



CONSTITUTION OF JUNEE EX-SERVICES MEMORIAL CLUB LIMITED

ABN 54 001 032 266

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Constitution

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CONSTITUTION

1. NAME OF COMPANY

1.1 The name of the company is Junee Ex-Services Memorial Club Limited.

2. PRELIMINARY

2.1 The Company shall be a non-proprietary not for profit company limited by guarantee.

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 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.

2.5 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 as far as they apply to that person.

2.6 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.

3. DEFINITIONS

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

- (a) “**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) “**AML/CTF Act**” means the Anti-Money Laundering and Counter Terrorism Financing Act 2006. Any reference to a provision of the AML/CTF Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the AML/CTF Act however that provision may be amended in that legislation.
- (c) “**Australian Defence Force**” has the meaning assigned thereto by the Registered Clubs Act.
- (d) “**Board**” means the members for the time being of the Board of Directors of

the Club constituted in accordance with this Constitution.

- (e) **“By-Laws”** shall mean the By-laws made in accordance with this Constitution.
- (f) **“The Club”** means Junee Ex-Services Memorial Club Limited ABN 54 001 032 266.
- (g) **“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.
- (h) **“Constitution”** means this Constitution.
- (i) **“Director Identification Number”** means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club.
- (j) **“Executive Committee”** means the President, Vice President and Treasurer of the Board.
- (k) **“Financial member”** means a member who has renewed their membership of the Club by the relevant due date, and/or who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates (if any are required).
- (l) **“Full member”** means any person who is in one of the categories of membership referred to in Rule ~~12.212-3~~(a).
- (m) **“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.
- (n) **“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.
- (o) **“Liquor or Gaming Policy”** means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation.
- (p) **“Month”** except where otherwise provided in this Constitution means calendar month.
- (q) **“Non financial member”** means a member who has not renewed their membership of the Club by the relevant due date, and/or has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.
- (r) **“The Office”** means the registered office for the time being of the Club.
- (s) **“Quarter”** means a period of 3 months ending on 31 March, 30 June, 30

September or 31 December.

- (t) **“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 however that provision may be amended in that legislation.
- (u) **“Rules”** means the rules comprising this Constitution.
- (v) **“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.
- (w) **“Special Resolution”** has the meaning assigned thereto by the Act.
- (x) **“Sub club”** means any social, recreational or sporting club, incorporated or otherwise, that pursuant to a resolution of the Board under Rule 31.12 is or has been established and is affiliated or becomes affiliated with the Club.

3.2 Words importing the singular number also include the plural and vice versa, and the masculine gender, the feminine gender, and vice versa.

4. MISSION AND VALUES

Mission

4.1 The Mission of the Club is ***"To provide a welcoming service venue to the members of the Club and the community"***.

Values

4.2 The Values of the Club are to maintain:

- (a) integrity;
- (b) commitment;
- (c) empowerment;
- (d) service; and
- (e) excellence.

5. OBJECTS

5.1 As a social enterprise fostering its corporate Mission and Values the objects of the Club are:

- (a) To promote the continuance of and the Club's association with and recognition of the Australian Defence Forces;
- (b) To fulfill the corporate Mission and support the Values of the Club;

- (c) To provide a welcoming hospitality venue for members and visitors;
- (d) To embrace and fulfill the corporate Mission and Values of the Club;
- (e) To carry on all such activities as may be necessary or convenient for the purposes of the Club and to do all things as in the opinion of the Club are incidental or conducive to the attainment of the Corporate Missions, Values and objects of the Club.

6. LIMITED LIABILITY

6.1 The liability of the members is limited.

7. MEMBERS GUARANTEE

7.1 Each member undertakes to contribute an amount not exceeding two dollars (\$2.00) 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.

7.2 The contribution referred to in Rule 7.1 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.

8. APPLICATION OF PROPERTY ON DISSOLUTION

8.1 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 not be transferred, paid to or distributed among the members, but be given or transferred to the Junee Sub Branch of the Returned and Services League of Australia (NSW Branch).

8.2 In the event that the Junee Sub Branch of the Returned and Services League of Australia (NSW Branch) does not exist and 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.

8.3 The institution or institutions referred to in Rule 8.2(b) shall be determined by:

- (a) the members of the Club in general meeting at or before the time of dissolution; or in default thereof
- (b) the Supreme Court of New South Wales.

9. PROPERTY AND INCOME OF THE CLUB

- 9.1 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.
- 9.2 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.
- 9.3 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.
- 9.4 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.
- 9.5 Subject to Rule 9.6 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.
- 9.6 A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:
- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976;
 - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
 - (c) interest at the rate referred to in Rule 9.5(c) above on any money lent by the director of the Club;
 - (d) a benefit provided in accordance with Section 10(6A) of the Registered Clubs Act 1976;
 - (e) rent referred to and in accordance with Rule 9.5(d).

