



**CONSTITUTION
OF
ARMIDALE CITY BOWLING
CLUB LIMITED
ACN 001 036 504**

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Constitution

1. NAME OF COMPANY

- 1.1 The name of the Company is Armidale City Bowling Club Limited.

2. PRELIMINARY

- 2.1 The Company is a company limited by guarantee and shall be a non-proprietary company.
- 2.2 The Company is established for the purposes set out in this Constitution.
- 2.3 Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.
- 2.4 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.
- 2.5 Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.
- 2.6 The Constitution and By-laws of the Club have effect as a contract between:
- (a) the Club and each member; and
 - (b) the Club and each director;
 - (c) each member and each other member,

under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.

3. DEFINITIONS

- 3.1 In this Constitution unless there be something in the subject or context inconsistent therewith:
- (a) **“The Act”** means the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.
 - (b) **“The Board”** means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.
 - (c) **“By-Laws”** shall mean the By-laws made in accordance with this Constitution.
 - (d) **“The Club”** means Armidale City Bowling Club Limited ACN 001 036 504.
 - (e) **“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.

- (f) **“Constitution”** means this Constitution.
- (g) **“Financial member”**. A member shall not be a financial member of the Club if:
 - (i) the member's subscription or any part thereof has not been paid in accordance with Rule 16.4; or
 - (ii) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of fourteen (14) days from service on that member of a notice from the Club requiring payment thereof; or
 - (iii) if the Board does not charge a member a subscription, but the member has not renewed their membership by the date set by the Board for the renewal of that membership; and

in either case that member shall be and remain non-financial for the purposes of Rule 17 until the full amount owing is paid to the Club or until the membership is renewed, whichever is applicable.
- (h) **“Full member”** means any person who is in one of the categories of membership referred to in Rule 10.3.
- (i) **“Gaming Machines Act”** means 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.
- (j) **“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.
- (k) **“Month”** except where otherwise provided in this Constitution means calendar month.
- (l) **“The Office”** means the registered office for the time being of the Club.
- (m) **“Registered Clubs Act”** means 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 including without limitation the Liquor Act 2007 however that provision may be amended in that legislation.
- (n) **“Rules”** means the rules comprising this Constitution.
- (o) **“Secretary”** includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.
- (p) **“Special Resolution”** has the meaning assigned thereto by the Act.

- (q) “**Sub club**” means any social, recreational or sporting club that exists as a sub club as at the date of the Special Resolution adopting this Constitution or that is established pursuant to a resolution of the Board under Rule 29.10.
- 3.2 Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.
- 3.3 Headings in this Constitution are used for convenience only.
- 3.4 A reference to a person being present or participating in a meeting “in person” includes attendance by virtual or electronic means.

4. **OBJECTS**

- 4.1 The objects of the Club are:
 - (a) To acquire and take over the assets and assume the liabilities of the unincorporated Club known as “The Armidale City Bowling Club Limited”.
 - (b) To purchase, lease or otherwise acquire and hold any freehold or leasehold property or easements rights or privileges which the Club may think requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Club.
 - (c) To promote and conduct the game of bowls principally and such other sports, games, amusements, entertainments, pastimes and recreations indoors and outdoors as the Club may deem expedient.
 - (d) To construct, establish, provide, maintain and conduct playing areas and grounds as the Club may determine and to construct, provide, establish, furnish and maintain club houses, pavilions and other buildings containing such amenities, conveniences and accommodation either residential or otherwise as the Club may from time to time determine.
 - (e) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
 - (f) To raise money by entrance fees, subscriptions and other payments payable by members and to grant any rights and privileges to subscribers.
 - (g) To promote and hold either alone or jointly with any other association club or persons competitions matches and sports and to offer give or contribute towards prizes medals and awards and to give or guarantee any prize money and expenses whether for members or other persons and to promote give or support dinners, balls, concerts and other entertainments. Provided that no member of the Club or other person shall receive any prize medal award or distinctions except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said game, match, sporting event or competition may be awarded to him.
 - (h) To subscribe to become a member of and co-operate with any other club,

association or organisation whether incorporated or not whose objects are altogether or in part similar to those of this Club. Provided that the club shall not subscribe to or support with its funds any club association or organisations which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of this Constitution.

- (i) To acquire membership of the Registered Clubs Association of New South Wales and to arrange for the representation of the Club at any corporation body or bodies formed for the purposes of promoting the interests of the Club and its social, sporting and other activities.
- (j) To hold a club licence under the Liquor Act and to purchase and/or apply for a licence or permit or other authority under such Act or Acts as shall for the time being be in force in the State of New South Wales for the purpose of selling and/or distributing intoxicating liquor, tobacco, cigarettes and other supplies and to hold poker machine entitlements under the Gaming Machines Act.
- (k) To buy, prepare, make, supply, sell and deal in all kinds of sporting equipment used in connection with Club's sporting activities or entertainments and all kinds of provisions and refreshments required or used by the members of the club or other persons frequenting the playing areas, grounds, club houses or premises of the Club.
- (l) To purchase, take or lease or in exchange or otherwise acquire any lands, buildings, easements, rights of common property real or personal which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Club and to sell, convey, transfer, assign, mortgage, give in exchange or dispose of the same subject to any limitation contained in the Registered Clubs Act and Liquor Act.
- (m) To make, draw, accept, endorse, discount and execute and to issue promissory notes, bills of exchange, debentures or other transferable or negotiable instruments of any description.
- (n) To borrow or raise and secure the payment of money in such manner as the Club shall think fit in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase redeem or pay off any such securities.
- (o) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property both present and future.
- (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 persons or persons mortgages charges or other securities over the whole or any part of the real personal property present or future of the Club.
- (q) 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 and to sell, dispose or realise or otherwise deal with any such securities.

- (r) To hire, employ or dismiss the Secretary, servants and employees (salaried or otherwise) and to pay to them and other persons in return for services rendered to the Club salaries, wages, gratuities or persons.
- (s) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of rights of the Club subject to any limitation contained in the Registered Clubs Act and Liquor Act.
- (t) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.
- (u) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club or for any purpose which may seem directly or indirectly calculated to benefit the Club.
- (v) To sell or dispose of the undertaking other than non-current assets of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares, debentures, securities of any other company having objects altogether or in part similar to those of the Club subject to the Liquor Act and Registered Clubs Act.
- (v1) To sell or dispose of the non current assets of the Club or any part thereof for such consideration as the Club may think fit, upon recommendation by the Board of Directors and with the approval of members at a general meeting if required by the Liquor Act and Registered Clubs Act.
- (w) To insure against damage by fire or otherwise any insurable property of the Club and to insure any servant of the Club against risk accident or fatality in the course of their employment by the Club and to effect insurance for the purpose of indemnifying the Club in respect of claim by reason of any such risk accident or fatality and to establish and support or aid in the establishment and support of associations, institutions funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurances funds pensions or allowances.
- (x) From time to time to make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (y) To do all or any of the abovementioned things either singly or in conjunction with any other corporation, company, firm, association, club or person and either as principals, agents, contractors, trustees or otherwise.
- (z) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

5. LIMITED LIABILITY

5.1 The liability of the members is limited.

6. MEMBERS GUARANTEE

- 6.1 Each member undertakes to contribute an amount not exceeding three dollars (\$3.00) if the Club is wound up:
- (a) while he or she is a member of the Club; or
 - (b) within one year of the date that he or she ceases to be a member.
- 6.2 The contribution referred to in Rule 6.1 shall be for the:
- (a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
 - (b) costs, charges and expenses of winding up.

