

Constitution of Brunswick Heads Bowling Club Ltd



May 2017

**Board of Directors of
Brunswick Heads Bowling Club
at time of inception**

President

John Foster

Vice President

Richard Carbines

Vice President

Denis Turnbull

Directors

Gary Rendell

Julie Sanderson

Fay Parkes

CONSTITUTION OF

Brunswick Heads Bowling Club LTD

NAME

1. The name of the Company is the "Brunswick Heads Bowling Club LTD" (hereinafter called "the Club").

DEFINITIONS

2. In this Constitution unless there is something in the subject or context inconsistent therewith:

"Act" means the Corporations Act 2001 (as amended) and any regulation made under that Act.

"annual report" means a report that is produced in accordance with and that meets the requirements of the Act, the Registered Clubs Act and the Australian Accounting Standards.

"annual subscription" means the subscription paid by a member in accordance with the Registered Clubs Act and being paid as either an annual subscription or otherwise.

"Australian Accounting Standards" means the standards issued by the Australian Accounting Standards Board, as in force for the time being, and including any modifications prescribed by the regulations.

"Authority" means the Independent Liquor & Gaming Authority.

"Board" means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution and deemed the Directors of the Company.

"business day" means a day that is not a Saturday, a Sunday or a public holiday.

"By-laws" shall mean and include Rules.

"Chairperson" shall mean the chairperson of a meeting of the Club being such person entitled to preside at said meeting in accordance with the provisions of this Constitution.

"close relative" of a person means:

- (a) a parent, child, brother or sister of the person; or
- (b) a spouse or de facto partner of the person or of a person referred to in paragraph (a) [Note: "De facto partner" is defined in the *Interpretation Act 1987*]

"Club" means the Brunswick Heads Bowling Club ACN 001 052 982 and includes any registered business names owned by the Club.

"club licence" means a club licence granted under the Liquor Act.

"the Club notice board" means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.

"Constitution" means this company constitution of the Club which has been adopted and modified in accordance with the Act.

"contract" includes commercial arrangements.

"core property" means any real property owned or occupied by the Club that comprises:

- (a) the defined premises of the Club, or
- (b) any facility provided by the Club for the use of its members and their guests, or
- (c) present at a general meeting of the Ordinary Members of the Club, to be core property of the Club,

but does not include any property referred to in paragraphs (a)-(c) that is declared, by a resolution passed by a majority of the members present at a general meeting of the Ordinary Members of the Club, not to be core property of the Club.

"dispose" of property means to sell, lease or licence the property or to otherwise deal with the property in such manner as may be prescribed by the Registered Clubs Act.

"employ" and "employee" includes engage under a contract for services.

"financial member", and the term "financial" when referring to a member, means a member who has paid the annual subscription in advance.

"Full Member" means a member who is an Ordinary Member or Life Member of the Club.

"Gaming Machines Act" means the Gaming Machines Act 2001 (as amended) and any regulation made under that act.

"general meeting" includes Annual General Meeting. "gift" includes money, hospitality or discounts.

"Liquor Act" means the Liquor Act 2007 (as amended) and any regulation made under that act.

"manager" shall mean the Secretary of the Club and such other persons approved by the Authority in accordance with the Liquor Act.

"month" except where otherwise provided in this Constitution means calendar month.

"non-core property" means any real property owned or occupied by the Club that is not core property.

"the office" means the registered office for the time being of the Club. "Officer" includes any member of the Board, but does not include the Auditor.

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

"ordinary resolution" means a resolution that may be passed by a simple majority (being at least 50%) of members present and entitled to vote at a general meeting

"Registered Clubs Act" means the Registered Clubs Act 1976 (as amended) and any regulation made under that act.

"Regulations" means regulations made under the Registered Clubs Act.

"responsible adult" means a person of or over the age of eighteen (18) years who, in relation to the minor, is either a parent, step-parent, guardian, legal spouse, or a person who for the time being has parental responsibility for the minor.

"Returning Officer" shall mean a person appointed by the Club to conduct an election on behalf of the Club, and shall include the State Electoral Commissioner or a representative when said Commissioner conducts an election.

"Rules", unless otherwise inferred, means the paragraphs within this Constitution, and any By-laws and regulations of the Club.