10. LIQUOR & GAMING

- 10.1 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. This Rule 10.1 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.
- 10.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- 10.3 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- 10.4 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.
- 10.5 Subject to subsection 2 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.
- 10.6 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.
- 10.7 Under the AML/CTF Act the Club:
- (a) is a reporting entity;
 - (b) provides a designated service to its members and patrons;
 - (c) may be required to carry out such enquiries of members and other patrons, as considered necessary by the Club, to verify the member or patrons' identity; and
 - (d) may be required to undertake "*enhanced due diligence*" of certain members and patrons, in certain circumstances.
- 10.8 In Rule 10.7 "*enhanced due diligence*" means implementing measures including but not limited to obtaining more detailed information about the member or patron and verifying the nature of any business relationship, the source of funds, source of wealth and conducting more frequent and thorough monitoring of the member or patron's transactions within the Club.
- 10.9 Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce:
- (a) its obligations under the AML/CTF Act; and
 - (b) any Liquor or Gaming Policy,

which may include preventing anyone (including members) from entering or remaining on any of the premises or any part of the premises of the Club and the provisions of Rule 23 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

11. REPUTATION OF THE CLUB

Obligation to Support the Club

11.1 Consistent with the Club's Values, members must at all times conduct themselves in a manner that supports and does not bring the Club, its members, its directors, or its brand into disrepute.

Constructive Feedback and Complaints

11.2 The Club encourages constructive feedback and legitimate complaints from members.

11.3 Any complaint, concern or criticism regarding the Club's facilities, amenities, services, strategies, employees, officers or members must be raised through the Club's established complaints and feedback procedures, as determined by the Board ~~from time to time~~ including by By-Law.

11.4 Those complaints and feedback procedures are intended to enable the Club to properly investigate issues and implement appropriate corrective action where required.

Inappropriate Forums for Complaints

11.5 Public forums, including social media platforms, are not considered appropriate channels for raising complaints or criticisms about the Club including its facilities, amenities, services, strategies, employees, officers or members, as such forums do not allow the Club to follow its formal complaint handling processes and may result in inaccurate, incomplete or misleading representations about the Club and its operations.

Disciplinary Action

11.6 Conduct by a member that is inconsistent with this Rule 11 may be dealt with under Rule 23 of this Constitution.

12. MEMBERSHIP

~~12.1 Deleted.~~

~~12.2~~12.1 No person under the age of eighteen (18) years shall be admitted as a member of the Club.

~~12.3~~12.2 (a) The Full membership of the Club shall be divided into the following categories:

- (i) Life members; and
- (ii) Ex-Service members;
- (iii) Associate members.

- (b) Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:
 - (i) Provisional members; and
 - (ii) Honorary members;
 - (iii) Temporary members.

~~12.4~~12.3 The rights of members to use the facilities and amenities of the Club shall be as the Board may determine ~~from time to time~~ by By-Law or otherwise.

~~12.5~~12.4 At least twenty-five percent (25%) of the number of Full members of the Club must have the right to vote in the election of the Board.

EX-SERVICE MEMBERS

~~12.6~~12.5 Ex-Service members shall be persons who are members of, or eligible to be members of, a Sub-Branch of the Returned and Services League of Australia (NSW Branch) and have been elected to Ex-Service membership of the Club, together with all those persons who were listed in the register of members as Ex-Service members as at the date of the Special Resolution adopting this new Constitution.

~~12.7~~12.6 Ex-Service members shall pay such entrance fee (if any) and annual subscription as the Board may determine ~~from time to time~~.

~~12.8~~12.7 Ex-Service members are entitled to: all the playing and social privileges and advantages of the Club; and attend and vote at Annual General Meetings and general meetings of the Club; subject to Rule 29.5, nominate for and be elected to hold office on the Board; vote in the election of the Board; vote on any special resolution to amend this Constitution; propose, second, or nominate any eligible member for any office of the Club; propose, second or nominate any eligible member for Life membership; introduce guests to the Club.

ASSOCIATE MEMBERS

~~12.9~~12.8 Associate members shall be persons who have attained the age of eighteen years (18) and have been elected to Associate membership of the Club, together with all those persons who were listed in the register of members as Associate members as at the date of the Special Resolution adopting this new Constitution.

~~12.10~~12.9 Associate 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 general meetings (including Annual General Meetings) of the Club;
- (c) subject to Rule 29, 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 (including a 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.

~~12.11 Deleted.~~

~~12.12 Deleted.~~

~~12.13 Deleted~~

LIFE MEMBERS

~~12.14~~12.10 Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).

~~12.15~~12.11 Candidates for Life membership shall be proposed by one financial member or life member and seconded by another financial member or Life member.

~~12.16~~12.12 If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting or Annual 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.

~~12.17~~12.13 If a nomination for Life membership is not approved by the Board, the nomination shall not be submitted to a general meeting of the Club.

~~12.18~~12.14 If a nomination for Life membership is approved by a resolution passed by not less than a two-thirds majority of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club.

~~12.19~~12.15 Every Life member shall be entitled to all the rights and privileges of an Ex-Service member.

~~12.20~~12.16 A Life member is relieved from the payment of any annual subscription or levies.

13. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

13.1 The Board has the power on the application of any member to transfer that member to another category of membership (other than Life membership) if that member has the qualifications for that other category of membership.

13.2 Any application for transfer of membership pursuant to Rule 13.1 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name 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.

13.3 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.

13.4 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 13.1. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that

member to be returned to such member.

