

CORPORATIONS ACT 2001



CONSTITUTION

of

BALRANALD DISTRICT EX-SERVICES MEMORIAL CLUB LIMITED

ACN 001 038 991

1. Amended: 19 November 2004
2. Amended: 13 November 2009
3. Amended: 12 November 2014
4. Amended: 24 October 2016
5. Amended: 18 September 2017

**CONSTITUTION
of
BALRANALD DISTRICT EX-SERVICES MEMORIAL CLUB LIMITED
ACN 001 038 991**

NAME

1. The name of the Company (hereinafter called "the Club") is Balranald District Ex-Services Memorial Club Limited.

DEFINITIONS

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

"The Act" means the Corporations Act. 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.

"Australian Defence Force" has the same 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 this Constitution.

"By-Laws" shall mean the By-laws made in accordance with this Constitution.

"The Club" means Balranald District Ex-Services Memorial Club Limited, ACN 001 038 991

"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 this Constitution.

"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.

"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.

“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.

“Rules” means the rules comprising this Constitution.

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

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

“Sub Club” means any sporting club that pursuant to a resolution of the Board under Rule 60(m) is or has been established by the Club.

- (b) A member shall not be a financial member:
- (i) If at the date of the meeting the member's subscription or any part thereof has not been paid in accordance with Rule 43; or
 - (ii) If any money (other than the subscription owing by that member to the Club) has remained unpaid at the expiration of 14 days from service on that member of a notice from the Club requiring payment thereof; and

in either case that member shall be and remain unfinancial until payment in full of the amount owing.

- (c) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

OBJECTS

3. The objects for which the Club is established are:
- (a) To provide for members and for members' guests a social and sporting club with all the usual facilities of a club including residential and other accommodation liquid and other refreshments libraries and provision for sporting, musical and educational activities and other social amenities.
 - (b) To take over or otherwise acquire all of the assets and liabilities of an unincorporated association or Club known as Balranald District Ex- Services Memorial Club and to assume and carry on the functions and objects of such association or Club.
 - (c) To promote any or all of the objects of the Returned and Services League of Australia.
 - (d) To observe and commemorate Anzac Day and Remembrance Day and display appropriate commemorative signage within the Club's premises.
 - (e) To provide the members of the Balranald Sub Branch of the Returned and Services League of Australia with a place to conduct meetings and social activities on the Club's premises for as long as it holds its charter as an approved sub branch of the Returned and Services League of Australia.
 - (f) To purchase, hire, lease or otherwise acquire for the purposes 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.

- (g) To give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Club or any part or parts thereof subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
- (i) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, debentures and other negotiable or transferable instruments.
- (j) 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.
- (k) In furtherance of the objects of the Club to apply for and obtain and hold a club licence under the Liquor Act and any other licence or certificate, under any law, that may be necessary or desirable for the purposes of the Club.
- (l) In furtherance of the objects of the Club to obtain and hold any license or permission necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco cigars and cigarettes and all kinds of goods provisions etcetera required used or desired by members.
- (m) To take or reject any gift of property money or goods whether subject to any special trust or not.
- (n) To erect, maintain, improve or alter any building or buildings for the purposes of the Club.
- (o)
 - (i) To perpetuate the close and kindly ties of friendship created by mutual service in the wars of the British Empire;
 - (ii) To promote social and educational undertakings for the advancement and benefit of members;
 - (iii) To create and maintain when deemed necessary, an interest in affairs; always provided they are not associated with party politics or sectarian institutions;
 - (iv) To provide from time to time comforts and entertainments to members who are inmates in local hospitals;
 - (v) To raise funds by all lawful means for the attainment of these objects;
 - (vi) To control or dispose of any or all of the property and/or funds of the Club as may at any time hereinafter be determined by the members, provided members derive no individual profit or gain;
 - (vii) To guard and uphold at all times the good name and preserve interests of all Ex-Service persons;
- (p) 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;

- (q) To establish support or aid in the establishment and support of associations fund trust and conveniences calculated to benefit the members of the Club or the dependents 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;
- (r) To carry on all such activities as may be necessary or convenient for the purpose of the Club or any of them;
- (s) To do all such acts deeds matters and things and to enter into and make such agreements as are identical or conducive to the attainment of the objects of the Club or any of them.

INTERPRETATION

- 4. A decision of the Board on the construction or interpretation of the Constitution of the Club including these Rules, or 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.