7. APPLICATION OF PROPERTY ON DISSOLUTION

- 7.1 If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:
- (a) not be transferred, paid to or distributed among the members;
 - (b) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which 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.
- 7.2 The institution or institutions referred to in Rule 7.1(b) shall be determined by:
- (a) the members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution; or in default thereof
 - (b) the Supreme Court of New South Wales.

8. PROPERTY AND INCOME OF THE CLUB

- 8.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
- 8.2 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 or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
- 8.3 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, a club licence under the Liquor Act or

from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.

- 8.4 A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
- 8.5 Subject to Rule 8.6 nothing in this Constitution shall prevent the payment:
- (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
 - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
 - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
- 8.6 A director shall not receive from the Club remuneration or other benefit in money or monies worth in relation to his or her duties as a director except by way of:
- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act;
 - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.

9. LIQUOR & GAMING

- 9.1 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member.
- 9.2 Rule 9.1 does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- 9.3 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- 9.4 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- 9.5 The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

- 9.6 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.
- 9.7 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.

10. MEMBERSHIP

- 10.1 Deleted.
- 10.2 No person under the age of eighteen (18) years shall be admitted as a member of the Club other than as a Junior Playing member in accordance with this Constitution.
- 10.3 The Full membership of the Club shall be divided into the following categories:
- (a) Playing members; and
 - (b) Non Playing members;
 - (c) Social members;
 - (d) Junior Playing members;
 - (e) Life members.
- 10.3A For the Club's administration purposes, the categories of membership referred to in Rule 10.3 may be referred to as the following classes:

Membership Category	Class Number
Life members	Class 1
Playing members	Class 2
Non Playing members	Class 3
Social members	Class 4
Junior Playing members	Class 5

- 10.4 Members who at the date of the Special Resolution adopting this Constitution who are entered in the Register of Members in the class appearing in the left hand column hereunder headed "Old Class" shall be transferred on and from that date to the corresponding class of member appearing hereunder in the right hand column headed "New Class":

Old Class	New Class
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Playing member	Playing member
Non Playing Lady member who is a member of the Armidale Women's Bowling Club	Playing member
Restricted member	Social member
Non Playing Lady member who is not a member of the Armidale Women's Bowling Club	Social member
Tertiary Student member	Social member
Junior member	Junior Playing member
Life member	Life member

10.5 Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:

- (a) Provisional members; and
- (b) Honorary members;
- (c) Temporary members.

10.6 The number of Full members having the right to vote in the election of the Board shall be not less such minimum prescribed by the Registered Clubs Act.

PLAYING MEMBERS

10.7 Playing members shall be persons who have attained the age of eighteen (18) years and who

- (a) were members of the Club in the category "Playing membership" as at the date of the Special Resolution adopting this Constitution; or
- (b) were members of the Club in the category of "Lady Non Playing membership" as at the date of the Special Resolution adopting this Constitution and who were also members of the Armidale Women's Bowling Club; or
- (c) are elected or transferred to Playing membership in accordance with this Constitution.

10.8 Playing members shall pay such joining fee (if any) and annual subscription as the Board may determine from time to time.

10.9 Playing members are entitled to:

- (a) play bowls on the Club's greens subject to the determinations of the Board regarding the greens;

- (b) such other playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
- (c) attend and vote at Annual General Meetings and general meetings of the Club;
- (d) subject to Rule 27.3, nominate for and be elected to hold office on the Board;
- (e) vote in the election of the Board;
- (f) vote on any special resolution to amend this Constitution;
- (g) propose, second, or nominate any eligible member for any office of the Club;
- (h) propose, second or nominate any eligible member for Life membership;
- (i) introduce guests to the Club;
- (j) propose or second any applicant for membership of the Club.

NON-PLAYING MEMBERS

10.10 Non-Playing members shall be persons who have attained the age of eighteen (18) years and are elected or transferred to Non-Playing membership of the Club provided that no person shall be admitted to Non-Playing membership of the Club after the Annual General Meeting of the Club held in 2013.

10.11 Non-Playing members shall pay such joining fee (if any) and annual subscription as the Board may determine from time to time.

10.12 Non-Playing members are entitled to:

- (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
- (b) attend and vote at Annual General Meetings and general meetings of the Club;
- (c) subject to Rule 27.3, nominate for and be elected to hold office on the Board;
- (d) vote in the election of the Board;
- (e) vote on any special resolution to amend this Constitution;
- (f) propose, second, or nominate any eligible member for any office of the Club;
- (g) propose, second or nominate any eligible member for Life membership;
- (h) introduce guests to the Club;
- (i) propose or second any applicant for membership of the Club.

SOCIAL MEMBERS

10.13 Social members shall be persons who have attained the age of eighteen (18) years and who:

- (a) were as at the date of the Special Resolution adopting this Constitution members in the following categories:
 - (i) Restricted members;
 - (ii) Lady Non Playing members who were not members of the Armidale Women's Bowling Club as at that date;
 - (iii) Tertiary Student members; or
 - (b) are elected or transferred to Social membership in accordance with this Constitution.
- 10.14 Social members shall pay such joining fee (if any) and annual subscription as the Board may determine from time to time.
- 10.15 Social members who are Social members pursuant to Rules 10.13(a)(i) and 10.13(a)(ii) of this Constitution are entitled to:
- (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
 - (b) attend and vote at Annual General Meetings and general meetings of the Club;
 - (c) vote in the election of the Board;
 - (d) vote on any special resolution to amend this Constitution;
 - (e) introduce guests to the Club;
 - (f) propose or second any applicant for membership of the Club;
 - (g) subject to Rule 27.3 nominate for and be elected to hold office on the Board;
 - (h) propose second or nominate any eligible member for any office of the Club.
- 10.16 Social members who are Social members pursuant to Rules 10.13(a)(i) and 10.13(a)(ii) of this Constitution are not entitled to propose, second or nominate any eligible member for Life membership.
- 10.17 Social members who are Social members pursuant to Rule 10.13(a)(iii) or Rule 10.13(b) are entitled to:
- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
 - (b) introduce guests to the Club;
 - (c) vote in the election of the Board;
 - (d) attend and vote at Annual General Meetings and general meetings of the Club;
 - (e) subject to Rule 27.3 nominate for and be elected to hold office on the Board;

- (f) propose, second, or nominate any eligible member for any office of the Club.
- 10.18 Social members who are Social members pursuant to Rule 10.13(a)(iii) or Rule 10.13(b) are not entitled to:
 - (a) vote on any special resolution to amend this Constitution;
 - (b) propose, second or nominate any eligible member for Life membership.