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

"special resolution" means a resolution that in accordance with the Act:

- (a) Is passed at a general meeting of the Club of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and
- (b) Is passed by a majority of at least seventy-five percent (75%) of such members of the Club as, being entitled to do so, are in attendance and vote in person at the meeting.

"teleconferencing" includes the use of telephone, computer, or video based equipment, or other suitable electronic means of communication.

"top executive" means each of the following:

- (a) the Secretary of the Club;
- (b) a person who is the manager (within the meaning of the Liquor Act) of any premises of the Club;

- (c) a person who is, or who is of a class, prescribed by the Registered Clubs Act for the purposes of this definition.

“Written” and “In writing” include printing, typing, lithography, electronic communication and other modes of representing or reproducing words in visible form in the English language. Provided that information may only be given by means of electronic communication where at the time the information was given it was reasonable to expect that the information would be readily accessible and the person to whom the information is given has consented to the information being given by means of an electronic communication.

“year” when referring to matters dealing with elections means the period between successive Annual General Meetings.

INTERPRETATION

3. A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-laws of the Club made pursuant to this Constitution or on any matter arising therein, 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 a Court of proper jurisdiction.
4. Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.
- 4A. (a) References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
- (b) The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.
- (c) A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.

EFFECT OF CONSTITUTION

- 4B. The Club's Constitution and any By-laws and other rules have effect as a contract between the Club and each member; and between the Club and each director and the Secretary; and between a member and each other member; under which each person agrees to observe and perform the Constitution, By-laws and rules so far as they apply to that person.

PRELIMINARY

5. The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
6. The Club is established for the purposes set out in this Constitution.
7.
 - (a) The Club shall be a non-proprietary company.
 - (b) Subject to the provisions of the Registered Clubs Act, a member of the Club, whether or not such member is a member of the Board or of any committee of the Club, shall not be entitled under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every member of the Club. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.
 - (c) Subject to the provisions of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
 - (d)
 - (i) The Secretary, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under this Constitution or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
 - (ii) Subject to provisions 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 and shall not grant any interest in an approved gaming machine kept by the Club to any other person.
8.
 - (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.

- (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
 - (c) An employee of the Club must not vote at any election of the governing body of another club or association if any member of that governing body would, as the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of this Club.
- 9.
- (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person who is not a member of the Club except on the invitation and in the company of a member of the Club or to persons attending a function whilst a club functions authorisation is in force.
 - (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
 - (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.
 - (d) The Club shall observe the liquor harm minimisation requirements of the Registered Clubs Act, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti- social behaviour) .
- 9A. The Club must not dispose of any core property of the Club unless:
- (a) the property has been valued by a qualified valuer; and
 - (b) the disposal has been approved at a general meeting of the Ordinary Members of the Club at which a majority of the votes cast supported the approval; and
 - (c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer,
- notwithstanding any exceptions created by regulations made under the Registered Clubs Act.

OBJECTS

The below objects originate from the Club's Memorandum of Association and have been included here in their entirety for historical purposes. Changes to the objects of the Club have only been made where it has been absolutely necessary.

10. The objects for which the Club is established are:

- (a) To acquire and take over the assets and assume the liabilities of the present unincorporated club known as the "Brunswick Heads Bowling Club".
- (b) To purchase lease or otherwise acquire and hold any freehold or leasehold property or any easements rights or privileges which the Club may think requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Club.
- (c) To promote and conduct such sports games amusements and entertainments pastimes and recreations indoor and outdoor as the Club may deem expedient.
- (d) To construct establish provide maintain and conduct playing areas and grounds as the Club may determine and to construct provide establish furnish and maintain clubhouses pavilions and other buildings containing such amenities conveniences and accommodation either residential or otherwise as the Club may from time to time determine.
- (e) To construct maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
- (f) To raise money by entrance fees subscriptions and other payments payable by members and to grant any rights and privileges to subscribers.
- (g) To promote and hold either alone or jointly with any other Association Club or persons competitions matches and sports and to offer give or contribute towards prizes medals and awards and to give or guarantee any prize money and expenses whether for members or other persons and to promote give or support dinners balls concerts and other entertainments. Provided that no member of the Club or other person shall receive any prize medal award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said game match sporting event or competition may be awarded to him.
- (h) To subscribe to become a member of and co-operate with any other Club Association or organisation whether incorporated or not whose objects are

altogether or in part similar to those of this Club. Provided that the Club shall not subscribe to or support with its funds any Club Association or Organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of Rule 11 of this Constitution.