PROPERTY AND INCOME OF THE CLUB

- 5. The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
- 6. Nothing in this Constitution shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the Club or to any member of the Club in return for services actually rendered to the Club nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member to the Club.
- 7. Notwithstanding anything in this Constitution no member of the 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 no remuneration or other benefit in money or monies worth shall be given by the Club to any member of such governing body except repayment of reasonable out of pocket expenses and interest at the rate referred to above on money lent or reasonable and proper rent for premises demised or let to the Club or an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act.

LIMITED LIABILITY

- 8. The liability of the members is limited.

MEMBERS GUARANTEE

- 9. Every member of the Club undertakes to contribute to the property of the Club, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member for payment of the debts and liabilities of the Club contracted before he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding five dollars (\$5.00).

APPLICATION OF PROPERTY ON DISSOLUTION

10. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to Balranald Sub Branch of the Returned and Service League of Australia or, if the Balranald Sub Branch of the Returned and Service League of Australia ceases to hold its charter as an approved sub branch of the Returned and Service League of Australia, then to the Returned and Services League of Australia (New South Wales Branch).

PRELIMINARY

11. 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.
12. The Club is established for the purposes set out in Rule 3 of this Constitution.
13. (a) The Club shall be a non-proprietary company.
- (b) Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he 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 Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, 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 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.
- (e) Subject to subsection 2(b) of Section 73 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.
- (f) Subject to subsection 2 of Section 74 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.
14. (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.

15. (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(1) 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 the gaming facilities on the premises of the Club.

MEMBERSHIP

16. No person under the age of 18 years shall be admitted as a member of the Club other than a Junior member in accordance with this Constitution.
17. The membership of the Club shall be divided into the following categories:
 - (a) Countable members being the persons in the classes of membership in Rule 19;
 - (b) Provisional members;
 - (c) Honorary members;
 - (d) Temporary members.
18. The number of Countable members having the right to vote in the election of the Board shall at all times not be less than such minimum prescribed by the Registered Clubs Act.

ELIGIBILITY AND RIGHTS OF VARIOUS CLASSES OF MEMBERSHIP

Countable Members

19. The Countable membership of the Club is divided into the following classes:
 - (a) Sub Branch and Ex-Service Personnel members
 - (b) Sub Branch and Ex-Service Pensioner members
 - (c) Life members
 - (d) Life Subscribers
 - (e) Associate members
 - (f) Associate Pensioner members
 - (g) Junior members.
20. As from the date of the special resolution adopting this Constitution:
 - (a) those members recorded in the Register of Members as "Members" shall be known as "Sub Branch and Ex-Service Personnel" members.

- (b) those members recorded in the Register of Members as “Members” who are pensioners and are paying a reduced annual subscription shall be known as “Sub Branch and Ex-Service Pensioner members”.
- (c) those members recorded in the Register of Members as “Junior Playing members” shall be known as “Junior members”.

and the Register of Members shall be amended to reflect these changes.

Sub Branch and Ex-Service Personnel Members

- 21. (a) Sub Branch and Ex-Service Personnel members shall be persons of or over the age of eighteen (18) years that have been elected as Sub Branch and Ex-Service Personnel members and have paid the entrance fee (if any) and the applicable annual subscription.
- (b) Only members of the Balranald Sub Branch of the RSL and persons who are eligible to become members of the Balranald Sub Branch of the RSL (even though they are not members of that Sub Branch) are eligible to be elected as Sub Branch and Ex-Service Personnel members.
- (d) Sub Branch and Ex-Service Personnel members shall be entitled to:
 - (i) all the social privileges and advantages of the Club;
 - (ii) attend and vote at any meetings of the Club;
 - (iii) hold office on the Board of Directors.

Sub Branch and Ex-Service Pensioner Members

- 22. (a) Sub Branch and Ex-Service Pensioner Members shall be persons of or over the age of eighteen (18) years that have been elected as Sub Branch and Ex-Service Pensioner members and have paid the entrance fee (if any) and the applicable annual subscription.
- (b) Sub Branch and Ex-Service Personnel members and persons who are eligible to become members of the Balranald Sub Branch of the RSL (even though they are not members of that Sub Branch) who satisfy the Board that they are in receipt of such form of pension as the Board shall determine from time to time by by-law as being acceptable for Sub Branch and Ex-Service Pensioner membership shall be eligible to be elected as Sub Branch and Ex-Service Pensioner members.
- (c) Sub Branch and Ex-Service Pensioner members shall be entitled to:
 - (i) all the social privileges and advantages of the Club;
 - (ii) attend and vote at any meetings of the Club;
 - (iii) hold office on the Board of Directors.