JUNIOR PLAYING MEMBERS

- 10.19 Junior Playing members shall be persons who have not attained the age of eighteen (18) years and are elected to Junior Playing membership of the Club.
- 10.20 Junior Playing members shall pay such joining fee (if any) and annual subscription as the Board may determine from time to time.
- 10.21 A person shall not be admitted as a Junior Playing member of the Club unless the Board:
 - (a) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or a sub club of the Club; and
 - (b) has received from that person's parent or guardian written consent to that person becoming a Junior Playing member of the Club and taking part in the sporting activities organised by the Club or a sub club of the Club;
 - (c) is satisfied that that person will take part in regular sporting activities organised by the Club or a sub club of the Club.
- 10.22 Subject to the provisions of the Registered Clubs Act, a Junior Playing member shall be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time but shall not be entitled to:
 - (a) attend and vote at any meeting of the Club; or
 - (b) vote in the election of the Board;
 - (c) nominate for or be elected to hold office on the Board;
 - (d) vote on any special resolution to amend this Constitution;
 - (e) propose, second or nominate any eligible member for any office of the Club;
 - (f) propose, second or nominate any eligible member for Life membership;
 - (g) introduce guests to the Club.

- 10.23 Upon attaining the age of eighteen (18) years a Junior Playing member shall be transferred to another category of membership of the Club for which the Junior Playing member has the necessary qualifications.

LIFE MEMBERS

- 10.24 A Life member shall be any member who in consideration of long or meritorious service to

the Club or for any other commendable reason has been granted Life membership of the Club in accordance with this Constitution.

- 10.25 Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- 10.26 Candidates for Life membership shall be proposed by one and seconded by another Playing member or Life member.
- 10.27 If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- 10.28 If a nomination for Life membership is approved by a resolution passed by not less than a three-quarters majority of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club.
- 10.29 Every Life member shall be entitled to all the rights and privileges of a Playing member.
- 10.30 A Life member is relieved from the payment of any annual subscription.

11. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

- 11.1 The Board shall have the power on the application of any member to transfer that member to another category of membership if that member has the qualifications for that other category of membership.
- 11.2 The Board shall have the power to transfer a Junior Playing member who has attained the age of eighteen (18) years to another category of membership of the Club for which the Junior Playing member has the necessary qualifications.
- 11.3 Any application for transfer of membership pursuant to Rule 11.1 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club.
- 11.4 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- 11.5 The Club shall not be required to notify a person if they have been transferred to another class of membership of the Club pursuant to Rule 11.1. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.
- 11.6 Upon a Junior Playing member being transferred to another category of membership pursuant to Rules 11.2, the Secretary shall cause a notice of such transfer to be promptly forwarded or posted to such member.

12. PROVISIONAL MEMBERS

- 12.1 A person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club and who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club provided that if the applicant has made an electronic/online application for membership, the applicant cannot be admitted to Provisional membership unless and until the person provides to the Club the forms of identification as required by Rule 14.9 to verify their identity.
- 12.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the joining fee (if any) and subscription submitted with the nomination shall be forthwith returned to that person.
- 12.3 Provisional members shall be entitled to:
- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
 - (b) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.
- 12.4 Provisional members shall not be entitled to:
- (a) attend and vote at Annual General Meetings and general meetings of the Club; or
 - (b) nominate for and be elected to hold office on the Board;
 - (c) vote in the election of the Board;
 - (d) vote on any special resolution to amend this Constitution;
 - (e) propose, second, or nominate any eligible member for any office of the Club;
 - (f) propose, second or nominate any eligible member for Life membership;
 - (g) propose or second any applicant for membership of the Club.

13. HONORARY MEMBERS

- 13.1 The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (a) the patron or patrons for the time being of the Club; or
 - (b) any prominent citizen or local dignitary visiting the Club.
- 13.2 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.

- 13.3 Honorary members who are not Full members of the Club are entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time and to introduce guests to the Club.
- 13.4 Honorary members who are not Full members of the Club are not 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.
- 13.5 When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
 - (a) the name in full or the surname and initials of the Honorary Member; and
 - (b) the residential address of the Honorary Member;
 - (c) the date on which Honorary membership is conferred;
 - (d) the date on which Honorary membership is to cease.

14. TEMPORARY MEMBERS

- 14.1 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
 - (a) Any person whose permanent place of residence in New South Wales is not less than twenty (20) kilometres from the Club's premises.
 - (b) A full member (as defined in the Registered Clubs Act) of any registered club 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.
- 14.2 Temporary members shall not be required to pay a joining fee or annual subscription.
- 14.3 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.
- 14.4 Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- 14.5 Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 25.11.
- 14.6 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.

- 14.7 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 14.1(c).
- 14.8 When a Temporary member (other than a Temporary member admitted pursuant to Rule 14.1(c)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
- (a) the name in full or the surname and initials of the Temporary member; and
 - (b) the residential address of the Temporary member;
 - (c) the date on which Temporary membership is granted;
 - (d) the signature of the Temporary member.
- 14.9 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 18 on the first day that they enter the Club's premises during that period.

15. ELECTION OF MEMBERS

- 15.1 A person shall not be admitted as an Playing member, Non-Playing member, Social member or Junior Playing member of the Club unless that person is elected to membership by the Board of the Club, or by a duly appointed election committee of the Club.
- 15.2 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
- 15.3 The Board shall hold a ballot for the election of members.
- 15.4 The Board may reject any application for membership without giving any reason for such rejection.
- 15.5 Every application for membership of the Club shall be in writing either in hard copy or created electronically and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
- (a) the full name of the applicant;
 - (b) the residential address of the applicant;
 - (c) the date of birth and the age of the applicant;
 - (d) the email address of the applicant and the telephone number of the applicant;
 - (e) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;

- (f) the signature of the applicant and in the case of a Junior Playing member, the signature of the parent or guardian of the applicant;
 - (g) such other particulars as may be prescribed by the Board from time to time.
- 15.6 Every form of application for membership made in a hard copy application 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.
- 15.7 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.
- 15.8 A person whose application has been completed and lodged in accordance with Rule 15.7 and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may thereby become a Provisional member.
- 15.9 A person who has lodged an electronic application for membership and who wishes to be a Provisional member must present in person to an authorized officer of the Club:
 - (a) the entrance fee and the appropriate annual subscription if any; and
 - (b) identification such as (without limitation a current driver's licence or a current passport) held by the applicant.
- 15.10 The authorised officer of the Club shall compare the particulars of the applicant as appearing in the online application with the particulars and identity of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the online application and in the form of identification correspond, the authorised officer shall note the forms of identification and cause the application to be sent to the Secretary.
- 15.11 A person whose online application has been referred to the Secretary in accordance with Rule 15.10 and who has paid the Club the entrance fee (if any) and the first annual subscription (if any) for the class of membership applied for shall become a Provisional member.
- 15.12 The full name of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
- 15.13 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.
- 15.14 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 joining fee and first annual subscription to be forwarded or posted to such person.