- (i) To acquire membership of the Registered Clubs Association of New South Wales and to arrange for the representation of the Club at any corporation body or bodies formed for the purpose of promoting the interests of the Club and its social sporting and other activities.
- (j) To purchase and/or apply for a licence or permit or other authority under such Act or Acts as shall for the time being be in force in the State of New South Wales for the purpose of selling and/or distributing intoxicating liquor tobacco cigarettes and other supplies and the operation of automatic machines.
- (k) To buy prepare make supply sell and deal in all kinds of sporting equipment used in connection with the Club's sporting activities or entertainments and all kinds of provisions and refreshments required or used by the members of the Club or other persons frequenting the playing areas grounds Clubhouses or premises of the Club.
- (l) To purchase take or lease or in exchange or otherwise acquire any lands buildings easements rights of common or property real or personal which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Club and to sell convey transfer assign mortgage give in exchange or dispose of the same.
- (m) To make draw accept endorse discount and execute and to issue Promissory Notes Bills of Exchange Debentures or other transferable or negotiable instruments of any description.
- (n) To borrow or raise and secure the payment of money in such manner as the Club shall think fit in particular by the issue of Debentures or Debenture Stock perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase redeem or pay off any such securities.
- (o) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property both present and future.
- (p) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other securities over the whole or any part of the real or personal property present or future of the Club.

- (q) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined and to sell dispose of realise or otherwise deal with any such securities.
- (r) To hire employ and dismiss secretaries, clerks, managers, servants and workmen and to pay to them and to other persons in return for services rendered to the Club salaries wages gratuities or pensions.
- (s) To sell improve manage develop exchange lease mortgage dispose of turn to account or otherwise deal with all or any part of the property or rights of the Club provided that no portion of the Club premises which are the subject of a licence under the Liquor Act shall be leased whilst so licensed.
- (t) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.
- (u) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (v) To sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares debentures or securities of any other company having objects altogether or in part similar to those of the Club.
- (w) To insure against damage by fire or otherwise any insurable property of the Club and to insure any servant of the Club against risk accident or fidelity in the course of their employment by the Club and to effect insurance for the purpose of indemnifying the Club in respect of claim by reason of any such risk accident or fidelity and to establish and support or aid in the establishment and support of associations, institutions funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependents or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurances funds pensions or allowances.
- (x) From time to time to make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (y) To do all or any of the above mentioned things either singly or in conjunction with any other corporation company firm association club or person and either as principals agents contractors trustees or otherwise.
- (z) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that in the interpretation of this Rule the meaning and effect of any object is not restricted by any other object and that each object is to be

construed and have effect as an independent power and that this Rule is to be construed so as to widen and not restrict the powers of the Club.

11. The income and property of the Club, whensoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to or amongst the members of the Club. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or employees of the Club or any member of the Club or other person returned from his services actually rendered to the Club, or reasonable and proper rent for premises demised or let by any member of the Club.

WINDING UP

12. The liability of the members is limited.
13. Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up during the time that he or she is a member or within one (1) year afterwards for payment of the debts and liabilities of the Club, contracted before the time at which he or she ceases to be a member and of the costs charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding One Dollar (\$1.00).
14. If upon the winding up or dissolution of the Club, there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to those of this Club and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club, under or by virtue of this Constitution hereof, such institution or institutions to be determined by the members at or before the time of the dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

MEMBERSHIP

15. A person shall not be admitted to membership of the Club except as an Ordinary Member, Life Member, Honorary Member, Temporary Member or Provisional Member.
16. The persons who at the date of the special resolution adopting this Constitution are entered in the Register of Members of the Club and such other persons as the Board admits to membership in accordance with this Constitution are the members of the Club.
17. All classes of membership are open to both sexes.
18. Unless and until otherwise determined by the Board, the classes of membership are:
 - (a) Life Members
 - (b) Full Playing Members
 - (c) Associate Playing Members
 - (d) Restricted Playing Members
 - (e) House Members
 - (f) Junior Members
19. In accordance with the Registered Clubs Act, the Club shall also have the following classes of membership:
 - (a) Honorary Members
 - (b) Temporary Members
 - (c) Provisional Members
20. Notwithstanding the classes of membership described in this Constitution, the Club may create such other classes or sub-classes of membership with appropriate rights and eligibility as defined in By-law as determined by the Board.