Associate Members

- 23. (a) Associate Members shall be persons of or over the age of eighteen (18) years that have been elected as Associate members and have paid the entrance fee (if any) and the applicable annual subscription.

- (b) Associate members shall be entitled to:
 - (i) all the social privileges and advantages of the Club;
 - (ii) attend and vote at any meetings of the Club;
 - (iii) hold office on the Board of Directors.

Associate Pensioner Members

- 24. (a) Associate Pensioner Members shall be persons of or over the age of eighteen (18) years that have been elected as Associate Pensioner members and have paid the entrance fee (if any) and the applicable annual subscription.
- (b) Associate members who satisfy the Board that they are in receipt of such form of pension as the Board shall determine from time to time by by-law as being acceptable for Associate Pensioner membership shall be eligible to be elected as Associate Pensioner members.
- (c) Associate Pensioner members shall be entitled to:
 - (i) all the social privileges and advantages of the Club; and
 - (ii) attend and vote at any meetings of the Club;
 - (iii) hold office on the Board of Directors.

Junior Members

- 25. Junior members shall be persons under the age of eighteen (18) years who have been elected as Junior members and have paid the entrance fee (if any) and the applicable annual subscription.
- 26. 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;
 - (b) has received from that person's parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by the Club;
 - (c) is satisfied that that person will take part in regular sporting activities organised by the Club.
- 27. Subject to the provisions of the Registered Clubs Act, a Junior member shall be entitled to the use of such of the facilities of the Club as the Board shall determine but shall not be entitled to:
 - (a) attend and vote at any meetings of the Club; or
 - (b) hold office on the Board of Directors;
 - (c) propose, second or nominate any person to membership of the Club;
 - (d) propose, second, or nominate any member for any office of the Club;
 - (e) propose, second or nominate any member for Life membership.

Life Members

28. (a) Life membership may be conferred upon a member in any class of membership referred to in Rule 19 (other than a Junior member) who has been a member for a minimum of ten (10) years and rendered a minimum ten (10) years of voluntary and conspicuous service to the Club. The nomination of such Life members shall be proposed by any member referred to in Rule 19 (other than a Junior member) seconded by another member referred to in Rule 19 (other than a Junior member) and such nomination shall be forwarded to the Board for approval. On approval from the Board the nomination shall be referred to the next general meeting of the Club and if such nomination is approved at such general meeting the person nominated shall be a Life member.
- (b) A Life member shall be entitled to all the rights, privileges and advantages to which a Sub Branch and Ex-Service Personnel member is entitled under this Constitution.
- (c) A Life member shall not be required to pay an annual subscription.
- (d) There shall be no more than six (6) living life members at any one time.

Life Subscribers

- 28A. Those persons who subscribed their names to the original Memorandum and Articles of Association of the Club dated 9 August, 1972 and those persons who were Life Subscribers prior to 9 August 1972 shall have the same rights and privileges as Life members as set out in Rules 28(b) and 28(c).

Provisional Members

29. A person in respect of whom:
- (a) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and
- (b) who has paid to the Club the entrance fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form, may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
30. 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.
31. 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:
- (a) attend or vote at any meeting of the Club; or
- (b) nominate for or be elected to the Board;
- (c) any office of the Club;
- (d) participate in the management, business and affairs of the Club in any way;

- (e) propose, second or nominate any person to membership of the Club;
- (f) propose, second, or nominate any member for any office of the Club;
- (g) propose, second or nominate any member for Life membership.

Honorary Members

32. (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 this number shall not exceed six (6); or
 - (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.
- (c) Honorary members who are not Full members of the Club shall 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 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) A register of persons who are Honorary members (except for those persons who are admitted to Honorary membership pursuant to Rule 32(a)(iii) shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) the name in full or the surname and initials; and
 - (ii) the address

Temporary Members

33. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any visitor whose ordinary place of residence in New South Wales is not less than a distance of 25 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 this Constitution; and
 - (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 so attends the premises of the Club until the end of that day;
 - (d) Any interstate or overseas visitor.

34. (a) Temporary members shall not be required to pay an entrance fee or annual subscription.
- (b) Temporary members 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.
- (c) Temporary members shall be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time and subject to Rule 50, introduce guests into the Club.
- (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 Junior member of another registered club and satisfies the requirements of Rule 33(c).
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 33(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 the surname and initials of the Temporary member;
 - (ii) the residential address of the Temporary member;
 - (iv) the date on which Temporary membership is granted;
 - (v) the signature of the Temporary member.