14. PROVISIONAL MEMBERS

- 14.1 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 entrance fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- 14.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club:
- (a) that person shall cease to be a Provisional member of the Club; and
 - (b) the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.
- 14.3 Provisional members may 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.
- 14.4 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.
- 14.5 The Secretary or senior employee then on duty may refuse a Provisional member admission to the Club's premises or terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

15. HONORARY MEMBERS

- 15.1 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;
 - (c) any person who produces evidence that he or she is a serving member of the Australian Defence Force; and
 - (d) any person who is a former member of the Australian Defence Force and who produces evidence that he or she is:
 - (i) a Service Member of the RSL; and
 - (ii) a member of at least one other RSL or services club.
- 15.2 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.
- 15.3 Honorary members who are not full members shall be entitled to such playing and social privileges and advantages of the Club as the Board may determine ~~from time to time~~.
- 15.4 Honorary members who are not full members shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- 15.5 A register of persons who are Honorary members (other than those persons admitted to Honorary membership pursuant to Rules 15.1(c) and 15.1(d)) which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (a) the name in full or the surname and initials; and
 - (b) the address.

16. TEMPORARY MEMBERS

- 16.1 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any person whose ordinary place of residence in New South Wales is not less than such distance as may be determined ~~from time to time~~ by the Board by By-law pursuant to this Constitution.
 - (b) A full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club.
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.
- 16.2 Temporary members shall not be required to pay an entrance fee or annual subscription.

- 16.3 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 as required by the Registered Clubs Act on the first day that they enter the Club's premises during that period.
- 16.4 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~~.
- 16.5 Temporary members are not entitled to
- (a) attend or vote at general meetings (including Annual General Meetings) of the Club;
 - (b) nominate for or be elected to the Board;
 - (c) vote in the election of the Board;
 - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (e) propose, second or nominate any eligible member for any office of the Club; or
 - (f) propose, second or nominate any eligible member for Life membership.
- 16.6 Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 28.10.
- 16.7 The Secretary or senior employee then on duty may at any time refuse a Temporary member admission to the Club, remove a Temporary member from the premises of the Club at any time and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore.
- 16.8 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 16.1(c).
- 16.9 When a Temporary member (other than a Temporary member admitted pursuant to Rule 16.1(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 or the surname and initials in full of the Temporary member; and
 - (b) the residential address of the Temporary member;
 - (c) the signature of the Temporary member.

17. ELECTION OF MEMBERS

- 17.1 A person shall not be admitted as 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.
- 17.2 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.

- 17.3 A person applying for membership of the Club must complete a membership application form and submit it to the Club.
- 17.4 Without limiting the powers of the Board, the Board will determine:
- (a) the form and particulars of the application form; and
 - (b) how the application form is to be submitted (that is, in person and/or electronically);
 - (c) if the initial joining fee and subscription (if any) must be paid when submitting their application form;
 - (d) in the case of electronic applications, how the applicant must verify their identity before their membership application can be considered by the Board or election committee.
- 17.5 After the membership application form has been submitted, the full name of the applicant must be displayed on the Club's noticeboard for at least seven (7) days.
- 17.6 An applicant can only be admitted to membership if:
- (a) they satisfy the eligibility requirements for the relevant category of membership; and
 - (b) at least fourteen (14) days have passed since the applicant applied for membership;
 - (c) Rule 17.8 has been complied with; and
 - (d) the Board or election committee resolves to admit the applicant to membership.
- 17.7 The Board or election committee may reject any application for membership without assigning any reason for such rejection.
- 17.8 In addition to any other requirements, an application for membership of the Club as an Ex-Service member must contain the following particulars;
- (a) the signature of a proposer and seconder who must be Life or Ex-Service members of the Club and know the applicant; or
 - (b) documentation satisfactory to the Board in relation to their defence force service in which case the requirement of having the application proposed and seconded will not apply.
- 17.9 If a person membership application is rejected, the Secretary shall notify the applicant of that fact and return any payments which the applicant has made to the Club.

18. JOINING FEES AND ANNUAL SUBSCRIPTIONS

- 18.1 For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, and other payments (excluding levies) (if any) payable by members of the Club.
- 18.2 All joining fees, subscriptions, levies and other payments shall be due and payable on

a date, or dates determined by the Board and the Board shall notify members of the relevant due date or dates in such manner determined by the Board.

19. NON-FINANCIAL MEMBERS

- 19.1 Notwithstanding any Rule contained in this Constitution, a Non-Financial member shall not be entitled to:
- (a) attend at the premises of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the 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.
- 19.2 Any person who remains a Non-Financial Member for a period of more than thirty (30) days may by resolution of the Board be removed from membership of the Club.
- 19.3 Any person who has been removed from membership of the Club pursuant to Rule 19.2 may re-apply for membership in accordance with this Constitution.

20. PATRONS

- 20.1 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 and such Patron or Patrons shall thereupon be deemed to be Honorary members of the Club and subject to this Constitution shall remain Honorary members while they remain a Patron except where the Patron is already a member of the Club in which case they shall retain the rights and privileges of that category of membership.

21. REGISTERS OF MEMBERS AND GUESTS

- 21.1 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) for the purposes of the Registered Clubs Act only, 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 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 the Registered Clubs Act.

22. NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS

22.1 Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change to their details.