ELIGIBILITY FOR ORDINARY MEMBERSHIP

21. The requirements for eligibility of persons for election or transfer to the following class of Ordinary membership are:
 - (a) **Full Playing Members**
Persons who have attained the age of eighteen (18) years and who are elected or transferred by the Board to Full Playing Membership of the Club.
 - (b) **Associate Playing Members**

Persons who have attained the age of eighteen (18) years and who are elected or transferred by the Board to Associate Playing Membership of the Club.

(c) **Restricted Members**

Persons who have attained the age of eighteen (18) years and who are elected or transferred by the Board to Restricted Membership of the Club.

(d) **House Members**

Persons who have attained the age of eighteen (18) years and who are elected or transferred by the Board to House Membership of the Club.

(e) **Junior Members**

Any person who has not attained the age of eighteen (18) years and who satisfies the Board that he or she has an interest in taking part in one or more activities of the Club may be admitted to Junior Membership of the Club.

- (i) Junior Members must take an active part in the sporting activities of the Club on a regular basis and shall be entitled only to those privileges of membership as the Board may determine from time to time but shall NOT be entitled to introduce guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club.
- (ii) Junior Members shall be permitted to use only those parts of the licensed areas of the Club for which an authority is enforced but shall not be served with or consume alcohol within the Club.
- (iii) Junior Members shall pay annual subscription as the Board may determine.
- (iv) No person may be elected to Junior Membership of the Club unless the Club receives written consent from the parent or guardian of that person becoming a Junior Member of the Club and taking an active part in the sporting activities of the Club.

LIFE MEMBERS

22. (a) Any member who has rendered long or meritorious service to the Club or for any other commendable reason may be elected to Life Membership by resolution carried by a simple majority of those members present and voting at an Annual General Meeting, following the submission to such meeting of an appropriate recommendation from the Board.
- (b) A Life Member is relieved from payment of any annual subscription but shall pay any other fees or levies payable by a Club member.
- (c) A Life Member shall otherwise have the same rights and privileges of a Playing Member.

RIGHTS OF MEMBERS

23. (a) Life Members, financial Playing Members, financial Associate Playing Members and financial Restricted Playing Members are entitled to attend and to vote at all general meetings of the Club and vote in the election of the Board of the Club.
- (b) Only Life Members and financial Playing Members are entitled to be nominated for, elected to and hold office on the Board.
- (c) Associate Playing Members and Restricted Playing Members shall be entitled to the social privileges of the Club and such Bowling privileges as may be determined by the Board from time to time.
- (d) House Members shall be entitled to the social privileges of the Club but shall not be eligible to attend or vote at any general meeting of the Club.
- (e) Junior Members shall be entitled to such playing rights and social privileges as determined by the Board from time to time but shall have no voting rights.
24. Each member who is entitled to vote has one (1) vote, but cannot vote by proxy.
25. (a) The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.
- (b) Without derogating from the general powers of the Board conferred in paragraph (a) of this Rule, all members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:
- (i) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
- (ii) the Club's responsible service of gaming policy (as adopted and amended by the Board from time to time) .

HONORARY MEMBERS

26. (a) The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club;
- (ii) any prominent citizen or local dignitary visiting the Club.
- (b) Honorary Members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.