TRANSFER BETWEEN CLASSES OF MEMBERSHIP

- 34A. (a) The Board shall have the power on the application of any Countable member to transfer that member to another category of Countable membership if that member has the qualifications for that other category of membership.
- (b) Any application for transfer of membership pursuant to this Rule 34A together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than one week before the transfer of the applicant to another class of membership of the Club.
- (c) A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- (d) Upon a member being transferred to another class of membership of the Club, the Secretary shall cause a notice of such transfer to be promptly forwarded or posted to such member. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

VOTES OF MEMBERS

35. (a) Rules 21 to 34 (inclusive) govern the rights of various classes of members to attend and vote at meetings of the Club;
- (b) Every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote;
- (c) No member of the Club who is also an employee of the Club shall be eligible to vote at any meetings of the Club.

36. Notwithstanding any rule contained in this Constitution, any member who is not a financial member (as defined in Rule 2(b)) shall not be entitled to:
- (a) the social privileges and advantages of the Club or any Sub club without the permission of the Board;
 - (b) attend or vote at any meeting of the Club or any Sub club;
 - (c) nominate or be elected to the Board or any committee of a Sub club;
 - (d) propose, second or nominate any member for any office of the Club or any Sub club;
 - (e) propose, second or nominate any member for Life membership.

ELECTION OF MEMBERS

37. A person shall not be admitted as a Countable member of the Club 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, and the names of those members present and voting at that meeting are recorded by the Secretary of the Club. The Board or election committee may reject any application for membership without assigning any reason for such rejection.
38. (a) 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:
- (i) the full name of the applicant; and
 - (ii) the residential address of the applicant;
 - (iii) the date of birth of the applicant;
 - (iv) the occupation of the applicant;
 - (v) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
 - (vi) the signature of the applicant and, in the case of a Junior member, the signature of the parent or guardian of the applicant;
 - (vii) such other particulars as may be prescribed by the Board from time to time.
- (b) Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:
- (i) the joining fee (if any) and the appropriate subscription; and
 - (ii) 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.
- (c) 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.

- (d) A person whose application has been signed by an authorised officer of the Club in accordance with paragraph (c) of this Rule and who has paid the Club the entrance fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
39. (a) The full name and address 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.
- (b) 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.
40. (a) 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 the entrance fee (if any) and subscription paid by the person to be returned to that person.
- (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.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

41. Entrance fees, subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription shall be not less than \$2.00 (excluding Goods and Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
42. Any candidate elected during the last three (3) months of 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 provided that it not be less than \$2.00 (excluding Goods and Services Tax) or such other minimum prescribed under the Registered Clubs Act. The Board may also approve the last three (3) months as free and roll it over to the following financial year.
43. (a) All subscriptions prescribed by the Board shall be due and payable by 1st July in each year.
- (b) Any person who has not paid his or her subscription referred to in the notice in paragraph (a) of this Rule within thirty-one (31) days shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club in which case the provisions of Rule 46 shall not apply.
- (c) Any person who has ceased to be a member of the Club pursuant to paragraph (b) of this Rule 43 may re-apply for membership in accordance with this Constitution.

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 Countable members of the Club. This register shall set forth the name in full, occupation and address of each Countable member, the date of birth and the date on which the entry of the member's name in the register is made and if that person is not a life member, the date on which that member last paid the annual fee for membership of the Club.

- (b) A register of persons who are Honorary members in accordance with Rule 32(d) and a register of persons who are Temporary members in accordance with Rule 34(f).
- (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 willfully refuse or neglect to comply with any of the provisions of the Constitution of the Club 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.
 - (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.
 - (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) A decision as to the guilt or otherwise of a member shall require votes from not less than half of the Board of Directors present and voting on the charge or complaint.
 - (v) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a majority of the members of the Board present in person vote in favour of such motion.
 - (vi) A decision to expel a member from the Club shall require votes from not less than two thirds of the Board of Directors present and voting on a resolution to that effect.
 - (vi) 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) In accordance with Section 77 of the Liquor Act the Secretary or subject to paragraph (e) of this Rule 46 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 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;
 - (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 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 46 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 (e) of this Rule 46) 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 46(d), if a person has been refused admission to or turned out of the Club in accordance with Rule 46(c)(i), the person must not reenter or attempt to reenter the Club within twenty-four (24) hours of being refused admission or being turned out.
- (f) Without limiting Rule 46(d), if a person has been refused admission to or turned out of the Club in accordance with Rule 46(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 this Constitution 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 the senior employee then on duty; and
 - (ii) Any employee authorised by the Secretary to exercise such power.