23. DISCIPLINARY PROCEEDINGS

23.1 Subject to Rule 23.2, 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.

23.2 The following procedure shall apply to disciplinary proceedings of the Club:

- (a) A member shall be notified of:
 - (i) any charge against the member pursuant to Rule 23.1; and
 - (ii) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;
 - (iii) the date, time and place of the hearing of the charge.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 23.2 by notice in writing at least seven (7) days before the meeting of the Board at which the charge is to be heard.
- (c) The member charged shall be entitled to:
 - (i) attend the hearing for the purpose of answering the charge; and
 - (ii) submit to the meeting written representations for the purpose of answering the charge;
 - (iii) call witnesses provided that:

- (1) if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and
 - (2) the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting (and in particular and without limitation, the member must not act in an offensive or disruptive manner).
- (d) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.
- (e) If the member charged does not comply with the warning given in accordance with paragraph (d) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.
- (f) If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it and the Board may impose any penalty, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- (g) After the Board has considered the evidence put before it, the Board may:
- (i) immediately come to a decision as to the member's guilt in relation to the charge; or
 - (ii) advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.
- (h) After the Board has come to a decision as to the member's guilt in relation to the charge it must:
- (i) in the case of a decision under Rule 23.2(g)(i) of this Rule, immediately inform the member of the Board's decision; or
 - (ii) in the case of a decision under Rule 23.2(g)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.
- (i) If the member charged has been found guilty, the member must be given a further opportunity to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:
- (i) at the meeting or afterwards; and

- (ii) by way of verbal or written submissions or a combination thereof.
- (j) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.
- (k) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion.
- (l) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 23.
- (m) Any decision of the Board on such hearing or any adjournment thereof shall be final and the Board shall not be required to provide any reason for its decision.
- (n) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting.

23.3 The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 23.2 is not strictly complied with provided that there was no substantive injustice for the member charged.

PROVISIONAL SUSPENSION PENDING DISCIPLINARY HEARING

23.4 If a notice of charge is issued to a member pursuant to Rule 23.2(a):

- (a) the Board by resolution; or
- (b) 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.

MEMBER UNDER SUSPENSION

23.5 Any member suspended pursuant to this Rule 23 shall during the period of such suspension not be entitled to:

- (a) attend at the premises of the Club for any purpose without the permission of the Board; or
- (b) participate in any of the 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;
- (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.

24. DISCIPLINARY COMMITTEE

- 24.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 23 to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.
- 24.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 23 save that:
- (a) a quorum of the Disciplinary Committee shall be three (3) directors of the Club; and
 - (b) all references to the Board in Rule 23, except in Rule 23.2(m) shall be read as being references to the Disciplinary Committee.
- 24.3 The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 23 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:
- (a) the procedure set out in Rule 23 is followed; and
 - (b) the member is notified that the Board is exercising the power under this Rule 24.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.
- 24.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 24.1 and may 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 Disciplinary Committee.

25. ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

- 25.1 If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.
- 25.2 In respect of any suspension pursuant to Rule 25.1, the requirements of Rules 23.1 to 23.2 shall not apply.
- 25.3 If the Secretary (or his or her delegate) exercises the power pursuant to Rule 25.1, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:
- (a) the member has been suspended as a member of the Club; and
 - (b) the period of suspension;
 - (c) the privileges of membership which have been suspended; and
 - (d) if the member wishes to do so, the member may request by notice in writing

sent to the Secretary) the matter be dealt with by the Board pursuant to Rules 23.1 to 23.2.

- 25.4 If a member submits a request under Rule 25.3(d):
- (a) the member shall remain suspended until such time as the charge is heard and determined by the Board; and
 - (b) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 23.
- 25.5 The determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).
- 25.6 This Rule 25 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 26 of this Constitution and the powers contained in section 77 of the Liquor Act.

26. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

- 26.1 In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 26.3, 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 the 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 or an employee exercising this power 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.
- 26.2 If pursuant to Rule 26.1 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 26.3) 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.
- 26.3 Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (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.

26.4 Without limiting Rule 26.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 26.1(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.

26.5 Without limiting Rule 26.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 26.1(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.

27. RESIGNATION AND CESSATION OF MEMBERSHIP

27.1 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 an employee or officer of the Club and clearly indicating to that person that he or she resigns from membership.

27.2 A resignation pursuant to Rule 27.1 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 employee of the Club.

27.3 Any member who has resigned pursuant to 27.1 will not be entitled to any refund of membership fees or any part thereof, member benefits (including any loyalty points).

28. GUESTS

28.1 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 in full or the surname and initials, date on which the entry of the guests name in the Register is made and address of the guest and that member shall countersign that entry.

28.2 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.

28.3 No member shall introduce any person as a guest who:

(a) has been expelled from the Club pursuant to Rule 23;

(b) is then suspended pursuant to Rules 23 and 25; or

(c) who is then refused admission to or turned out of the Club pursuant to Rule 26.1.

28.4 Members shall be responsible for the conduct of any guests they may introduce to the Club.

- 28.5 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.
- 28.6 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.
- 28.7 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.
- 28.8 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.
- 28.9 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.
- 28.10 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.
- 28.11 For the purposes of Rule 28.10(c), “responsible adult” means an adult who is:
- (a) a parent, step-parent or guardian of the minor; or
 - (b) the minor’s spouse or de facto partner;
 - (c) for the time being, standing in as the parent of the minor.

