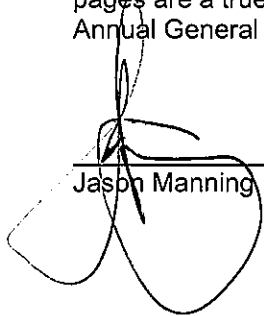


I, Jason Manning, Company Secretary and Chief Executive Officer, certify that this and the following 28 pages are a true and correct copy of the Constitution of Pittwater RSL Club Limited as amended at the Annual General Meeting of the Club held on 25 May 2025.



Jason Manning

29.05.2025

Date

# **CONSTITUTION OF PITTWATER RSL CLUB LIMITED**

|          |                  |
|----------|------------------|
| Amended: | 18 May 2008      |
| Amended: | 24 June 2012     |
| Amended: | 19 May 2013      |
| Amended: | 17 April 2016    |
| Amended: | 22 May 2016      |
| Amended: | 28 May 2017      |
| Amended: | 08 April 2018    |
| Amended: | 27 May 2018      |
| Amended: | 09 February 2020 |
| Amended: | 19 July 2020     |
| Amended: | 02 May 2021      |
| Amended: | 15 May 2022      |
| Amended: | 28 May 2023      |
| Amended: | 25 May 2025      |

---

New South Wales  
Corporate Affairs Commission  
No. of Company – 151599

---

Companies (New South Wales) Code  
(Section 16(3))

---

**CERTIFICATE OF INCORPORATION  
OF PUBLIC COMPANY**

THIS IS TO CERTIFY that

PITTWATER RSL CLUB LIMITED is, on and from the twenty-third day of October, 1972, incorporated under the Companies (New South Wales) Code and that the Company is a company limited by Guarantee.

GIVEN under the seal of the Corporate Affairs Commission at Sydney this twenty-third day of October, 1972.

F J O RYAN (signed),  
Commissioner

## **Memorandum of Association**

**of**

### **Pittwater RSL Club Limited ABN 31 001 052 802**

1. The name of the Company is "PITTWATER RSL CLUB LIMITED".
2. The registered office of the Company shall be situated at 82 Mona Vale Road, Mona Vale, Sydney in the State of New South Wales or at such other place in the said State as the Directors may from time to time determine.
3. The objects for which the Company is established are:
  - (i) To take over acquire and undertake the assets and liabilities of the unincorporated Club know as "THE PITTWATER RSL SUB-BRANCH CLUB" as at the Thirty First Day of December, 1971.
  - (ii) To erect a fitting memorial to the valour and sacrifice of those who served the nation in the Great War of 1914 - 1918, the World War of 1939 - 1945 and subsequent conflicts and those who suffered the supreme sacrifice.
  - (iii) From time to time as occasion shall require to construct erect or alter any buildings homes houses halls pavilions workshops stables garages sheds and other conveniences and works necessary or convenient for the purpose of the Company and to furnish and maintain same and to provide layout prepare and maintain erections towns grounds and areas and means of recreation and to permit the same to be used by residents and other persons either gratuitously or for payments.
  - (iv) To purchase take on lease or in exchange charge hire or otherwise acquire any lands buildings easements rights or property real or personal which may be deemed necessary or convenient for any of the purposes of the Company.
  - (v) To sell, convey, transfer, assign, mortgage, charge, give in exchange, dispose of, let, manage or otherwise deal with all or any of the property, real or personal, of the Club, subject to the requirements of the Liquor Act and the Registered Clubs Act.
  - (vi) To borrow raise or give security for any money on such terms as the Company may think fit and in particular by the issue of bonds bills of exchange promissory notes securities mortgages or debentures charges upon all or any part of the property of the Company and to purchase redeem or pay off any such securities.
  - (vii) To raise and collect funds by private subscription public appeal Art Unions donations or otherwise and to accept any legacy bequest devise or gift of property whether subject to any special trust or not for all or any of the objects of the Company.

- (viii) To invest and deal with the funds and moneys of the Company in and upon such securities and investments and in such manner and on such terms and conditions as may from time to time be determined and from time to time to vary and realise such securities and investments.
- (ix) To give any guarantee or enter into any bond in connection with the affairs of the Company and to indemnify any person or persons who may incur or have incurred any personal liability for the benefit of the Company.
- (x) To apply for, obtain and hold any licence or permit that may be necessary or desirable for the purposes of the Club, including a club licence pursuant to the Liquor Act.
- (xi) In pursuance of the objects of the Company to hold promote assist or encourage sales of work bazaars entertainments competitions displays public and other meetings and to take or hire any public hall or other buildings for any such purpose and to procure or authorise the delivery of lectures or addresses calculated to benefit the Company or any branch of its work and to distribute gratuitously or otherwise literature of any kind connected with or calculated to assist any of the objects of the Company. To promote and hold either alone or Jointly with any other Company Association Club or persons sports meetings and competitions and to offer give or contribute towards prizes medals and awards and to promote give or support dinners balls concerts and other entertainments and to establish promote or assist in establishing or promoting and to subscribe or become a member of or co-operate with any other Company Association or Club whose objects are similar or in part similar to the objects of the Club the establishment or promotion of which may be beneficial to the Company.
- (xii) To undertake and execute any trusts or any agency business which may seem to the Company conducive to any of its objects.
- (xiii) To engage or appoint with or without remuneration such managers, superintendents, organisers, secretaries, organising secretaries, accountants, solicitors, servants, employees of all kinds and others as may be required or found necessary for the proper working administration or carrying on of the Company and any one or more at pleasure or otherwise to discharge.
- (xiv) To do all such other lawful acts deeds matters and things and to enter into and make such arrangements as may be incidental or conducive to the attainment of the above objects or any of them.
- (xv) To pay all costs charges and expenses of the promotion and establishment of the Company and the costs and expenses of the transfer of the assets of the unincorporated Club known as "THE PITTWATER RSL SUB-BRANCH CLUB" to the Company.
- (xvi) To use and employ any profits from the activities and other income of the Company which shall be applied to the promotions of the purposes and objects for which the members are associated together.
- (xvii) To use and employ the income and property of the Company whencesoever derived which shall be applied solely towards the promotion