15.15 The Board shall have power to make By-laws regulating all matters in connection with the election of members not otherwise provided for by this Constitution.

15.16 If an applicant has made application for membership electronically, and has not become a Provisional member, the election by the Board for that person to be a member shall not have any effect unless and until the person provides to the Club the forms of identification as required by Rule 15.10 to verify their identity.

16. JOINING FEES, SUBSCRIPTIONS AND LEVIES

16.1 Joining fees, subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time determine.

16.2 The annual subscriptions shall be paid annually in advance or if the Board so determines by monthly quarterly or half yearly instalments or for more than one year in advance.

16.3 Any candidate 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 provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.

16.4 All subscriptions shall be due and payable on a date or dates determined by the Board from time to time.

16.5 Any person who has not paid his or her subscription within thirty (30) days of the due date shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club and the provisions of Rule 20.1 and Rule 20.2 shall not apply to such resolution.

17. NON-FINANCIAL MEMBERS

17.1 Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 3.2) shall not be entitled to:

- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
- (b) participate in any of the recreational, social or sporting activities of the Club or any sub club without the permission of the Board;
- (c) attend or vote at any meeting of the Club or any sub club;
- (d) nominate or be elected or appointed to the Board or any committee of any sub club;
- (e) vote in the election of the Board or of any committee of any sub club;
- (f) propose, second or nominate any eligible member for any office of the Club or any sub club;
- (g) propose, second or nominate any eligible member for Life membership of the Club or any sub club;

- (h) propose or second any applicant for membership of the Club or any sub club.

18. REGISTERS OF MEMBERS AND GUESTS

18.1 The Club shall keep the following registers:

- (a) A register of persons who are Full members. This register shall set forth in respect of each of those members:
 - (i) the name in full;
 - (ii) the address;
 - (iii) the date on which the entry of the member's name in the register is made;
 - (iv) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
- (b) A register of persons who are Honorary members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act.
- (c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 14.1(c)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.
- (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act.

19. ADDRESSES OF MEMBERS

- 19.1 Members must advise the Secretary of the Club of any change in their contact details, including address, email address and phone number within seven (7) days of changing their address as recorded in the register referred to in Rule 18.1(a).

20. DISCIPLINARY PROCEEDINGS

- 20.1 Subject to Rule 20.2, the Board shall have power to reprimand, suspend, expel or accept the resignation of any member, if that member:
- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
 - (b) is, in the reasonable opinion of the Board;
 - (i) guilty of any conduct prejudicial to the interests of the Club; or
 - (ii) guilty of conduct which is unbecoming of a member;
 - (iii) guilty of conduct which shall render the member unfit for membership of the Club.

20.2 The following procedures shall apply to disciplinary proceedings of the Club:

- (a) The Secretary, or the Secretary's delegate in the absence of the Secretary, may commence disciplinary proceedings against a member for any or all of the grounds set out in Rule 20.1.
- (b) If disciplinary proceedings are commenced against a member pursuant to Rule 20.2(a):
 - (i) the member shall be automatically suspended until the charge is determined.
 - (ii) the Secretary or his delegate shall refer the matter to the Management Disciplinary Committee; and
 - (iii) the Club must inform the member in writing of the commencement of disciplinary proceedings and the suspension imposed by Rule 20.2(b)(ii).
- (c) The Management Disciplinary Committee shall meet at least once in each month.
- (d) At each of its monthly meetings, the Management Disciplinary Committee will consider the disciplinary proceedings which:
 - (i) have been referred to it pursuant to Rule 20.2(b) and
 - (ii) were commenced at least seven (7) days prior to the date of the meeting.
- (e) The Management Disciplinary Committee must determine, on the evidence then placed before it, whether it is then of the initial view that the member is guilty of the charge, and this decision shall be referred to in this Rule 20.2 as the "initial determination".
- (f) If the initial determination is that the charge is not proved, the disciplinary proceedings will come to an end and the Club must inform the member in writing that:
 - (i) the initial determination is that the charge has not been proved;
 - (ii) the disciplinary proceedings have come to an end;
 - (iii) the suspension which was imposed by Rule 20.2(b)(ii) has ended.
- (g) If the initial determination is that the charge is proved, the Management Disciplinary Committee must also then determine a proposed penalty to be imposed in relation to the charge, and this proposed penalty shall be referred to in this Rule 20.2 as the "initial penalty".
- (h) If the initial determination was that the charge is proved, and the Management Disciplinary Committee does not impose an initial penalty, the Club must inform the member in writing that:
 - (i) the initial determination was that the charge was proved;
 - (ii) no penalty was imposed;

- (iii) the disciplinary proceedings are now at an end;
 - (iv) the suspension which was imposed by Rule 20.2(b)(ii) has ended.
- (i) If the initial determination is that the charge is proved, and if an initial penalty has been determined, the Club must inform the member in writing that:
 - (i) the initial determination was that the charge was proved; and
 - (ii) the initial penalty has been determined;
 - (iii) the member can accept the initial determination and initial penalty or can seek to vary the initial determination and/or the initial penalty;
 - (iv) if the member seeks to vary the initial determination and/or the initial penalty, the Management Disciplinary Committee will consider the matter at its next meeting.
 - (v) The notice sent to the member pursuant to this Rule 20.2(i) states the date of the meeting of the Management Disciplinary Committee.
- (j) A member who receives a notice pursuant to Rule 20.2(i) must inform the Club within fourteen (14) days of the date of the notice whether he agrees or disagrees with:
 - (i) the initial determination; and
 - (ii) the initial penalty.
- (k) If a member agrees to the initial determination and the initial penalty, or if the member does not respond in accordance with Rule 20.2(j), the initial determination and initial penalty will stand.
- (l) If a member who receives a notice pursuant to Rule 20.2(j) informs the Club, in accordance with Rule 20.2(k) that the member seeks to vary the initial determination and/or initial penalty, the Management Disciplinary Committee will consider the matter at its next meeting.
- (m) The member charged will be entitled to attend the meeting referred to in Rule 20.2(l) 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.
- (n) After the Management Disciplinary Committee has considered the evidence and submissions put before it by the member pursuant to the member's rights in Rule 20.2(m), the Management Disciplinary Committee must determine whether to confirm the initial determination or vary the initial determination.
- (o) After the Management Disciplinary Committee has determined whether to confirm or vary the initial determination, it must then inform the member of that decision but only if the member is at the meeting.
- (p) If the Management Disciplinary Committee has determined to confirm the initial determination, and the member is at the meeting, the member then must be given a further opportunity at the meeting to address the Management Disciplinary

Committee on the question of whether the initial penalty should be confirmed or varied.