29. BOARD OF DIRECTORS

- 29.1 (a) The Board shall consist of:
- (i) seven (7) elected directors who shall comprise a President, Vice President, Treasurer and four (4) Ordinary Board members; and
 - (ii) up to two (2) directors appointed by the Board pursuant to the Registered Clubs Act and Registered Clubs Regulations.
- (b) The Board must not appoint a person to be a director pursuant to Rule 29.1(a)(ii) if that person does not satisfy Rule 29.5 of this Constitution.
- 29.2 For the purposes of the Annual General Meeting of the Club to be held in 2026 and thereafter, the election of Directors shall be in accordance with Rule 30 and Directors shall hold office in accordance with and subject to Schedule 4 to the Registered Clubs Act, which is repeated below:

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.*

29.3 The only members qualified to be elected or appointed to the Board of Directors of the Club shall be:

- (a) Life members;
- (b) Ex-Service members;
- (c) Associate members;

all of whom must reside within twenty-five (25) kilometres of the Club.

29.4 In order to be eligible to be elected or appointed to the position of President or Vice President a member must have served as a Director on the Board of Directors of the Club for a period of at least twelve (12) months prior to nominating or being appointed to the position of President or Vice President. The period of twelve (12) months does not need to have been immediately prior to the nomination or appointment.

29.5 Despite Rule 29.1(b), a member who:

- (a) is an employee; or
- (b) is currently under suspension (except for a provisional suspension under Rule 23.4); or
- (c) is not a Financial member;
- (d) is disqualified 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;
- (e) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;

- (f) 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;
- (g) 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);
- (h) was an employee of the Club during the three (3) years immediately preceding the proposed date of election or appointment to the Board.
- (i) was a contractor of the Club or a director, secretary, employee or business owner of a contractor immediately preceding the proposed date of election or appointment to the Board.
- (j) has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (but not including any provisional suspension pending a disciplinary hearing);
- (k) is a director of another registered club

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

29.6 Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

29.7 A member shall not be entitled to be elected or appointed to the Board if he or she does not hold a Director Identification Number on the proposed date of election or appointment to the Board.

30. ELECTION OF BOARD

30.1 The election of the Board shall be conducted in the following manner:

- (a) The Board shall appoint a Returning Officer who shall appoint at least two (2) scrutineers to take charge of the ballot. A candidate for election 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 30.1, shall be prominently posted on the Club Notice Board at least fourteen (14) days prior to the date fixed for the close of nominations and shall remain on the Club Notice Board until nominations close.
- (c) Nominations shall close on a day that is at least seven (7) 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 (2) Life members, Ex-Service members or Associate members and by the nominee who shall thereby signify his or her consent to the nomination.
- (e) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.

- (f) The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly.
- (g) A nomination can be withdrawn at any time prior to the closing of nominations.
- (h) The Secretary shall post the name of the candidate and their proposers on the Club Notice Board.
- (i) If the required number of candidates for election to the Board is not nominated then those candidates who are nominated shall be declared elected and the unfilled positions shall be casual vacancies for the purposes of Rule 38.2.
- (j) If there be only the requisite number of candidates nominated, those candidates shall be declared duly elected.
- (k) If more than the required number is nominated, an election by ballot in such manner as determined by the Board (including electronically) shall take place.
- (l) Where a ballot is required:
 - (i) The order in which names appear on the ballot shall be determined by lot.
 - (ii) The ballot shall be conducted during such times as shall be determined by the Board ~~from time to time~~.
 - (iii) Members shall record their vote in such manner as may be prescribed by the Board. Failure to comply with those requirements shall render the vote invalid.
 - (iv) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
 - (v) 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.
 - (vi) The Returning Officer shall report the result of the ballot to the Annual General Meeting.
- (m) Where the ballot is conducted in paper form:
 - (i) The Returning Officer shall supervise the preparation of ballot papers.
 - (ii) The Returning Officer shall supervise the manner in which the ballot papers are issued.
 - (iii) Members shall place their ballot papers in the ballot box provided at the Club.
 - (iv) The Returning Officer shall supervise the safe custody of ballot papers returned.
 - (v) The Returning Officer shall supervise the examination of ballot papers.

- (vi) The Returning Officer shall supervise the counting of votes.
 - (vii) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 30.1.
 - (n) 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 30.1.
- 30.2 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 30.1.
- 30.3 The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedures in Rule 30.1 are not strictly complied with provided there is no substantive injustice for any candidates.

ELECTION OF THE EXECUTIVE COMMITTEE

- 30.4 As soon as practicable following each Annual General Meeting, the Board shall meet and elect from amongst themselves (by a simple majority of votes) the Executive Committee. The directors elected to the Executive Committee shall, subject to the remainder of this Constitution, hold those offices until the conclusion of the next election under this Rule 30.4.
- 30.5 Following the Board meeting to elect the Executive Committee, the Secretary shall post the names of the directors elected to the Executive Committee on the Club's Notice Board.

31. POWERS OF THE BOARD

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

GENERAL POWERS

- 31.2 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.

SPECIFIC POWERS

- 31.3 Without derogating from the general powers conferred by Rule 31.2, the Board shall have power ~~from time to time~~:
- (a) To delegate any of its powers to directors, members, employees, committees, sub clubs or any combination thereof.
 - (b) To make, alter and repeal By-Laws pursuant to Rule 31.20.
 - (c) 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.
 - (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 any award that may be made through the arbitration process.
- (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 issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.
- (i) 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.
- (j) ~~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.
- (k) To sell, lease, exchange or otherwise dispose of any land belonging to the Club subject to the requirements of Section 41J of the Registered Clubs Act and the Liquor Act.
- (l) 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.
- (m) 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~~.
- (n) To set the entrance fees and annual or other subscriptions and fees payable by all members.
- (o) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (p) 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.