of the objects of the Company and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Company or to any of them or to any person claiming through any of them provided that nothing herein contained shall prevent the payment in good faith of remuneration and/or superannuation to any of the officers or servants or employees of the Company or to any members thereof or other person in return for any services actually rendered to the Company nor prevent the payment of interest at the rate of interest to be determined from time to time by the Directors on money borrowed from any member of the Company but so that no member of the Board of Directors of the Company shall be appointed to any salaried office of the Company or to any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board of Directors except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company provided that the provisions as last aforesaid shall not herewith apply to any payment made by such Board of Directors in respect of any service given in goods supplied to the Company by any Company Firm or Business in which such member has any share or interest where full disclosure of such share or interest is made by such member of the said Board of Directors prior to the incurring of liability by the Board of Directors and provided further that such member is not present at any meeting of the said Board of Directors when the subject matter of such contract or liability is under discussion or any payment is authorised by the Board of Directors to be made in respect of such service of contract.

- (xviii) (a) To perpetuate the close and kindly ties of friendship created by a mutual service in any War and the recollections associated with that experience to maintain a proper standard of dignity and honour among all members of the Forces to render assistance to necessitous Ex-Servicemen and their dependants and to set an example of public spirit and noble hearted endeavour.
- (B) To inculcate unswerving loyalty to the Queen and her Heirs and successors and to Australia.
- (C) To induce members as citizens to serve Australia with that spirit of self-sacrifice and loyalty with which as members of the Forces they served Australia and to maintain a Club non-sectarian and non-partisan in relation to party politics.
- (D) To guard the good name and preserve the interests and standing of all members of the Forces.
- (E) To provide and maintain from the funds of the Club accommodation and facilities for recreation and social activities by the members upon the premises of which the Company is a bona fide occupier.
- (F) To provide for the alleviation of distress among members and/or dependants and such other Ex-Servicemen as the Club may determine from time to time.
- (G) To establish equip furnish and maintain a Club for the benefit of members.

- (H) To promote social intercourse for the benefit of members.
- (I) To create and maintain when deemed necessary an interest in local affairs provided they are not associated with party politics or sectarian institutions.
- (J) To print publish and circularise such papers etc as may be conducive to these objects.
- (K) To provide from time to time comforts and entertainments to Ex-Servicepersons who are inmates in hospitals.
- (L) To affiliate with any other body having like aims and objects upon such terms and conditions as may be mutually agreed upon provided any such affiliation is submitted to a general meeting for approval or otherwise and further provided that the Club retains its full autonomy in all matters.
- (M) To pay out of funds all expenses incidental to the carrying out of these objects.

4. The liability of the members is limited.

# Corporations Law

A Company Limited by Guarantee  
and not having a Share Capital

## ARTICLES OF ASSOCIATION

of

PITTWATER RSL CLUB LIMITED  
ABN 31 001 052 802

---

### DEFINITIONS

1. (a) In these Articles of Association unless there be something in the subject or context inconsistent therewith:

**"The Act"** means the *Corporations Act 2001* (Cth). Any reference to a provision of the *Corporations Act 2001* (Cth) 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.

**"Biennial General Meeting"** means the Annual General Meeting of the Club held in the year 2012 (which shall be the first Biennial General Meeting) and every second annual general meeting thereafter being the meeting at which the Board of Directors is to retire and the members elect a new Board of Directors.

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

**"By-Laws"** shall mean and include Rules.

**"The Club"** means Pittwater RSL Club Limited (ACN 001 052 802).

**"The Club Notice Board"** means a board designated as such within the Club premises on which notices for the information of members are posted.

**"Full member"** in relation to the Club shall mean a person who is an Ordinary member or Life member of the Club.

**"Gaming Machines Act"** means the *Gaming Machines Act 2001* (NSW) and any regulation made under the *Gaming Machines Act 2001* (NSW). 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 2001* (NSW) however that provision may be amended in that legislation.

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

**“Liquor Act”** means the *Liquor Act 2007* (NSW) and any regulation made under the *Liquor Act 2007* (NSW). 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 2007* (NSW) however that provision may be amended in that legislation.

**“Month”** except where otherwise provided in these Articles means calendar month.

**“Officers”** include the President, Vice Presidents, and members of the Board but does not include the Auditor.

**“the Registered Clubs Act”** means the *Registered Clubs Act 1976* (NSW). Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

**“RSL”** means Returned and Services League of Australia (NSW Branch).

**“Secretary”** includes Acting Secretary and Secretary Manager.

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

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

**“Vice President”** includes the Senior Vice President and the Junior Vice President.

- (b) A member shall not be deemed to be a financial member (and therefore shall be deemed to be an unfinancial member) at the date of a meeting at which only financial members may attend or vote:
  - (i) if at the expiration of 30 days from the due date of the member's subscription or any part thereof payable on that date, remains unpaid; or
  - (ii) if any money (other than the subscription) owing by the member to the Club has remained unpaid at the expiration of 30 days from service on the member of a notice from the Club requiring payment thereof;

and in either case the member shall be and remain unfinancial until payment in full of the amount owing. A member who is unfinancial is not permitted to attend or vote at any general meeting whilst the person remains unfinancial.