47. (a) Any member suspended pursuant to the provisions of Rule 46 shall not be entitled to:
- (i) the social privileges and advantages of the Club or any Sub club without the permission of the Board; or
 - (ii) attend or vote at any meeting of the Club or any Sub club;
 - (iii) nominate or be elected to the Board or any committee of a Sub club;
 - (iv) propose, second or nominate any member for any office of the Club or any Sub club;
 - (v) propose, second or nominate any member for Life membership.

RESIGNATION AND CESSATION OF MEMBERSHIP

48. A member may at any time by giving notice in writing to the Secretary resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary and the member will not be entitled to any refund of membership fees or any part thereof.

GUESTS

49. (a) All members (except 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. 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) 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 suspended from the Club pursuant to Rule 46 (a) or Rule 46(b) or who has been refused admission to or turned out of the Club pursuant to Rule 46(c).
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (d) 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;
- (e) 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.
- (f) 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.
- (g) 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.
- (h) The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof).

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; and
 - (b) who does not remain on the Club premises any longer than that Temporary member;
 - (c) in relation to whom the member is a responsible adult.
51. For the purposes of Rule 50(c) "responsible adult", in relation to a minor, 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. (a) (i) Subject to Rule 52(a)(ii), the Board shall consist of seven (7) directors comprising a President, Vice President and five (5) ordinary directors.
- (ii) The Board may appoint up to two (2) persons to be members of the Board in addition to the seven (7) directors referred to in Rule 52(a)(i) pursuant to the Registered Clubs Act and Registered Clubs Regulations.
- (iii) The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of any person appointed to the Board pursuant to Rule 52(a)(ii)
- (iv) Any person appointed by the Board to be a director pursuant to Rule 52(a)(ii) shall only be required to satisfy the requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed and does not have to satisfy any requirement in this Constitution including (without limitation) belonging to a particular category of membership.
- (b) The Board shall be elected under the triennial rule.
- (c) The Board shall at its first meeting held after the Annual General Meeting elect a President and a Vice President from their number.
- (d) The members elected to the governing body shall be divided into 3 groups at the first general meeting. The groups shall be determined by drawing lots; shall be as nearly as practicable equal in number and shall be designated as group 1, group 2 and group 3.
- (e) Unless otherwise disqualified, the members of the governing body:
- (i) in group 1 shall hold office for one (1) year, and
 - (ii) in group 2 shall hold office for two (2) years, and
 - (iii) in group 3 shall hold office for three (3) years.

- (f) At each subsequent general meeting the number of members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for three (3) years.
 - (g) A person whose term of office as a member of the governing body under this rule expires is not for that reason ineligible for election for a further term.
 - (h) If the triennial rule is revoked at a general meeting then all members of the governing body cease to hold office.
 - (i) If the triennial rule is revoked at any meeting other than a general meeting all members of the governing body cease to hold office at the next succeeding general meeting.
 - (j) If either (g) or (h) is initiated an election shall be held at the general meeting to elect new members of the governing body.
 - (k) The members of the Board shall hold office until the declaration of the result of the ballot for the election of the Board at the Annual General Meeting following that in which they were elected, when they shall retire but shall be eligible for re-election.
53. Countable members (other than Junior Members) and Life members only shall be entitled to take part in the management of the Club and to stand for or be elected to the Board.
- 54A. 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.
54. Any member who:
- (a) is also an employee of the Club;
 - (b) is a Junior Member;
 - (c) is currently under suspension by the Board in accordance with this Constitution
 - (d) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge within the period of two (2) years immediately prior to the date determined for the next Annual General Meeting;
 - (e) has at any time been convicted of an indictable offence;
 - (f) is a former employee of the Club whose services were terminated by the Club for misconduct;
 - (g) was an employee of the Club within the period of two (2) years prior to nomination;
 - (h) is not a financial member;
- shall not be eligible to nominate, stand for or be elected to the Board.