- (q) If a member has made submissions pursuant to Rule 20.2(p), the Management Disciplinary Committee must, after those submissions are made, determine whether to confirm the initial penalty or vary the initial penalty.
 - (r) If the member who has disagreed with the initial determination and/or initial penalty but fails to attend the meeting of the Management Disciplinary Committee held in accordance with Rule 20.2(l) the Committee can confirm or vary the initial determination and/or the initial penalty on the evidence that is placed before it, the members absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member.
 - (s) Subject to the remaining paragraph of this Rule 20.2, any decision of the Management Disciplinary Committee pursuant to this Rule 20.2 shall be final and the Committee shall not be required to give any reason for its decision.
 - (t) The Management Disciplinary Committee cannot impose a suspension of more than twelve (12) months.
 - (u) If at any time the Management Disciplinary Committee forms the view that a suspension greater than twelve (12) months, or that expulsion from membership, may be imposed, the matter shall be referred to the Board and in those circumstances, all references in this rule 20.2 to the Management Disciplinary Committee shall be a reference to the Board.
 - (v) The Board shall have power to review a decision of the Management Disciplinary Committee or order a fresh hearing of any matter determined by the Management Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 20.1(a) on the member in substitution for that imposed by the Management Disciplinary Committee provided that:
 - (i) the procedure set out in Rule 20 is followed; and
 - (ii) the member is notified that the Board is exercising the power under this Rule 20.2(v) within forty-two (42) days of the date on which the Management Disciplinary Committee meeting was held.
 - (w) The Board shall have power by resolution to hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Management Disciplinary Committee.
- 20.3 If a notice of charge is issued to a member pursuant to Rule 20.2(a), 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. Such suspension shall be promptly notified in writing to the member concerned.
- 20.4 Subject to Rules 20.5 and 20.6, a member who:

- (a) incurs a debt to the Club; and
- (b) fails to discharge such debt within fourteen (14) days from service on that member of a notice from the Club in writing requiring payment thereof

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

20.5 A member shall be notified, by notice in writing sent by prepaid letter posted to the member's last known address at least seven (7) days before the meeting of the Board at which the resolution is to be considered of the Board's intention to suspend or expel the member pursuant to Rule 20.4.

20.6 The provisions of Rules 20.1 and 20.2 shall not apply to any member suspended or expelled pursuant to Rule 20.4.

21. DISCIPLINARY COMMITTEE

21.1 The Management Disciplinary Committee will consist of the Secretary and two other managers determined by the Board from time to time.

21.2 The Board shall approve managers who are able to sit on the Management Disciplinary Committee.

21.3 A quorum of the Management Disciplinary Committee shall be the Secretary and two (2) other managers.

22. SUSPENDED MEMBER

22.1 Any member suspended pursuant to Rules 20 or 21 shall during the period of such suspension not be entitled to:

- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
- (b) participate in any of the recreational, social or sporting activities of the Club or any sub club without the permission of the Board;
- (c) attend or vote at any meeting of the Club or any sub club;
- (d) nominate or be elected or appointed to the Board or any committee of any sub club;
- (e) vote in the election of the Board or any committee of any sub club;
- (f) propose, second or nominate any eligible member for any office of the Club or any sub club;
- (g) propose, second or nominate any eligible member for Life membership of the Club or any sub club.

23. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

23.1 In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to

Rule 23.5, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
- (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
- (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or Liquor Act;
- (d) who hawks, peddles or sells any goods on the premises of the Club;
- (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
- (f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
- (g) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.

23.2 If pursuant to Rule 23.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 23.5) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

23.3 Without limiting Rule 23.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 23.1(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.

23.4 Without limiting Rule 23.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 23.1(a), the person must not:

- (a) remain in the vicinity of the Club; or
- (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

23.5 Without limiting the provisions of section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Article shall be:

- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
- (b) any employee authorised by the Secretary to exercise such power.

24. RESIGNATION AND CESSATION OF MEMBERSHIP

24.1 A member may at any time resign from his or her membership of the Club by either:

- (a) giving notice in writing to the Secretary; or

- (b) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.
- 24.2 A resignation pursuant to Rule 24.1 shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
- 24.3 Any member who has resigned pursuant to 24.1 will not be entitled to any refund of membership fees or any part thereof unless the Board considers that there are circumstances warranting an ex gratia payment of the unexpired portion of his or her membership fees from the date of resignation.

25. GUESTS

- 25.1 All members (except Junior Playing members) shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 25.11.
- 25.2 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.
- 25.3 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- 25.4 No member shall introduce any person as a guest who:
 - (a) has been expelled from the Club pursuant to Rule 20;
 - (b) is then suspended pursuant to Rule 20; or
 - (c) who is then refused admission to or being turned out of the Club pursuant to Rule 23.
- 25.5 Members shall be responsible for the conduct of any guests they may introduce to the Club.
- 25.6 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.
- 25.7 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.
- 25.8 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.
- 25.9 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.
- 25.10 The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.

25.11 A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:

- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
- (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.

25.12 For the purposes of Rule 25.11, “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.

26. PATRONS

26.1 The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting.

26.2 If such Patron or Patrons are not members of the Club they shall thereupon be deemed to be Honorary members of the Club and, subject to this Constitution, shall remain Honorary members while they remain Patron.

27. BOARD OF DIRECTORS

27.1 Subject to Rule 35.2, the Board shall consist of seven (7) directors who shall comprise a President, a Vice President and three (3) Ordinary directors.

27.1A The Board may appoint up to two (2) directors to the Board in addition to the directors referred to in Rule 271 in accordance with the Registered Clubs Act and registered Clubs Regulation. and the following provisions shall apply in respect of such appointed directors:

- (a) The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply.
- (b) Such an appointed director only has to satisfy the eligibility requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed to the Board and does not have to satisfy any eligibility requirement in the Constitution.
- (c) The Board cannot make such an appointment if the appointment would cause the number of directors on the Board to exceed the statutory maximum of nine (9) directors.

27.2 The Board shall be elected triennially in accordance with Rule 28.1 and Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule

will be the Annual General Meeting held in 2014.

SCHEDULE 4

DEFINITIONS

1. In this Schedule -

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

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

"year" means the period between successive general meetings.

2. Repealed.

First general meeting under triennial rule

3. (1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.
- (2) The groups -
- (a) shall be determined by drawing lots; and
 - (b) shall be as nearly as practicable equal in number; and
 - (c) shall be designated as group 1, group 2 and group 3.
- (3) Unless otherwise disqualified, the members of the governing body -
- (a) in group 1 shall hold office for 1 year; and
 - (b) in group 2 shall hold office for 2 years; and
 - (c) in group 3 shall hold office for 3 years.

Subsequent general meetings

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

Casual vacancies

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

Re-election

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

Revocation of triennial rule

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

and an election shall be held at the meeting to elect the members of the governing body.”

27.3 Subject to Rule 27.4, 27.5 and 27.6, the following members shall be entitled to stand for and be elected or appointed to the Board:

- (a) Life members; and
- (b) Playing members;
- (c) Non-Playing members.

27.4 A member is only eligible to stand for and be elected or appointed to the Board if they have been a member of Club for a least two continuous years immediately prior to the close of nominations or proposed date of appointment.