2. Unless the context requires otherwise:

- (a) words importing the singular number also include the plural and vice versa; and
- (b) words importing a gender include all genders.

## **INTERPRETATION AND ALTERATION OF ARTICLES**

- 3. (a) A decision of the Board on the construction or interpretation of the Memorandum of Association of the Club or these Articles, or on any By-Laws

or Rules of the Club made pursuant to these Articles or on any matter arising thereout, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.

- (a) The Memorandum of Association or Articles of Association may only be amended by a Special Resolution at a General Meeting.

## **PRELIMINARY**

- 4. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in these Articles.
- 5. The Club is established for the purposes set out in the Memorandum of Association.
- 6.
  - (a) The Club shall be a non-proprietary Club.
  - (b) Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not they be a member of the governing body or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every full member (as defined in the Registered Clubs Act) of the Club.
  - (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
  - (d) The Secretary or Manager or any employee or a member of the Board or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
  - (e) The Club shall be strictly non-political and non-sectarian and shall not directly or indirectly allow any subject bearing on politics or religion to be introduced at any meeting in the premises of the Club. Any member of the Club who participates in any political gathering or meeting shall not act as if they represent the views of the members of the Club. The Club reserves the right of conducting memorial services either within or without the premises of the Club for the commemoration of fallen comrades.
- 7.
  - (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.
  - (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
- 8.
  - (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member; provided that this paragraph does not apply if the Club is a holder of a club licence under the Liquor Act 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)(b) of the Registered Clubs Act.

- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate gaming machines on the premises of the Club.
- (d) Subject to section 73(2) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (e) Subject to section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

### **MEMBERSHIP**

- 9. (a) The number of full members (as defined in the Registered Clubs Act) of the Club shall not exceed the maximum permissible under the Registered Clubs Act.  
(b) No person under the age of 18 years shall be admitted as a member of the Club.
- 10. A person shall not be admitted to membership of the Club except as an Ordinary member, a Life member, an Honorary member, a Temporary member or a Provisional member. Each class of membership is open to all genders.
- 11. The maximum number of members to be admitted to any class of membership shall be determined by the Board from time to time consistent with the requirements of Section 30(1)(a) of the Registered Clubs Act and Article 9(a) of these Articles of Association.
- 12. All persons who at the date of the Special Resolution adopting these Articles of Association were recorded in the Register of members as Class A - RSL Members; Life Members (Class AA but now reclassified as Class A and Class B) and Class B Associate members shall remain in those categories of membership subject to these Articles of Association.

### **ELIGIBILITY AND RIGHTS OF MEMBERSHIP**

- 13. The Ordinary membership of the Club shall be divided into the following class:
  - (a) Class A – RSL Members:
    - (i) Class A members shall be persons who are members of the Pittwater RSL Sub Branch and who are elected to Class A membership in accordance with these Articles of Association.
    - (ii) Class A members and Life Members Class A shall be entitled to attend and vote at all meetings of the Club and shall have the right to vote on any Special Resolution to amend the Memorandum of Association or these Articles of Association;

- (b) Class B – Associate Members:
- (i) Class B members shall be those persons who do not possess the qualifications for Class A membership but who in the opinion of the Board are suitable to be members of the Club and who are elected to Class B membership in accordance with these Articles or who have been transferred to Class B membership.
  - (ii) Class B members of the Club shall be entitled subject to these Articles to attend and vote at all meetings but shall not be entitled to vote on any Special Resolution including any Special Resolution to amend the Memorandum of Association or these Articles.
- 13A. (a) The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-Law or otherwise.
- (b) Without limiting the general powers of the Board conferred in paragraph (a), all members acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement):
- (i) in accordance with the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
  - (ii) in accordance with the Club's responsible conduct of gambling policy (as adopted and amended by the Board from time to time); or
  - (iii) in order to comply with the Club's obligations under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) and/or Anti-Money Laundering and Counter-Terrorism Financing Rules 2007 (Cth), in each case as amended or replaced from time to time.

For the avoidance of doubt, the exclusion of a member or other person pursuant to this Article 13(b) does not require the Board to comply with the procedure in Article 34(b).

### **LIFE MEMBERS (CLASS A AND CLASS B)**

14. (a) Any Ordinary member who has rendered outstanding service to the Club may be elected to Life membership of the Club by resolution carried by a majority of those Ordinary members present and voting at a general meeting following the submission to such meeting of an appropriate recommendation from the Board. Only one Life member may be elected in any one year.
- (b) A person elected to Life membership shall be relieved from payment of any subscription or levies but shall retain all rights and privileges the person enjoyed before becoming a Life member. Any Class A Member who receives a Life membership of the Club shall become a life subscriber of the Sub-Branch.

### **HONORARY MEMBERS**

15. A person shall not be admitted as an Honorary member of the Club unless the person is admitted in accordance with the provisions of these Articles and the person has the qualifications, as specified in these Articles.

16. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club; or
  - (ii) any prominent citizen or local dignitary visiting the Club.
- (b) Any person who:
- (i) is a serving member of the Australian Defence Force; and
  - (ii) attends the premises of the Club; and
  - (iii) produces evidence that the person is a serving member of the Australian Defence Force;
- is taken to have been admitted as an Honorary member of the Club for the day the person attends the Club. For the purpose of this Article 16 "Australian Defence Force" includes the armed forces of the Commonwealth, however described.
17. (a) Honorary members who are full members (as defined in the Registered Clubs Act) of the Club shall be entitled to the rights and privileges of the category of membership of which they are a member.
- (b) Honorary members who are not full members (as defined in the Registered Clubs Act) of the Club are only entitled to such privileges and advantages of the Club as the Board may determine from time to time and to introduce guests to the Club and shall not be entitled to stand for election to the Board or vote at any meeting of the Club.
18. Honorary members who are not full members of the Club (as defined in the Registered Clubs Act) may be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions.
19. The Board shall have the power to cancel the Honorary membership of any person without notice and without assigning any reason.

### **TEMPORARY MEMBERS**

20. A person shall not be admitted as a Temporary member of the Club unless the person is admitted in accordance with the provisions of these Articles and the person has the qualifications as specified in these Articles requisite and appropriate in relation to the purpose of the Club for Temporary membership of the Club.
- 21A. (a) The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (i) Any person whose permanent place of residence in New South Wales is not less than a distance of seven (7) kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By-Law pursuant to these Articles.
  - (ii) A full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club.

- (iii) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, or a full member 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 that person so attends the premises of the Club until the end of that day.
- (iv) Any interstate or overseas visitor.
- (b) Temporary members shall not be required to pay an entrance fee or annual subscription.
- (c) 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.
- (d) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Article 36A.
- (e) The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore.
- (f) No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a Junior member of another registered club and satisfies the requirements of paragraph (a)(iii) of this Article 21A.

### **PROVISIONAL MEMBERS**

- 21B. (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with these Articles seeking membership of the Club and pays to the Club 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 full membership of the Club.
- (b) Should a person who is admitted as a provisional member not be elected to full membership of the Club within six (6) weeks from the date of lodging the nomination form with the Secretary or should the person's application for full membership be refused (whichever is the sooner) the person shall cease to be a provisional member of the Club and the annual subscription submitted with the person's nomination shall be forthwith returned to the person.
- (c) Provisional members shall be entitled only to the social facilities and amenities of the Club and to introduce guests into the Club but shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or to participate in the management, business and affairs of the Club in any way.

### **TRANSFER OF MEMBERSHIP**

- 22. The Board, at its discretion, may on the written application of a member transfer that member from any class of Ordinary membership to another class of Ordinary membership. Any member so transferred may at the discretion of the Board receive a refund or reduction of any entrance fee or subscription paid by or payable by the member for the then financial year and may be required to pay the difference

between the entrance fee and/or annual subscription applicable for the member's present membership and the entrance fee and/or annual subscription applicable to the class of membership to which the member desires to be transferred.

### **ABSENTEE LIST**

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

### **ELECTION OF MEMBERS**

24. A person shall not be admitted as a member of the Club other than as an Honorary member or Temporary member, unless the person is elected to membership at a meeting of the Board of the Club or a duly appointed election committee of the Club the names of those members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.
25. (a) Every application for membership of the Club shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following:
- (i) the full name of the applicant;
  - (ii) the residential address of the applicant;
  - (iii) the date of birth and the age of the applicant;
  - (iv) a statement to the effect that the applicant agrees to be bound by the Memorandum of Association, Articles of Association and By-Laws of the Club;
  - (v) the signature of the applicant; and
  - (vi) such other particulars as may be prescribed by the Board from time to time.
- (b) Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:
- (i) the entrance fee (if any) and the appropriate annual subscription; and
  - (ii) identification such as (without limitation) a current driver's licence or a current passport held by that applicant.
26. (a) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars and identity of that person as appearing in the identification. If the authorised officer is satisfied the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application form and shall cause the application to be sent to the Secretary.
- (b) A person whose application has been signed by an authorised officer of the Club in accordance with paragraph (a) of this Article 26 and who has paid the

Club the entrance fee (if any) and the first annual subscription for the class of membership applied for shall thereby become a Provisional member.

27. (a) 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.
- (b) The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.
- (c) Upon a person being elected to membership the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.

### **ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES**

28. The entrance fee and annual subscription payable by members of the Club shall in each case be such amount as the Board may from time to time determine, provided that any change to the amount of the annual subscription is posted on the Club Notice Board within 7 days after such Board determination.
29. (a) The entrance fees, annual subscriptions and other fees or charges payable by any class of members, the times and manner of payment thereof and all other matters relating thereto not specifically provided for in these Articles shall be such as shall from time to time be determined by the Board.
- (b) A member who loses their membership card may be issued with a new membership card on payment of a fee.
- (c) The annual subscription shall be paid in advance by the first day of January in each year.
30. Subscriptions are payable on or prior to 31 December in each year provided however, that subscriptions may be received from 1 November in each and every year, and the onus is on each member to ensure that their subscription is paid in advance at all times.

### **PATRONS**

31. The members in General Meeting may appoint a patron or patrons from time to time upon recommendation made by the Board to the meeting and such patron or patrons shall be deemed to be Honorary members (if not already a full member) of the Club and subject to these Articles shall remain Honorary members (if not already a full member) while they remain a patron. There shall be no more than two (2) patrons at any one time.

### **ADDRESSES OF MEMBERS**

32. Members shall advise the Secretary of the Club of any change in their address (including any electronic address) within 14 days.