55. (a) Nominations for the Board of Directors shall be made in writing, signed by two (2) Countable members or Life Members of the Club and signed by the nominee who shall also signify his or her consent to the nomination and shall be lodged with the Secretary.
- (b) Nominations shall close at 4.00pm on the fourteenth day immediately preceding the day of the annual general meeting at which the directors are to be elected.
- (c) The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and his/her proposers on the Notice Board.
56. (a) If by the close of nominations, the full number of candidates are not nominated then those candidates who are nominated shall subject to Rule 52 be deemed to be duly elected and additional nominations may with the consent of the nominee or nominees be made at the annual general meeting for the remaining positions.
- (b) If there be more than the required number of candidates nominated an election by secret ballot shall subject to Rule 52 take place in the manner prescribed in Rule 57.
- (c) If there be only the requisite number of candidates nominated the Returning Officer shall subject to Rule 52 declare those nominated duly elected.
- (d) If, after the close of nominations one or more candidates become ineligible or unavailable for election and such unavailability or ineligibility thereby eliminates the need for an election then, the Returning Officer shall subject to Rule 52 declare the remaining candidate or candidates for that position duly elected.
- (e) If, after the close of nominations one or more candidates become ineligible or unavailable for election and such unavailability or ineligibility results in the full number of candidates not being nominated, then those candidates who are nominated shall subject to Rule 52 be deemed to be duly elected and additional nominations may with the consent of the nominee or nominees be made at the general meeting for the positions not so filled.
- (f) If at the meeting insufficient nominations are received for any vacant position that position shall be a casual vacancy and may be filled by the Board pursuant to Rule 80.
57. An election by secret ballot of the members for the Board of Directors shall be conducted at the Annual General Meeting in the following manner:
 - (a) The ballot shall be conducted by the Returning Officer who shall be appointed by the Board. The Returning Officer shall not be a candidate, the proposer or seconder of a candidate or an employee of the Club.
 - (b) The Returning Officer shall appoint two scrutineers to assist in the conduct of the ballot. The scrutineers shall not be candidates, proposers or seconds of candidates or employees of the Club.
 - (c) At the Annual General Meeting every member entitled to vote will be provided with a ballot paper for each position for which a ballot is to be held.
 - (d) The ballot paper for each position shall contain the names of all duly nominated candidates in an order determined by the Returning Officer drawing lots in the various sections in the presence of those two scrutineers.

- (e) The voter shall mark his or her ballot paper by placing a cross in the space provided next to the name of the candidate or candidates for whom he or she votes and will return the ballot paper to the Returning Officer.
 - (f) At the close of the ballot the Returning Officer assisted by the scrutineers shall examine and count the ballot papers.
 - (g) The results of the ballot shall be declared by the Returning Officer at the Annual General meeting
 - (h) In any case of doubt as to the formality of the voting paper the matter shall be referred to the Returning Officer whose decision shall be final.
 - (i) In the event of an equality of votes in favour of two or more candidates the position to be filled shall be decided by the Returning Officer in the presence of the scrutineers drawing lots between the candidates in respect of which there is an equality of votes and the candidate who is first drawn in the lot shall be the candidate elected to the position.
 - (j) The Board shall have power to make by-laws not inconsistent with this Rule 57 in relation to the conduct of the ballot.
58. Subject to the provisions of the Constitution no director shall receive any remuneration for his or her services other than an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976.

POWERS OF THE BOARD

59. The Board shall be responsible for the management of the business and affairs of the Club.
60. 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 this Constitution 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 President 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 Chairperson 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 the Constitution of the Club 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 conduct of members.
 - (v) The privileges to be enjoyed by each category of members.
 - (vi) The relationship between members and Club employees.
 - (vii) And generally, all such matters as are commonly the subject matter of the Constitution 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 fulfillment 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 have access to the Club's internet banking and 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. Subject to paragraph (k) of this Rule 60, sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise).
- k. Sell, lease, exchange or otherwise dispose of any land belonging to the Club provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act.
- l.
 - (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 duties.
 - (ii) 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.
 - (i) To create Sub clubs 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 Sub clubs to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such Sub clubs 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 Sub clubs or committees and the conduct and activities thereof and also to terminate and dissolve any such Sub club 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 financial institution 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 therefore and with a recommendation as to further action (if any) to be taken by the Board.
- (o) To set the entrance fees and annual or other subscriptions and fees payable by all members.

BY-LAWS

61. Any by-law made under Rule 60(b) shall come into force and be fully operative upon the posting of an appropriate notice containing such by-law on the notice board.