27.5 Deleted.

27.6 A member who:

- (a) is an employee; or
- (b) is who is currently under suspension pursuant to Rule 20;
- (c) is not a Financial member;

- (d) has been sited to appear before the Board or Disciplinary Committee pursuant to Rule 20 or 21 of this Constitution on any charge and has been found guilty of such charge within the period of two 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 for misconduct;
- (g) is disqualified from managing any company under the Act;
- (h) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
- (i) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;
- (j) has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded) but it does not include a spent conviction (as defined in the Criminal Records Act 1991);
- (k) does not have a valid and current director identification number as at the close of nominations or proposed date of appointment.

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

27.7 Notwithstanding any other provision of this Constitution apart from Rule 27.8, a member shall not be eligible to be re-elected as President at the first election immediately following their election as President.

27.8 The President elected to office in 2014 shall be eligible to be re-elected as President at the next election for that office held in accordance with clause 4 of Schedule 4 of the Registered Clubs Act if the President is allotted to Group 1 or Group 2. A member elected as President at an election held in accordance with clause 5 of Schedule 4 of the Registered Clubs Act shall be eligible to be re-elected as President at the next election for that office held in accordance with clause 4 of Schedule 4 of the Registered Clubs Act.

27.9 In accordance with the Registered Clubs Act, any person who is elected or appointed to the Board must, unless exempted, complete such mandatory training requirements for directors within the period prescribed by the Registered Clubs Act.

28. **ELECTION OF BOARD**

28.1 References to the election of the Board in this Rule 28.1 refer to positions on the Board to be elected in any one year in accordance with the triennial rule set out in Rule 27.2. The election of the Board shall be conducted in the following manner:

- (a) The Board shall appoint a Returning Officer to take charge of the ballot at least thirty (30) days prior to the Annual General Meeting. Each year the members eligible to vote in the election of the Board who are present at the Annual General Meeting shall elect two (2) scrutineers to assist the Returning Officer in relation to

the election in the following year. A candidate for any position or a current director shall not be appointed as the Returning Officer or as a scrutineer.

- (b) Notice of the date and time of the last day for receiving nominations for office in accordance with paragraph (c) of this Rule 28.1, shall be prominently posted on the Club Notice Board at least twenty-eight (28) days prior to the date fixed for the Annual General Meeting.
- (c) Nominations shall close at 6 pm on a day that is fourteen (14) days prior to the date fixed for the Annual General Meeting and must be delivered to the Secretary on or before that date.
- (d) Nominations for election to the Board shall be made in writing and signed by two Life members, Playing members or Non-Playing members and by the nominee who shall thereby signify his or her consent to the nomination.
- (e) A nomination can be withdrawn at any time prior to the commencement of voting.
- (f) An eligible member may be nominated for more than one office.
- (g) The Returning Officer shall post the name of the candidate and his or her proposers on the Club Notice Board.
- (h) If the full number of candidates for the various positions on the Board are not nominated then those candidates who are nominated shall be declared elected to the relevant positions and all remaining positions will be casual vacancies.
- (i) If there be only the requisite number nominated for the various positions those candidates shall be declared duly elected.
- (j) If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of that position.
- (k) If a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. For the purposes of this Rule 28.1 the order of seniority of shall be:
 - (i) Firstly - President
 - (ii) Secondly - Vice President
 - (iii) Thirdly - Ordinary Director
- (l) The Returning Officer shall supervise the preparation of ballot papers.
- (m) The order in which names appear on the ballot paper shall be determined by lot.
- (n) The Returning Officer shall supervise the issue of ballot papers.
- (o) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
- (p) Members shall place their ballot papers in the ballot box provided at the Club.

- (q) The Returning Officer shall supervise the safe custody of ballot papers returned.
 - (r) The Returning Officer shall supervise the examination of ballot papers.
 - (s) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
 - (t) The Returning Officer shall supervise the counting of votes.
 - (u) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
 - (v) The Returning Officer shall report the result of the ballot to the meeting.
 - (w) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 28.1.
 - (x) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers set out in this Rule 28.1.
 - (y) If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 35.2.
- 28.2 The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 28.1.
- 28.3 Notwithstanding any other provision of this Constitution, the election of the Board may be conducted wholly or partly through electronic means and references to ballot papers in Rule 28.1 shall include electronic voting methods and records. If the election of the Board is to be conducted wholly or partially through electronic means, members will be able to vote by either using their own personal electronic device without having to attend the Club's premises, or by using a designated computer or other electronic device at the Club's premises.

29 DELETED

29. POWERS OF THE BOARD

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

GENERAL POWERS

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

SPECIFIC POWERS

29.3 Without derogating from the general powers conferred by Rule 29.2, the Board shall have power from time to time:

- (a) To make, alter and repeal By-Laws pursuant to Rule 29.17.
- (b) To enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (c) 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.
- (d) 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.
- (e) 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.
- (f) 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.
- (g) 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.
- (h) 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 to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
- (i) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Club or to which the Club may be entitled from time to time provided that the power of the Board to dispose of any land shall be subject to the requirements of the Registered Clubs Act and Liquor Act.
- (j) To appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (k) 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.

- (l) To set the entrance fees and annual or other subscriptions and fees payable by all members.
- (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 affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club or sporting association.

COMMITTEES

29.4 Without derogating from the general powers conferred by Rule 29.2, the Board shall have power from time to time to delegate any of its powers to committees consisting of any:

- (a) Directors;
- (b) Members;
- (c) Employees;
- (d) Persons who are not members but who have a particular skill or expertise which they will apply to a committee;

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

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

29.6 The President shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.

29.7 Any 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.

29.8 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 0 or by any by-law made by the Board pursuant to this Rule 0.

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

SUB CLUBS

29.10 Without derogating from the general powers conferred by Rule 29.2, the Board shall have

power from time to time to:

- (a) Establish and dissolve sub clubs with such objects, powers and membership qualifications as the Board may determine from time to time.
- (b) Allow each of the sub clubs established pursuant to this Rule 29.10 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established within the Club.
- (c) Allow the sub clubs to create rules and by-laws for the control and regulation of the sporting and social activities of such sub clubs.
- (d) Permit any such sub club to adopt a name distinctive of such sub club (provided it be described as a sub club 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.

29.11 Any of the sub clubs established pursuant to Rule 29.10 or those already in existence must conform to any by-law made by the Board pursuant to Rule 29.17.

29.12 The President shall be ex officio a member of all the committees of such sub clubs and may nominate a director to represent him or her on the committees of such sub clubs.

29.13 Subject to the general control and supervision of the Board, each such sub club may 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 each sub club and its governing body shall also be produced promptly to the Board which shall review and preserve such minutes and records.

29.14 The Board may empower each such sub club 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.

29.15 The constitutions of each such sub club may be amended from time to time by a majority of the members for the time being of such sub club 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 sub club shall have effect unless and until it shall have been approved by resolution of the Board. Such approval shall not be unreasonably withheld.

29.16 Any disciplinary action by a sub club in respect of any member of such sub club 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.