## **REGISTERS OF MEMBERS AND GUESTS**

33. The Club shall keep the following registers:

- (a) A register of persons who are full members (as defined in the Registered Clubs Act) of the Club. This register shall set forth the full name and address of each Full member, the date on which the entry of the member's name in the register is made and the date on which the member last paid the annual fee for membership of the Club.
- (b) A register of persons who are Honorary members (except those admitted as Honorary members pursuant to Article 16(b)) which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act. This register shall set forth the name in full or the surname and initials and the address of each Honorary member.
- (c) A register of persons who are Temporary members (other than Temporary members referred to in Article 21A(a)(iii)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall set forth the name in full or the surname and initials, the address and the signature of the Temporary member.
- (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. This register shall set forth the name in full or the surname and initials and the address of the guest, the date on which the entry of the guest's name in the register is made and the signature of the member introducing the guest.

## **DISCIPLINARY PROCEEDINGS**

34. (a) The Board has the power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of any Full member (and to have recorded in the register of members that the person has ceased to be a member of the Club, if applicable) if, in its opinion, that member:
- (i) has failed to comply with any of the provisions of the Memorandum of Association or of these Articles of the Club or the By-Laws thereof; or
  - (ii) is guilty of any conduct prejudicial to the interests of the Club; or
  - (iii) is guilty of any conduct which is unbecoming of a member; or
  - (iv) is guilty of any conduct which renders the member unfit for membership.
- (b) The Board must comply with the following procedure when exercising its powers under paragraph (a):
- (i) Such member must be notified of any charge against that member pursuant to this Article by notice in writing at least fourteen (14) clear days before the meeting of the Board at which such charge is to be heard. The notice will set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.

- (ii) The member charged is entitled to attend the meeting of the Board for the purpose of answering the charge and is also entitled to submit to the meeting written representations for the purpose of answering the charge and to call witnesses in the member's defence.
  - (iii) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a majority of the members of the Board present in person vote in favour of the motion. The voting at the meeting of the Board will be in that manner as is decided by the Board.
  - (iv) If the member fails to attend such meeting, the Board may hear the charge or complaint and, on the evidence before it, notwithstanding the member's absence, make a decision as to the member's guilt and, if found guilty, the separate decision as to penalty. However, the Board must have regard to any representations which may have been made to it in writing by the member charged.
  - (v) After the Board has considered all the evidence put against the member, it must come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board must, if the member has attended the meeting and has been found guilty, inform the member prior to considering any penalty.
  - (vi) If having attended the meeting, the member charged must be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty.
  - (vii) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
- (c)
- (i) A member who has been expelled shall not be considered for re-admission as a member within a period of at least four (4) years after such expulsion.
  - (ii) A member who has been suspended or previously expelled from the Club shall not be eligible for election, re-election or appointment to the Board for at least ten (10) years after the period of that suspension was completed, or after expulsion. This Article 34(c)(ii) shall not require any serving Director to vacate their office for the duration of that member's term as a director.
  - (iii) A member who has previously been expelled from the Club and been re-admitted as a member in accordance with Article 34(c)(i) shall not be eligible for election or appointment to the Board unless after such re-admission, the person holds two (2) years' consecutive membership of the Club.
- (d) (i) In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to sub-paragraph (iii) of this paragraph (d), 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:
- (1) who is then intoxicated, violent, quarrelsome or disorderly; or

- (2) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
  - (3) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
  - (4) who hawks, peddles or sells any goods on the premises of the Club;
  - (5) who, within the meaning of the *Smoke-free Environment Act 2000* (NSW), smokes while on any part of the premises of the Club that is smoke-free;
  - (6) 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;
  - (7) 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.
- (ii) If pursuant to sub-paragraph (i) of this paragraph (d) a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to sub-paragraph (iii) of this paragraph (d)) 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. If a person has been refused admission to or turned out of the Club in accordance with Article 34(d)(i)(1), 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.
- (iii) Without limiting the provisions of Section 77 of the Liquor Act the employees who under these Articles are entitled to exercise the powers set out in this paragraph (d) shall be:
- (1) in the absence of the Secretary from the premises of the Club, the senior employee then on duty; or
  - (2) any employee authorised by the Secretary to exercise such power.
- (iv) If the Secretary or any employee exercises the powers referred to in this Article 34(d), a written report will be made to the Board as soon as practicable thereafter.
- (e) In the event that a notice of charge is issued to a member pursuant to this Article 34 the Board shall have power to suspend that member from all privileges of the Club until the charge is heard and determined or for one (1) month whichever is the sooner. Such suspension shall be notified in writing to the member concerned.
- (f) The powers of the Board under this Article 34 in relation to disciplinary proceedings may be exercised by a Disciplinary Committee appointed by the Board and comprising not less than 3 Directors. A quorum of the Disciplinary

Committee is 2 Directors. The chairman of the Board or Disciplinary Committee (as the case may be) will have a deliberative and casting vote.

- (g) Any complaint by a member made against another member shall be lodged in writing with the Secretary/Manager within fourteen days of the alleged offence. The Secretary/Manager will have a discretion as to whether to refer the complaint to the Board. If the Board charges the member, then the provisions of Article 34(a) shall apply.

## **RESIGNATION AND CESSATION OF MEMBERSHIP**

- 35. Any member may at any time by giving notice in writing to the Secretary resign from the member's membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.

## **GUESTS**

- 36. (a) All members shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Article 36A.
  - (b) 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.
  - (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-Law nor shall a member introduce any person as a guest who is then suspended or who has been expelled, or who has been refused admission to or turned out of the Club pursuant to Article 34.
  - (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
  - (e) The Board shall have power to make By-Laws from time to time not inconsistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
  - (f) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
  - (g) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
  - (h) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
  - (i) The Secretary 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.
- 36A. A Temporary member may bring into the Club premises as the guest of that Temporary member a minor:
    - (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;

- (b) who does not remain on the Club premises any longer than that Temporary member;
  - (c) in relation to whom the member is a responsible adult.
- 36B. For the purposes of Article 36A(c) "responsible adult" means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
  - (b) the minor's spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor's spouse on a permanent and domestic basis;
  - (c) a person who for the time being has parental responsibility for the minor.

