretary at least thirty-five (35) clear days prior to the Annual General Meeting.

MEMBERS' RESOLUTIONS

76. 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

77. (a) The Club's auditor 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

78. (a) The President shall preside at all General Meetings of the Club.
- (b) 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 as Chairman and in the event that the Vice President is absent or unwilling to act the members of the Board present shall elect a Director to be Chairman of the meeting.

- (c) In the event of no Director being present at the meeting the members present and entitled to vote shall elect a Chairman of the meeting.
- 79.
- (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, twenty (20) eligible members present in person shall be a quorum.
 - (c) If within thirty (30) 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.
- 80.
- (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) members entitled to vote) 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) A person shall not:
 - (i) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
 - (ii) Vote at any election of, or of a member of, the Board, as proxy of another person.
- 81.
- (a) 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.
 - (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.
82. Deleted.
83. 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.

84. 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

85. 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.
86. 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.
87. (a) 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.
- (b) 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:
- (i) the financial report of the Club;
 - (ii) the directors' report;
 - (iii) the auditors' report on the financial report.

FINANCIAL YEAR

88. 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

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

SECRETARY

90. 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

91. The Board must provide for the safe custody of the Seal.
92. (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.
93. 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

94. Without limiting the provisions of the Corporations Act, a notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending it to the residential or other postal address of the member;
 - (c) by sending it to the electronic address of the member;
 - (d) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.
95. Where a notice is:
- (a) personally given to a member in accordance with Rule 94(a), the notice is received on the day the member is given the notice; and
 - (b) sent to a member in accordance with Rules 94(b) and (c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent;
 - (c) sent a member in accordance with Rule 94(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.
96. Intentionally Deleted.

INDEMNITY TO OFFICERS

97. (a) Every officer (as defined in Section 9 of the Act) of the Club and every auditor of the Club may if the directors so determine 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 or auditor in defending any proceedings whether civil or criminal.
- (b) 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

98. 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 this Constitution are inconsistent therewith they shall be inoperative and have no effect.

AMENDMENTS TO CONSTITUTION

99. This Constitution may be amended only by resolution passed by a three-quarters majority of Life members and Financial Club 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.

MEETINGS AND VOTING

100. In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):
- (a) distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means, and
- (b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
- (c) allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.
101. If there is any inconsistency between Rule 101 and any other provision of this Constitution, this Rule 101 shall prevail to the extent of that inconsistency.