PROCEEDINGS OF THE BOARD

62. (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.
63. The President shall preside as chairperson at every meeting of the Board. If the President is not present or is unwilling or unable to act, then the Vice President shall take the chair. If the President and the Vice President are not present or are unable or unwilling to act then the directors present shall elect one of their number to take the chair. The quorum for meetings of the Board shall be four (4) members present.
- 63A. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.
64. The President may at any time and the Secretary upon the request of not less than two (2) members of the Board shall convene a meeting of the Board.
65. 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. The chairperson of any Board meeting shall have a deliberative vote only on all questions. If before the chairperson casts his or her vote there is an equality of votes, the chairperson may cast his or her vote in favour or against the question, motion or resolution.
66. 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.

67. 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.
68. 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.

DISCLOSURE OF INTERESTS BY DIRECTORS

69. 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 75.
70. 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.
71. 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.
72. 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.
73. Rules 69 to 72 inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

REGISTER OF INTERESTS

74. The Secretary shall, in accordance with Clause 16 of the Regulations to the Registered Clubs Act, keep a register of disclosures, declarations and returns made to the Club pursuant to Rules 69 to 72 inclusive and pursuant to Division 2 Part 4A of the Registered Clubs Act.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

75. 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

76. (a) In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or with a company or other body in which a director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (b) A "pecuniary interest" in a company for the purposes of paragraph (a) of this Rule 75 does not include any interest exempted by Regulation made under the Registered Clubs Act.

CONTRACTS WITH SECRETARY

77. 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);

provided however that this Rule 77 does not prevent the Club entering into a contract of employment with the Secretary or any contract permitted by the Registered Clubs Act.

VACANCIES ON BOARD

78. (a) The members in general meeting may by ordinary resolution:
- (i) 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;
 - (ii) appoint another person or person in his or her or their stead providing the person so appointed is eligible to be elected as a director in accordance with this Constitution and that the provisions of Rule 52 are satisfied.
- (b) Any person appointed pursuant to subparagraph (a)(ii) of this Rule 78 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.
- (c) Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.
79. The office of a member of the Board shall automatically be vacated:
- (a) If he or she is disqualified for any reason referred to 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 is found guilty of any charge against him or her brought under the provisions of Rule 46 of this Constitution.
- (j) If he or she fails to complete the mandatory training requirements for directors referred to in Rule 54A within the prescribed period (unless exempted).

80. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy provided that the provisions of Rule 52 are satisfied.

GENERAL MEETINGS

81. 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.
82. (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 82 the term "the request" shall mean the request referred to in this 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 82 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 82. 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.

NOTICE OF GENERAL MEETINGS

- 83. (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;
 - (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.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

- 84. 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 100;
 - (c) To declare the result of the election of the Board and to conduct any further election as may be necessary or required under this Constitution;
 - (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.

85. (a) The Chairperson 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 Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

MEMBERS' RESOLUTIONS

86. (a) The following members may give the Club notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at a general meeting.
- (b) The notice must:
- (i) be in writing; and
 - (ii) set out the wording of the proposed resolution;
 - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice.
87. (a) If the Club has been given notice of a resolution under Rule 86, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given.
- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
- (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (e) The Club need not give notice of the resolution:
- (i) if it is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

88. (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
- (i) a resolution that is proposed to be moved at a general meeting; or
 - (ii) any other matter that may be properly considered at a general meeting.
- (b) The request must be made by:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at the meeting.
- (c) The request must be:
- (i) in writing; and
 - (ii) signed by the members making the request;
 - (iii) given to the Club.
- (d) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Club.
- (f) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.
- (g) The Club is responsible for the cost of making the distribution if the Club receives the statement in time to send it out to members with the notice of meeting.
- (h) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (i) The Club need not comply with the request:
- (i) if the statement is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.
89. A general meeting of the members of the Club must be held for a proper purpose.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

90. (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

91. The President shall be entitled to take the chair at every general meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Vice President shall take the chair. If the President and the Vice President are not present or are unable or unwilling to act then the directors present shall elect one of their number to take the chair. If a director is not present or a director is not willing or able to act then the members present shall elect a member to take the chair.
92. (a) No business shall be transacted at any general meeting of members unless a quorum of members is present.
- (b) At any general meeting of the Club (including an Annual General Meeting) ten (10) members present in person and eligible to vote shall be a quorum.
- (c) If a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (i) be dissolved if it was convened at the request of members; or
 - (ii) stand adjourned to the same day in the next week at the same time and place.
- (d) If any meeting adjourned pursuant to Rule 92(c)(ii) a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.
93. (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). The chairperson of any general meeting shall have a deliberative vote only on all resolutions. If before the chairperson casts his or her vote there is an equality of votes, the chairperson may cast his or her vote in favour or against the question, motion or 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 chairperson 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 Chairperson or on a question of adjournment shall be taken forthwith.