### **BOARD OF DIRECTORS**

37.

- (a) Subject to Article 37(b), the business and affairs of the Club and the custody and control of its funds shall be managed by a Board of seven (7) Directors of the Club which shall consist of a President, a Senior Vice President, a Junior Vice President and four (4) ordinary Board members.
  - (b) Pursuant to section 30(1)(b1) of the Registered Clubs Act and clause 31 of the Registered Clubs Regulation 2015 (NSW) (**Registered Clubs Regulation**), the elected Board members and any Board members appointed to fill the position of an elected Board member may appoint up to two (2) additional persons as members of the Board. In accordance with clause 31 of the Registered Clubs Regulation, an additional person appointed as a member of the Board:
    - (i) may be appointed for a term of no more than three (3) years;
    - (ii) must be an ordinary member of the Club at the time of, and for the duration of, the person's appointment; and
    - (iii) is not eligible for re-appointment under this Article 37(b), including re-appointment after the end of the person's term.
  - (c) At any time on the Board:
    - (i) if there is one person appointed under Article 37(b), the person must be a Class A member; and
    - (ii) if there are two persons appointed under Article 37(b), at least one person must be a Class A member.
- 37A. Subject to Article 38(d), the Board shall elect persons from among themselves to hold any of the President or Vice President positions.
38. (a) Except in relation to the appointment of a Director under Article 37(b), the Board shall be elected biennially at the Biennial General Meeting of the Club.

- (b) The elected members of the Board shall hold office until the next Biennial General Meeting after that at which they were elected when they shall retire but shall be eligible for re-election.
- (c) No member who is unfinancial or who is under suspension from the Club shall be elected to office or perform duties as holder of an office or member of any committee of the Club while the member remains unfinancial or during the period of such suspension.
- (d)
  - (i) No member shall be eligible for the office of President unless he or she is a Class A member or Class B member.
  - (ii) No member shall be eligible for the office of Vice President unless he or she is a Class A member.
- (e)
  - (i) Class A and Class B members may be elected or appointed to the Board subject to this Constitution.
  - (ii) If the Board comprises of nine (9) Directors, at no time shall the Board comprise of more than four (4) Class B members but more than five (5) Class A members may hold office on such Board at any time.
  - (iii) If the Board comprises of seven (7) or eight (8) Directors, at no time shall the Board comprise of more than three (3) Class B members but more than four (4) Class A members may hold office on such Board at any time.
  - (iv) Nothing in this Article 38(e) is intended to reserve positions on the Board for Class B members.
- (f) Only those members who have been members of the Club for not less than twelve (12) consecutive months immediately prior to their nomination for election to the Board shall be eligible to be elected to the Board.
- (g) In accordance with section 73(1)(m) of the Registered Clubs Act, any person who is elected or appointed to the Board must, unless exempted, complete such mandatory training requirements for directors within the period prescribed by the Registered Clubs Act.
- (h) Subject to Article 55A, on and from the 2018 Annual General Meeting, a person must not serve more than:
  - (i) five (5) consecutive terms on the Board; or
  - (ii) ten (10) consecutive years on the Board,
 whichever is the lesser.

## **ELECTION OF BOARD**

- 39. (a) A nomination for the election of a member to the Board shall be made in writing and signed by two Ordinary or Life members of the Club and by the nominee (who shall thereby signify their consent to the nomination) and shall be lodged with the Secretary not less than 21 days before the Biennial General Meeting. Nomination forms shall be available at the Office.
- (b) If the number of candidates nominated is less than that required to be filled those candidates nominated shall be declared elected and additional

nominations shall be called for at the Biennial General Meeting of the Club. If more than the required number of candidates are nominated at the Biennial General Meeting for the remaining positions then a ballot shall be conducted at the Biennial General Meeting.

- (c) In the event of more than the required number of candidates being nominated by the closing date for nominations referred to in Article 39(a) an election by ballot which shall be determined on the "first past the post" system shall be conducted in the manner set out in the By-Laws.
- 40. The Board may from time to time make such By-Laws not inconsistent with these Articles as they think necessary for the conduct of any election and all matters in connection therewith.
- 41. The members of the Board holding office at the date of the resolution adopting these Articles shall, subject to these Articles, hold office until the conclusion of the first Annual General Meeting to be held after the date of the resolution adopting these Articles when they shall retire but shall, subject to these Articles be eligible for re-election.

### **POWERS OF THE BOARD**

- 42. The Board shall be responsible for the management of the business and affairs of the Club.
- 43. The Board may exercise its powers and do all such acts and things as the Club is by its Memorandum of Association or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of these Articles of Association and to any amendments to these Articles of Association provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
  - (a) To delegate any of its powers to committees consisting of such member or members of its body and/or such members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall be an ex officio member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second or casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.
  - (b) To make such By-Laws not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and wellbeing of the members of the Club and to amend or rescind

from time to time any such By-Laws and without limiting the generality thereof particularly for:

- (i) Such matters as the Board is specifically by these Articles empowered to regulate by By-Law.
  - (ii) The general management control and trading activities of the Club.
  - (iii) The control and management of the Club premises.
  - (iv) The conduct of members.
  - (v) The privileges to be enjoyed by each category of members.
  - (vi) The relationship between members and Club employees.
  - (vii) And generally all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by the Memorandum and Articles of Association are not reserved for decision by the Club in General Meeting.
- (c) To enforce the observance of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
  - (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
  - (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
  - (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
  - (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
  - (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
  - (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.