- (q) To impose any restrictions or limitations on the rights and privileges of members, Honorary members and guests relating to the use by them of the Club premises and/or any amenity or facility therein contained or relating to their conduct, behaviour, clothing and dress whilst on the Club's premises.

COMMITTEES

31.4 Without derogating from the general powers conferred by Rule 31.2, the Board shall have power ~~from time to time~~ to delegate any of its powers to committees consisting of any:

- (a) Director;
- (b) Member;
- (c) Employee;
- (d) Person who is not a member but who has a particular skill or expertise which they will apply to a committee; or
- (e) any combination thereof.

31.5 The Board shall also have the power ~~from time to time~~ to revoke any such delegation.

31.6 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction which the Board may, where required, impose. Without limiting the foregoing, each subcommittee shall be governed by a Committee Charter approved and adopted by the Board prior to the establishment of the subcommittee, and must operate in accordance with that Charter.

The Committee Charter will set out the relevant operating rules of the subcommittee, including but not limited to any applicable requirements, responsibilities, timeframes, meeting arrangements, reporting obligations, and timelines.

31.7 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.

31.8 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.

31.9 The meetings and proceedings of any committee consisting of two (2) 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 31 or by any by-law made by the Board pursuant to this Rule 31.

31.10 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.

31.11 The Board shall have the power to dissolve committees or remove committee members from office.

SUB CLUBS

- 31.12 Without derogating from the general powers conferred by Rule 31.2, the Board shall have power ~~from time to time~~ to:
- (a) Establish 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 31.12 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 all such sub clubs referred to in (b) above to create or continue to have 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.
 - (e) Dissolve Sub clubs or remove committee members from office of Sub clubs.
- 31.13 Any of the sub clubs established pursuant to Rule 31.12 or those already in existence must conform to any By-Law made by the Board pursuant to Rule 31.20.
- 31.14 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.
- 31.15 Subject to the general control and supervision of the Board, each such sub club may manage its own affairs but shall:
- (a) make regular reports to the Board (or otherwise as maybe required ~~from time to time~~ by the Board);
 - (b) keep accurate minutes and records of meetings of its members and governing body and submit copies of all minutes and records to the Board when requested.
- 31.16 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.
- 31.17 The rules of each sub club may be amended by the members of the sub club provided that no amendment proposed or approved by the members of the sub club shall have effect unless and until it is approved by resolution of the Board.
- 31.18 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.

31.19 All assets in the possession and control of a sub club (including cash reserves) are owned by the Club.

BY-LAWS

31.20 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.

31.21 Without limiting the generality of Rule 31.20 the Board may regulate:

- (a) such matters as the Board are 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 management and control of play and dress on the bowling greens;
- (e) the upkeep and control of the bowling greens; the (f)control and management of all competitions; the (g)conduct of members and guests of members;
- (f) the privileges to be enjoyed by each category of members; the (i)relationship between members and Club employees; and
- (g) the use of social media and other forms of electronic communication relating to the Club by members and guests of members;
- (h) 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.

31.22 Any By-law made shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

31.23 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.

32. MEETINGS, PURPOSE AND POWERS OF THE EXECUTIVE COMMITTEE

32.1 The Executive Committee shall meet as required, either in person or by electronic means, and may determine its own procedures subject to any directions of the Board.

32.2 A quorum for a meeting of the Executive Committee shall be two (2) members.

32.3 All decisions of the Executive Committee shall be recorded in minutes signed by the President and provided to the next meeting of the Board for noting or endorsement.

32.4 The President shall preside at meetings of the Executive Committee, or in the President's absence, the Vice President shall preside.

32.5 The purpose of the Executive Committee is to:

- (a) facilitate the efficient management of the Club's affairs between meetings of the Board;

- (b) assist the President in ensuring that resolutions of the Board are implemented;
 - (c) act in urgent situations where it is impracticable to convene a meeting of the full Board; and
 - (d) provide guidance and oversight to the Chief Executive Officer on operational matters within the limits of authority approved by the Board.
- 32.6 Subject to Rule 32.7, the Executive Committee may exercise any powers of the Board that are delegated to it by resolution of the Board. The Board may at any time vary, restrict or revoke any authority previously delegated to the Executive Committee.
- 32.7 The Executive Committee shall not:
- (a) authorise or approve any capital expenditure, contract, or commitment exceeding the financial limit set by the Board ~~from time to time~~;
 - (b) appoint or terminate the Chief Executive Officer;
 - (c) make or amend Club policy;
 - (d) admit, suspend or expel any member unless the delegated such power in accordance with Rule 24; or
 - (e) take any action that is inconsistent with a resolution or policy of the Board.
- 32.8 In urgent or exceptional circumstances, the Executive Committee may take such action as it considers necessary to protect the interests of the Club, provided that the action and the reasons for it are reported in writing to the next meeting of the Board.

33. PROCEEDINGS OF THE BOARD

- 33.1 The Board may meet together in person and/or by electronic means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each Quarter for the transaction of business.
- 33.2 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.
- 33.3 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 unwilling or unable to act then the directors present shall elect one of the directors to take the chair for that meeting.
- 33.4 The quorum for meetings of the Board shall be four (4) members present in person and/or by electronic means.
- 33.5 The President may at any time, and the Secretary upon the request of not less than two (2) directors, shall convene a meeting of the Board.
- 33.6 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.