BY-LAWS

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

29.18 Without limiting the generality of Rule 29.17 the Board may regulate:

- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
- (b) the general management, control and trading activities of the Club;
- (c) the control and management of the Club premises;
- (d) the control and management of all competitions;
- (e) the control and management of all sporting areas;
- (f) the conduct of members and guests of members;
- (g) the privileges to be enjoyed by each category of members;
- (h) the relationship between members and Club employees; and
- (i) 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.

29.19 Any By-law made under this Rule 29.17 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board. Any By-law posted on the Club Notice Board pursuant to this Rule 29.19 shall remain posted for a period of not less than forty-eight (48) hours.

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

30. PROCEEDINGS OF THE BOARD

30.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet at least once in each quarter for the transaction of business, where quarter means a period of 3 months ending on 31 March, 30 June, 30 September and 31 December in each year.

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

30.3 The President shall be entitled to take the chair at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President shall take the chair of the meeting. If the Vice President is not present or is unable or unwilling to act then the directors present shall elect one of their number to take the chair for that meeting.

30.4 The quorum for a meeting of the Board shall be three (3) directors.

30.5 The President may at any time and the Secretary upon the request of not less than three (3) directors shall convene a meeting of the Board.

30.6 Subject to this Constitution questions arising at any meeting of the Board shall be decided

by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

- 30.7 The continuing directors on 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 director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
- 30.8 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.
- 30.9 A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.
- 30.10 In addition to Rule 30.9, 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 sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.
- 30.11 A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

31. MATERIAL PERSONAL INTERESTS OF DIRECTORS

- 31.1 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 declare the nature of the interest at a meeting of the Board and comply with Rule 31.2.
- 31.2 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.

32. REGISTERED CLUBS ACCOUNTABILITY CODE

- 32.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 32.
- 32.2 For the purposes of this Rule 32, 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

32.3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:

- (a) the top executive’s terms of employment; and
- (b) the roles and responsibilities of the top executive;
- (c) the remuneration (including fees for service) of the top executive;
- (d) the termination of the top executive’s employment.

32.4 Contracts of employment with top executives:

- (a) will not have any effect until they are approved by the Board; and
- (b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

Contracts With Directors Or Top Executives

32.5 Subject to Rule 32.7 and any restrictions contained in the Registered Clubs Act, 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.

32.6 A “pecuniary interest” in a company for the purposes of Rule 32.5 does not include any interest exempted by the Registered Clubs Act.

Contracts With Secretary And Managers

32.7 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

32.8 The Club must not:

- (a) lend money to a director of the Club; and
- (b) 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

- 32.9 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.
- 32.10 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

- 32.11 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:
- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
 - (b) 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;
 - (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises,
 - (d) 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.
- 32.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 32.11.

Provision of Information To Members

- 32.13 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

- 32.14 (a) The Club must make available to members:
- (i) 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

- (ii) (ii) the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.

- (b) 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.

33. INTENTIONALLY DELETED

34. REMOVAL FROM OFFICE OF DIRECTORS

34.1 The members in general meeting may by ordinary resolution:

- (a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office;
- (b) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.

34.2 Any person appointed pursuant to paragraph 34.1(b) 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.

34.3 Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

35. VACANCIES ON BOARD

35.1 The office of a member of the Board shall automatically be vacated if the person holding that office:

- (a) is disqualified for any reason referred to in Section 206B of the Act.
- (b) 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) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.
- (d) by notice in writing given to the Secretary resigns from office as a director.
- (e) 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) ceases to be a member of the Club.
- (g) becomes an employee of the Club.

- (h) fails to complete the mandatory training requirements for directors referred to in Rule 27.9 (unless exempted by the Registered Clubs Act or Registered Clubs Regulation).
- 35.2 The Board shall have the power at any time and from time to time appoint an eligible person to the Board to fill the casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting in accordance with the triennial rule set out in Rule 27.2.
- 35.3 For the avoidance of doubt the Board may appoint any eligible Life member, Playing member, or Non-Playing member, to any casual vacancy which arises on the Board due to positions on the Board not being filled at an election or due to a director ceasing to hold office for any reason set out in rule 36.1.

36. GENERAL MEETINGS

- 36.1 A general meeting of the members of the Club must be held for a proper purpose.
- 36.2 A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.
- 36.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- 36.3A The Board shall determine when, where and how all general meetings of the Club will be held provided the time of the meeting is reasonable and such meetings may be held:
 - (a) at one or more physical venues;
 - (b) at one or more physical venues using virtual meeting technology; or
 - (c) using virtual meeting technology.
- 36.4
 - (a) 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 a general meeting.
 - (a) In this Rule 36.4 the term "the request" shall mean the request referred to in paragraph (a).
 - (b) The request must:
 - (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;

- (iv) be given to the Secretary.
- (c) 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.
- (d) The Board must call the meeting within twenty one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
- (e) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within twenty one (21) days after the request is given to the Secretary.
- (f) The meeting referred to in paragraph (f) of this Rule 36.4 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three (3) months after the request is given to the Club.
- (g) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
- (h) 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 that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 36.4. 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

- 36.5 At least twenty one (21) days notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.
- 36.6 A notice of a general meeting of the Club's members must:
- (a) set out the place, date and time of the meeting; and
 - (b) state the general nature of the meeting's business;
 - (c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution; and
 - (d) if the general meeting is to be held with technology, information on how members can participate in the meeting by technology.
- 36.7 A copy of a notice of a general meeting of the members of the Club (including an Annual General Meeting) shall also be posted on the Club Notice Board for a period of not less than twenty one (21) days prior to the date of the meeting.

- 36.8 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.

ANNUAL GENERAL MEETINGS

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

- (a) to confirm the Minutes of the previous Annual General Meeting; and
- (b) to receive and consider the reports referred to in Rule 39.3;
- (c) To declare the results of the election of directors to the vacancies on the Board caused by the operation of the triennial rule referred to in Rule 27.2.
- (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
- (e) to approve the payment of honorariums (if any);
- (f) to deal with any other business of which due notice has been given to the members.

- 36.10 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.

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

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

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

- 36.13 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.

- 36.14 The auditor is entitled to be heard even if:

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

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

CHAIR AT GENERAL MEETINGS

- 36.16 The President shall be entitled to take the chair at every general meeting. If the President is not present or is unwilling or unable to act then the Vice President shall preside as the

chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or one of their number to preside as chairman of the meeting.