- (j) To sell, exchange or otherwise dispose of any land, buildings, fittings, equipment, plant or other goods or chattels belonging to the Club and to lease any property of the Club, subject to the Registered Clubs Act.
- (k)
  - (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define the Secretary of Secretary/Manager's duties.
  - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect of 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.
- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Articles.
- (m)
  - (i) To create sections and committees for the conduct, management and control of all or any social or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections to fix or approve any supplemental subscription of any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend Rules and By-Laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
  - (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent with these Articles or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.
  - (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
  - (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board).
  - (v) Subject as hereinafter provided the Constitutions and Rules or By-Laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to

and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.

- (n) To set the entrance fees and annual or other subscriptions and fees payable by all members.
44. Any By-Law made under these Articles shall come into force and have the full authority of a By-Law of the Club upon being posted on the Notice Board.

### **PROCEEDINGS OF THE BOARD**

45. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once every three (3) months for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The President shall preside as Chairman at every Meeting of the Board. If the President is not present or is unwilling or unable to act, then the Senior Vice President shall preside as Chairman. If the Senior Vice President is not present or is unwilling or unable to act, then the Junior Vice President shall preside as Chairman. If the Junior Vice President is not present or is unable or unwilling to act then the Board members present may elect their own chairman. The quorum for meetings of the Board shall be four (4) members personally present.
46. The President may at any time and the Secretary upon the request of not less than two (2) members of the Board shall convene a meeting of the Board.
47. Subject to these Articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second and casting vote. The Board may allow any Director entitled to vote at a Board Meeting to cast that vote by electronic means.
48. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
49. 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.
50. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.
51. A meeting of the Board may be held using virtual technology at which all or some persons can attend by electronic means, provided that:

- (a) a person who speaks at the meeting can be heard by the other persons attending; and
- (b) the persons entitled to attend the meeting, as a whole, have a reasonable opportunity to participate in the meeting.

### **DECLARATIONS OF INTERESTS BY DIRECTORS**

52. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with the Accountability Code (as defined in the Registered Clubs Act):
- (i) declare the nature of the interest at a meeting of the Board; and
  - (ii) comply with Article 52(b).
- (b) In accordance with Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (i) must not vote on the matter;
  - (ii) must not be present while the matter is being considered at the meeting.
- (c) The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of Article 52(b).

### **CONTRACTS WITH SECRETARY**

53. Deleted.

### **VACANCIES ON BOARD**

54. (a) The members in general meeting may by ordinary resolution:
- (i) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office;
  - (ii) 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 these Articles of Association.
- (b) Any person appointed pursuant to sub paragraph (a)(ii) of this Article 54 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.
- 54A. Notice of the intention to move a resolution to remove a member of the Board from office pursuant to Article 54 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.
- 54B. A Director who is suspended as a member loses their privileges of membership. However, the Director still remains a Director and is entitled to attend Board

meetings. A Director can be removed from office only by the members (refer Article 54A.).

55. 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) is convicted of any offence referred to in Section 206B of the Act;
- (c) 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;
- (d) is absent from meetings of the Board for a continuous period of three months without leave of absence from the Board and the Board resolves that the office be vacated;
- (e) by notice in writing given to the Secretary resigns from office as a director;
- (f) becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act;
- (g) ceases to be a member of the Club;
- (h) becomes an employee of the Club;
- (i) for the purposes of Article 38(g), the person fails to complete the mandatory training requirements for directors referred to in that Article within the prescribed period (unless exempted); or
- (j) has served either five (5) consecutive terms or ten (10) consecutive years on the Board (whichever is the lesser), with such periods of service taking place after the 2018 Annual General Meeting (subject to Article 55A).

55A. (a) A person who vacates their office pursuant to Article 55(j) shall subject to this Constitution, be eligible for re-election or re-appointment to the Board provided that there is at least one (1) full Board term between:

- (i) the person's period of either 5 consecutive terms or 10 consecutive years of service on the Board (as the case may be) (**Prior Period of Service**); and
- (ii) their re-election or re-appointment to the Board.

(b) For the avoidance of doubt, if a person is re-elected or re-appointed to the Board in accordance with Article 55A(a), any Prior Period of Service will not cause the person to vacate his or her office again pursuant to Article 55(j).

56. If any Director shall for any reasons set out in Article 55 cease to be a Director then until the next Biennial General Meeting:

- (a) In the case of any positions of President or Vice President, the remaining Directors shall elect persons amongst themselves to fill the vacated position or positions;
- (b) In the case of a Director who is not the President or a Vice President (or in the case that such a Director position becomes available because that Director

has been elected to fill the President or a Vice President position), the candidate who polled the next highest number of votes to the lowest number of votes on which a Director was appointed in the most recent election of Directors shall become a Director subject to Article 38 of these Articles.

## **GENERAL MEETINGS**

57. 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.
58. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- (b) The Board must call and arrange to hold a general meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the general meeting; or
  - (ii) at least 200 members who are entitled to vote at the general meeting.
- (c) The request of the members under Article 58(b) 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; and
  - (iv) be given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within twenty-one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within twenty-one (21) days after the request is given to the Secretary.
- (g) The meeting referred to in paragraph (f) of this Article 58 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.
- (h) 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.
- (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Article 58. 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.