- 33.7 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.
- 33.8 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, and it shall be ratified at the next Board meeting.
- 33.9 A meeting of the Board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time.
- 33.10 In addition to Rule 33.8 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.

34. MATERIAL PERSONAL INTERESTS OF DIRECTORS

- 34.1 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:
- (a) declare the nature of the interest at a meeting of the Board; and
 - (b) comply with Rule 34.2.
- 34.2 Notwithstanding anything contained in 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.
- 34.3 The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of Rule 34.2.
- 34.4 If the Board reasonably determines that a director has a material personal interest in a matter and the director does not comply with Rule 34.1:
- (a) the director's failure will constitute conduct prejudicial to the interests of the Club and may be the subject of disciplinary proceedings; and
 - (b) the Board may remove or have removed, the director from the Board meeting while the matter is being considered.

35. REGISTERED CLUBS ACCOUNTABILITY CODE

The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended ~~from time to time~~)

36. LOSS OF CONFIDENCE IN DIRECTOR

- 36.1 The Board may, by resolution passed unanimously by the directors present and entitled to vote, declare that it has no confidence in a director.
- 36.2 A resolution of no confidence may only be considered at a meeting of the Board convened with at least seven (7) days' notice specifying the intention to consider such a resolution and the grounds upon which it is proposed.
- 36.3 The director concerned must be given:
- (a) written notice of the proposed resolution and the grounds relied upon for it;
 - (b) a reasonable opportunity to respond in writing or in person to the Board before the resolution is put to a vote; and
 - (c) the right to be present and heard at the Board meeting considering the resolution.
- 36.4 A resolution of no confidence in a director does not remove the director from office on the Board.
- 36.5 Upon the passing of a resolution of no confidence, the Board must as soon as practicable convene a general meeting of members for the purpose of considering an ordinary resolution to remove that director from office in accordance with section 203D of the Act.
- 36.6 The notice convening a general meeting for the purposes of Rule 36.5 must include:
- (a) the text of the Board's resolution of no confidence;
 - (b) the reasons for the Board's decision to put a resolution of no confidence; and
 - (c) any written submissions from the director concerned provided to the Club within a reasonable time before the notice of general meeting is sent to members.

37. REMOVAL OF DIRECTORS FROM OFFICE

- 37.1 The members in general meeting may, in accordance with section 230D of the Act:
- (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.
- 37.2 Any person appointed pursuant to paragraph 37.1(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.

37.3 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.

38. VACANCIES ON BOARD

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

- (a) dies.
- (b) is disqualified for any reason 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 ninety (90) days calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that their office is not vacant as a result of that absence.
- (e) by notice in writing 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 or the Liquor Act.
- (g) ceases to be a member of the Club.
- (h) becomes an employee of the Club.
- (i) fails to complete the mandatory training requirements for directors referred to in Rule 29.6 within the prescribed period (unless exempted).
- (j) was not eligible to stand for or be elected or appointed to the Board.
- (k) ceases to hold the necessary qualifications to be elected or appointed to the Board.
- (l) is convicted of an indictable offence (unless no conviction is recorded).
- (m) is not a Financial member of the Club.
- (n) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months.
- (o) is removed from office as a director in accordance with the Act and this Constitution.
- (p) does not hold a Director Identification Number (unless exempted from doing so).

38.2 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.

- 38.3 The Board shall have power at any time ~~and from time to time,~~ to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting. If a vacancy arises in the office of President, Vice President or Treasurer, the Board must fill that vacancy from amongst elected directors.

39. GENERAL MEETINGS

- 39.1 A general meeting of the members of the Club must be held for a proper purpose.
- 39.2 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.
- 39.3 The President or the Board may whenever he or it considers fit call and arrange to hold a general meeting of the Club.
- 39.4 (a) Subject to this Rule 39, the Board must call and arrange to hold a general meeting of the Club on the request of members with at least five per cent (5%) of the votes that may be cast at the general meeting.
- (b) In this Rule 39.4 the term "**the request**" shall mean the request referred to in paragraph (a).
- (c) The request must:
- (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the 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 Rule 39.4 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.

- (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 Rule 39.4. 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

- 39.5 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.
- 39.6 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.
- 39.7 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.
- 39.8 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

- 39.9 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 42.4;
 - (c) to elect the Board;
 - (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) to approve the reimbursement of directors' expenses and the payment of honorariums (if any);
 - (f) to deal with any other business of which due notice has been given to the members.

- 39.10 (a) The Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

- 39.11 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.
- 39.12 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.
- 39.13 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;
- 39.14 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

- 39.15 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 take the chair of the meeting. If the Vice President is not present or is unwilling or unable to act then the directors present shall elect one of their number, or another suitable person to take the chair for that general meeting.
- 39.16 (a) Despite Rule 39.15, the Board of the Club may, by resolution, elect any individual present (including a non-member of the Club) to chair a general meeting of the Club (or any part of it).
- (b) A person elected under Rule 39.16(a) who is not a member of the Club is not entitled to vote at the general meeting.
- 39.17 The chairperson:
- (a) is responsible for the conduct of the general meeting; and
- (b) shall determine the procedures to be adopted and followed at the meeting;
- (c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.
- 39.18 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.