ATTENDANCE AND VOTING AT GENERAL MEETINGS

36.17 Life members and financial Playing members, financial Non-Playing members and financial Social members who are Social members pursuant to Rule 10.13(a)(i) or Rule 10.13(a)(ii) shall be the only members entitled to attend at a general meeting (and an Annual General Meeting) of the Club and Life members, financial Playing members, and financial Non-Playing members and financial Social members who are Social members pursuant to Rule 10.13(a)(i) or 10.13(a)(ii) shall be the only members entitled to vote at a general meeting (and an Annual General Meeting) of the Club provided however that if:

- (a) at either a general meeting or an Annual General Meeting, it is proposed to consider an ordinary resolution to give an honorarium to a member in respect of his or her services as a member of the Board or of any committee of the Board, then Social members who are Social members pursuant to Rule 10.13(a)(iii) or Rule 10.13(b) of this Constitution shall be permitted to vote on any resolution regarding such honorarium; and
- (b) there are insufficient nominations for the various positions on the Board, then Social members who are Social members pursuant to Rule 10.13(a)(iii) or Rule 10.13(b) of this Constitution shall be permitted to vote in any election of the Board that may be conducted at the meeting pursuant to Rule 28.1(h);
- (c) the members in general meeting are to consider a resolution to remove a director or directors and appoint a director or directors, then Social members who are Social members pursuant to Rule 10.13(a)(iii) or Rule 10.13(b) of this Constitution shall be permitted to attend the general meeting and vote on any resolution in that regard;
- (d) pursuant to the Registered Clubs Act or the Gaming Machines Act, Ordinary members (as defined in the Registered Clubs Act) are permitted to vote on any resolution or resolutions, nothing in this Constitution shall prevent Social members who are Social members pursuant to Rule 10.13(a)(iii) or Rule 10.13(b) of this Constitution from doing so.

36.18 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.

36.19 Subject to Rule 36.18, every member when eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.

36.20 No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.

- 36.21 Subject to this Constitution, every question submitted to a meeting other than a Special Resolution or a resolution to election a member to Life membership 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 or by the chairperson) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote provided that if a general meeting is being conducted exclusively or partly through the use of technology, every resolution submitted to such a meeting shall be decided by a poll.
- 36.22 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.
- 36.23 A demand for a poll may be withdrawn.
- 36.24 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.

QUORUM FOR GENERAL MEETINGS

- 36.25 No business shall be transacted at any general meeting of members unless a quorum of members is present. All members participating in such a meeting whether in person or virtually are taken for all purposes to be present in person at the meeting while so participating.
- 36.26 At any general meeting of the Club (including an Annual General Meeting) thirty (30) members present in person and eligible to vote shall be a quorum.
- 36.27 If a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (a) be dissolved if it was convened at the request of members pursuant to Rule 36.4; or
 - (b) stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine not exceeding twenty-one (21) days from the date of the meeting.
- 36.28 If at any meeting adjourned pursuant to Rule 36.27 a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

ADJOURNMENT OF GENERAL MEETINGS

- 36.29 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.
- 36.30 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 36.31 A resolution passed at a meeting resumed after an adjournment 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.

- 36.32 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.

POSTPONING AND CANCELLING MEETINGS

- 36.33 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 but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.

WITHDRAWAL OF RESOLUTIONS

- 36.34 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.

MULTIPLE VENUES AND VIRTUAL MEETINGS

- 36.35 The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.
- 36.36 If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.

37. MEMBERS' RESOLUTIONS AND STATEMENTS

MEMBERS' RESOLUTIONS

- 37.1 Notwithstanding Rules 37.3 to 37.12, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.
- 37.2 The Secretary shall cause all items of business and notices of motion referred to in Rule 37.1 to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.
- 37.3 The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (a) members with at least 5% of the votes that may be cast on the resolution; or

- (b) at least 100 members who are entitled to vote at a general meeting.
- 37.4 The notice must:
 - (a) be in writing;
 - (b) set out the wording of the proposed resolution; and
 - (c) be signed by the members proposing to move the resolution.
- 37.5 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.
- 37.6 The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
- 37.7 If the Secretary has been given notice of a resolution under Rule 37.3, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.
- 37.8 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.
- 37.9 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.
- 37.10 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 members present and entitled to vote may resolve that the Club meet the expenses itself.
- 37.11 The Club need not give notice of the resolution:
 - (a) if it is more than 1,000 words long or defamatory; or
 - (b) 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.

MEMBERS' STATEMENTS

- 37.12 Members may request the Club to give to all its members a statement provided by the members making the request about:
 - (a) a resolution that is proposed to be moved at a general meeting; or
 - (b) any other matter that may be properly considered at a general meeting.
- 37.13 The request must be made by:
 - (a) members with at least 5% of the votes that may be cast on the resolution; or
 - (b) at least 100 members who are entitled to vote at the meeting.

- 37.14 The request must be:
- (a) in writing;
 - (b) signed by the members making the request; and
 - (c) given to the Secretary.
- 37.15 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.
- 37.16 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.
- 37.17 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.
- 37.18 The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.
- 37.19 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.
- 37.20 The Club need not comply with the request:
- (a) if the statement is more than 1,000 words long or defamatory; or
 - (b) 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.

38. MINUTES

- 38.1 The Club must keep minute books in which it records:
- (a) proceedings and resolutions of general meetings of the Club; and
 - (b) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
 - (c) resolutions passed by directors without a meeting.
- 38.2 The Club must ensure that:
- (a) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and
 - (b) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.

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

39. ACCOUNTS AND REPORTING TO MEMBERS

- 39.1 The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
- 39.2 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
- 39.3 The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club report to members in accordance with Division 4 of Part 2M.3 of the Act.
- 39.4 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;
 - (b) the Directors' report;
 - (c) the auditor's report on the financial report.

40. FINANCIAL YEAR

- 40.1 The financial year of the Club and any sub club or other entity created under this Constitution 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.

41. AUDITORS

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

42. SECRETARY

- 42.1 At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

43. EXECUTION OF DOCUMENTS

- 43.1 The Club shall have a Seal.
- 43.2 The Board must provide for the safe custody of the Seal.

- 43.3 The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (a) two members of the Board; or
 - (b) one member of the Board and the Secretary.
- 43.4 The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (a) two members of the Board; or
 - (b) one member of the Board and the Secretary.
- 43.5 A director or the secretary may sign a document pursuant to this Rule 43 either by signing a physical form of the document, or signing an electronic form of the document using electronic means and the two officers signing a document on behalf the Club can sign different copies of the document and all use different methods to sign the document.

44. NOTICES

- 44.1 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 by any electronic means; or
 - (d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.
- 44.2 Where a notice is sent by post to a member in accordance with 44.1(b) the notice shall be deemed to have been received by the members: on the day following that on which the notice was posted.
- 44.3 Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.
- 44.4 Where a member is notified of a notice in accordance with Rule 43.1(d), the notice is taken to have been received on the day following that on which the notification was sent.

45. INDEMNITY TO OFFICERS

- 45.1 Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- 45.2 The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under

the Act or a liability which contravenes Section 199A or Section 199B of the Act.

46. INTERPRETATION

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

47. AMENDMENTS TO CONSTITUTION

- 47.1 This Constitution can only be amended by way of a Special Resolution passed at a general meeting of the members of the Club. Life members, financial Playing members, financial Non-Playing members and financial Social members who are Social members pursuant to Rule 10.13(a)(i) or Rule 10.13(a)(ii) shall be the only members eligible to vote on any Special Resolution to amend this Constitution.