59. (a) 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.
- (b) A notice of a general meeting of the Club's members must:
- (i) set out the place, date and time of the meeting; and
  - (ii) state the general nature of the meeting's business; and
  - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution; and
  - (iv) if virtual meeting technology is to be used in holding the meeting—sufficient information to allow the members to participate in the meeting by means of the technology.
- (c) 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 at least twenty-one (21) days prior to the date of the meeting.
- (d) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

## **MEMBERS' RESOLUTIONS**

- 59A. (a) Notwithstanding Articles 59B, 59C and 59D, 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.
- (b) The Secretary shall cause all items of business and notices of motion referred to in paragraph (a) 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.
- 59B. (a) The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
  - (ii) at least 100 members who are entitled to vote at a general meeting.
- (b) The notice must:
- (i) be in writing; and

- (ii) set out the wording of the proposed resolution; and
    - (iii) be signed by the members proposing to move the resolution.
  - (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
  - (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
- 59C.
- (a) If the Secretary has been given notice of a resolution under Article 59B, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.
  - (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
  - (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
  - (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.
  - (e) The Club need not give notice of the resolution:
    - (i) if it is more than 1,000 words long or defamatory; or
    - (ii) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
- 59D.
- (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
    - (i) a resolution that is proposed to be moved at a general meeting; or
    - (ii) any other matter that may be properly considered at a general meeting;
  - (b) The request must be made by:
    - (i) members with at least 5% of the votes that may be cast on the resolution; or
    - (ii) at least 100 members who are entitled to vote at the meeting.
  - (e) The request must be:
    - (i) in writing; and
    - (ii) signed by the members making the request; and

- (iii) given to the Secretary.
- (f) 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.
- (g) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.
- (h) 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.
- (i) 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.
- (j) 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.
- (k) The Club need not comply with the request:
  - (i) if the statement is more than 1,000 words long or defamatory; or
  - (ii) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

59E. A general meeting of the members of the Club must be held for a proper purpose.

### **AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS**

- 59F. (a) 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;
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor;
- (c) The auditor is entitled to be heard even if:
- (i) the auditor retires at the meeting; or
  - (ii) the meeting passes a resolution to remove the auditor from office.
- (c) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

60. The business of any Annual General Meeting shall be to receive and consider the reports referred to in Article 71A and to elect in the manner hereinbefore provided the members of the Board and, subject to the Act, to appoint an Auditor or Auditors.

61. No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum if convened on the requisition of members shall not be less than fifty (50) members present and entitled to vote and at all other General Meetings shall not be less than fifteen (15) members present and entitled to vote.
62. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the Meeting if convened upon the requisition of members shall be dissolved. In any other case it shall 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 but such period shall not exceed twenty-one (21) days. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
63. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Senior Vice President shall preside. If the Senior Vice President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Junior Vice President shall preside. In the event of the President and both Vice Presidents being unwilling or unable to act then the members of the Club present shall elect a member of the Board to be Chairman of the meeting.
64. (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the Chairman of the Meeting shall have a second or casting vote.
- (b) A person shall not:
- (i) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
- (ii) Vote at any election including an election of a member or of the Board, as the proxy of another person.
65. At any General Meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
66. (a) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith.
- (b) A demand for a poll may be withdrawn.
67. The Chairman of a Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the

adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

68. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.
- 68A. The Club may hold a General Meeting using virtual technology at which all or some persons can attend by electronic means, provided that:
- (a) a person who speaks at the meeting can be heard by the other persons attending; and
  - (b) the members entitled to attend the meeting, as a whole, have a reasonable opportunity to participate in the General Meeting.
- 68B. The Board may allow any member entitled to vote at a General Meeting to cast that vote by electronic means.

## **ACCOUNTS AND AUDIT**

69. 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.
70. 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.
71. 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.
- 71A. In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of December immediately prior to the Annual General Meeting:
- (a) the financial report of the Club; and
  - (b) the directors' report;
  - (c) the auditors' report on the financial report.
72. The financial year of the Club shall commence on the first day of January and end on the last day of December in each year or such other period as having regard to the Act, the Board may determine.
73. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

## **SECRETARY**

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

## **EXECUTION OF DOCUMENTS**

75. (a) The Club shall have a Seal.
- (b) The Board must provide for the safe custody of the Seal.
- (c) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) two members of the Board; or
  - (ii) one member of the Board and the Secretary.
- (d) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) two members of the Board; or
  - (ii) one member of the Board and the Secretary.

## **NOTICES**

76. The Club may give a notice to any member either:
- (a) personally;
  - (b) by sending the notice by post to the address of the member recorded for that member in the Register of Members kept pursuant to these Articles;
  - (c) by sending the notice to the electronic address recorded for that member (unless the member has given the Club written notice that it does not want to receive notices in this manner); or
  - (d) by notifying the member via physical or electronic communication that the notice is available and how it may be accessed electronically.
77. (a) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected on the day following that on which the same shall have been posted.
- (b) Where the Club gives notice by electronic means, the notice is deemed to have been given on the day following that on which the notice was sent.

## **INDEMNITY TO OFFICERS**

78. (a) 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 the person in the person's capacity as officer in defending any proceedings whether civil or criminal.

- (b) The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

### **WINDING UP**

79. Every member of the Club undertakes to contribute to the assets of the Club in the event of its being wound-up during the time they are a member or within one (1) year afterwards for payment of the debts and liabilities of the Club contracted before the time at which they cease to be a member and, of the costs, charges and expenses of such winding-up and for the adjustment of the rights of the contributories amongst themselves such amounts as may be required not exceeding Two Dollars (\$2.00).
80. If on the winding-up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to "The Pittwater RSL Sub-Branch".
81. True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the By-Laws for the time being of the Club shall be open to inspection of the members.

### **GENERAL**

82. The Articles of Association shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in these Articles are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.