94. (a) A demand for a poll may be withdrawn.
- (b) At any General Meeting (unless a poll is demanded) a declaration by the Chairperson 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.
- (c) No member shall address the meeting unless called upon by the Chairperson and all speakers shall rise and address the Chair.
- (d) No member shall be allowed to interrupt another member while he or she is speaking, but it is competent for the Chairperson to interrupt or prevent a member from continuing who is not speaking on the subject matter before the meeting.
- (e) It shall, however, be competent for a member to rise to a "Point of Order" and address his or her remarks to the Chairperson, who shall decide upon the merits of the objection. A member speaking when the point of order is raised shall resume his seat until the Chairperson gives his decision.
- (f) No member shall remain standing when the Chairperson addresses the meeting or gives a ruling.
- (g) A motion and an amendment having been duly proposed and seconded, no further amendments shall be received by the Chairperson, until one of the former has been disposed of but members may indicate further amendments before the existing amendment is disposed of.
- (h) No member shall be permitted to speak more than once to any question before the Chair, except by consent of the Chairperson, by way of personal explanation or by consent of the Meeting.
- (i) Unless otherwise decided by the meeting, no member may speak on a subject longer than five minutes.
- (j) When two (2) speakers have spoken in favour of a motion, the Chairperson may call upon two other speakers, who are against the motion, and when six speakers have spoken for, and six speakers against, in alternate pairs the Chairperson may put the motion unless the meeting decide to allow other speakers to continue to debate.
- (k) The mover of a motion shall have the right to reply.
- (l) No discussion shall be allowed, except upon a motion or an amendment duly proposed and seconded.
- (m) Any member may move a motion of dissent from the ruling of the Chairperson. On being seconded, the Chairperson shall forthwith leave the Chair, and the debate on original motion or question before the Chair shall be suspended. The Senior Vice President, or in the absence of the Vice Presidents, a Chairperson shall be appointed by the meeting, and the question "That the Chairperson's ruling be disagreed with" shall be discussed and decided, after which the former Chairperson shall resume the Chair, and the debate on the original motion or question shall proceed as if the same had not been suspended.

- (n) It shall be competent for any member, except the member who has just concluded speaking to move "That the question be now put", and in the event of such motion being carried the question shall be put without further debate, provided that no such motion shall be in order within 15 minutes of the opening of the discussion, and also the mover of the original motion shall have the right to reply, and further, that any member having risen to propose an amendment, or who has indicated his intention of moving an amendment shall have the right to do so, and the motion "that the question be now put" is moved be allowed a further period of one minute to conclude his speech, before the Chairperson puts the motion, "The question be now put".

95. 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.

96. The Chairperson 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 except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

97. 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 Chairperson of the meeting to which it relates or by the Chairperson 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

98. 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.

99. 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.

100. 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.

101. 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 June immediately prior to the Annual General Meeting:

- (a) the financial report of the Club; and
- (b) the directors' report;
- (c) the auditor's report on the financial report.

FINANCIAL YEAR

102. The financial year of the Club shall commence on the first day of July in each year and end on the last day of June in the following year or such other period as having regard to the Act, the Board may determine.

AUDITORS

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

SECRETARY

104. 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

105. (a) The Club shall have a Seal.
- (b) The Board must provide for the safe custody of the Seal.
- (c) 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.
- (d) 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.

NOTICES

106. A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending it by post to the address of the member recorded for that member in the register of members kept pursuant to this Constitution;
 - (c) by sending it to the electronic address (if any) nominated by the member.

Where a notice is sent by post to a member in accordance with Rule 105(b) the notice shall be deemed to have been received by the member:

- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
- (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

- 106A. Where a notice is sent by electronic means to a member in accordance with Rule 105(c), the notice shall be deemed to have been received by the member on the day following that on which it was sent.

INDEMNITY TO OFFICERS

107. 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.
108. 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.

NON-POLITICAL AND NON-SECTARIAN

109. (a) The Club shall be strictly nonpolitical and nonsectarian and shall not directly allow any subject bearing on politics or religion to be introduced at any meeting in the Club rooms. Any member of the Club who publicly participates in any political gathering or meeting shall not act as if he represented the views of the members of the Club.
- (b) The Club reserves the right of conducting memorial services, either within or without the Club which relates to the Commemoration of our Fallen Comrades.

GENERAL

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