- 39.19 No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.
- 39.20 Every question submitted to a meeting other than a Special Resolution 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.
- 39.21 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.
- 39.22 A demand for a poll may be withdrawn.
- 39.23 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

- 39.24 No business shall be transacted at any general meeting of members unless a quorum of members is present.
- 39.25 At any general meeting of the Club twenty (20) members present in person and eligible to vote shall be a quorum.
- 39.26 If a quorum is not present within thirty (30) 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 39.4; 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.
- 39.27 If at any meeting adjourned pursuant to Rule 39.26(b) a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

PROXY VOTING PROHIBITED

- 39.28 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.

ADJOURNMENT OF AND USE OF TECHNOLOGY FOR GENERAL MEETINGS

- 39.29 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.
- 39.30 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 39.31 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.
- 39.32 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.
- 39.33 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.
- 39.34 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.
- 39.35 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.
- 39.36 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.

40. MEMBERS' RESOLUTIONS AND STATEMENTS

MEMBERS' RESOLUTIONS

- 40.1 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.
- 40.2 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.

- 40.3 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.
- 40.4 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.
- 40.5 If the Secretary has been given notice of a resolution under Rule 40.1, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.
- 40.6 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.
- 40.7 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.
- 40.8 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.
- 40.9 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

- 40.10 Members may request the Club to give 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.
- 40.11 The request must be made by:
- (a) members with at least five (5) percent of the votes that may be cast on the resolution; or
 - (b) at least one hundred (100) members who are entitled to vote at the meeting.
- 40.12 The request must be:
- (a) in writing;
 - (b) signed by the members making the request; and
 - (c) given to the Secretary.
- 40.13 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.

- 40.14 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.
- 40.15 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.
- 40.16 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.
- 40.17 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.
- 40.18 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.

RESOLUTIONS FROM INDIVIDUAL MEMBERS

- 40.19 Notwithstanding Rules 40.1 to 40.9, individual members may submit items of business and notices of motion which they wish to be considered for inclusion 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.
- 40.20 The Secretary shall cause all items of business and notices of motion referred to in Rule 40.19 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.

41. MINUTES

- 41.1 The Club must keep minute books in which it records:
- (a) proceedings and resolutions of general meetings of the Club; and proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors); resolutions passed by directors without a meeting.
- 41.2 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.
- 41.3 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.

42. ACCOUNTS AND REPORTING TO MEMBERS

42.1 The Board shall:

- (a) 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.
- (b) prepare, on a quarterly basis, financial statements that incorporate:
 - (i) the Club's profit and loss accounts and trading accounts for the quarter; and
 - (ii) a balance sheet as at the end of the quarter.
- (c) cause the financial statements referred to in paragraph (b) of this Rule to be submitted to a meeting of the Board.
- (d) make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within forty-eight (48) hours of the statements being adopted by the Board.
- (e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule.
- (f) provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member.

42.2 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.

42.3 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.

42.4 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 December immediately prior to the Annual General Meeting:

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

42.5 In accordance with the Act, members may elect to receive their Annual reports or any other information electronically if available or by any other means that may be available.

43. FINANCIAL YEAR

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

44. AUDITORS

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

45. SECRETARY

45.1 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.

46. EXECUTION OF DOCUMENTS

46.1 The Club shall have a Seal.

46.2 The Board must provide for the safe custody of the Seal.

46.3 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.

46.4 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.

47. NOTICES

47.1 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, or
- (c) by sending it to their electronic address (if any) nominated by the member;
- (d) by notifying the member in accordance with Rule 47.2 (in the case of notices of general meetings (including Annual General Meetings) only).

47.2 If the member nominates:

- (a) an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and
- (b) an electronic means (the nominated access means) the member may use to access notices of meeting;

the Club may give the member notice of the meeting by notifying the member (using the nominated notification means);

- (c) that the notice of meeting is available; and
- (d) how the member may use the nominated access means to access the notice of meeting.

47.3 Where a notice is sent to a member in accordance with Rule 47.1, the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.

47.4 Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Rule 47.2, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.

47.5 Unless otherwise required by the Act, the Club will send notices to members in accordance with Rules 47.1(c) and 47.1(d).

48. INDEMNITY TO OFFICERS

48.1 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.

48.2 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.

49. INTERPRETATION

49.1 A decision of the Board on the construction or interpretation of this Constitution or any Rule, or any By-Law of the Club made pursuant to this Constitution or on any matter arising there from, 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.

50. AMENDMENTS TO CONSTITUTION

50.1 This Constitution can only be amended by way of Special Resolution passed at an Annual General Meeting or a general meeting of the members of the Club. Life members, Financial Ex-Service members and financial Associate members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.

50.2 For the purposes of section 246B of the Act, it is agreed that the rights of members in any class of membership may be varied or cancelled by a special resolution passed at a general meeting of the members, without a separate meeting of the members of that class. A special resolution that amends this Constitution is sufficient.

51. MEETINGS AND VOTING

- 51.1 In accordance with section 30C (3) of the Registered Clubs Act, the Club, the Board, or a committee of the Club may (but is not required to):
- (a) distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means, and/or
 - (b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
 - (c) allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.
- 51.2 If there is any inconsistency between Rule 51.1 and any other provision of this Constitution, Rule 51.1 shall prevail to the extent of that inconsistency.