TEMPORARY MEMBERS

27. The following persons in accordance with procedures established by the Board may be made Temporary Members of the Club:

- (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of five (5) kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
 - (b) A person who is a member of another registered club with similar objects to those of this Club;
 - (c) Any person who is attending the Club for the purpose of taking part in an organised sport or competition as provided in Section 30 (10) of the Registered Clubs Act;
 - (d) Any interstate or overseas visitor.
- 28.
- (a) Temporary Members shall not be required to pay a joining fee or an annual subscription unless determined otherwise by the Board from time to time.
 - (b) Temporary Members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
 - (c)
 - (i) Temporary members shall not be permitted to introduce guests into the Club.
 - (ii) A Temporary Member may be accompanied at the premises of the Club by a minor (person under the age of eighteen (18) years) provided that the Temporary Member is a responsible adult in relation to that minor and that such minor remains in the immediate presence of the Temporary Member. A minor's details must NOT be entered into the Temporary Member Register or the Guest Register of the Club.
 - (d) The Secretary, President, Vice Presidents or senior employee then on duty may terminate the membership of any Temporary Member at any time without notice and without having to provide any reason therefore.
 - (e) No person under the age of eighteen (18) years may be admitted as a Temporary Member of the Club.
 - (f) A Temporary Member (other than a Temporary Member who is exclusively attending the Club for the purpose of taking part in an organised sport or competition) is required to complete and sign the Temporary Members register when entering the Club premises for the first time. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
 - (g) The duration of Temporary Membership shall be as determined by the Board from time to time provided that Temporary Membership shall be for a period of up to, but not exceeding, seven (7) consecutive days (or for such longer period no more than thirty (30) consecutive days as the appropriate authority may approve in writing in relation to the Club) PROVIDED that a person who is attending the Club for the purpose of taking part in an organised sport or competition shall be a Temporary Member from the time on that day when that person attends the premises of the Club until the end of that day.

PROVISIONAL MEMBERSHIP

29. Every person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form shall be granted Provisional Membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
30. Should a person who is admitted as a Provisional Member not be elected to membership of the Club within six (6) weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional Member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
31. Provisional Members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

ELECTION OF MEMBERS

32. A person shall not be admitted as a member of the Club other than as a Provisional, Temporary or Honorary Member unless that person is elected to membership at a meeting of the Board of the Club or a duly appointed election committee of the Club the names of those members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.
33.
 - (a) Candidates for membership of the Club shall complete and sign an application form. The application form shall set out the full name, address and occupation of the candidate and the class of membership to which the candidate wishes to be admitted. The application form shall be in the form and contain such further particulars as are from time to time determined by the Board. The application form for Junior Membership shall be endorsed and signed by a responsible adult for the minor.
 - (b) The nomination form shall be deposited at the office and the Secretary shall cause the name, address and occupation of the candidate to be exhibited on the Club notice board for a continuous period of not less than one (1) week before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.

34. Every person elected to membership shall be deemed to agree to pay the joining fee (if any) and annual subscription and other fees and charges as prescribed in the Constitution and to be bound by the Constitution of the Club and By-laws from time to time in force and the payment of the said joining fee or part thereof and/or the said annual subscription or part thereof shall be conclusive evidence of such agreement. Provided nevertheless that if such payment is not made within one (1) month after the date of the election to membership, the Board may at its discretion cancel its election of the person to membership of the Club.
35. (a) Upon a person being elected to membership by a simple majority of members of the Board who are present and vote at the meeting and upon payment of the entrance fee (if any) and first subscription (if not already paid by the person in obtaining Provisional Membership) such person becomes a member of the Club, provided nevertheless that if such entrance fee and subscription is not paid within thirty (30) days after the date of election to membership the Board may at its discretion cancel the selection of the person from membership of the Club. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.
- (b) A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or the Board.

TRANSFER OF MEMBERSHIP

36. The Board or the election committee, at its discretion, may on the written application of a member who has the qualifications for and wishes to become a member of the different class transfer that member from any class of Ordinary Membership to another class of Ordinary Membership and may, if appropriate, make an adjustment in the entrance fee (if any) and subscription paid or payable by that member so transferred for the membership in which the transfer takes place provided that any Junior Member (who has been a Junior Member for a period of at least two (2) years) that applies to transfer membership upon turning the age of eighteen (18) years will not be required to pay the entrance fee otherwise attributable to that category of membership.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

37. Entrance fees, subscriptions and other payments payable by members of the Club should be such as the Board may from time to time prescribe provided that the annual subscription for any class of Ordinary Member shall be not less than Two Dollars (\$2.00) or such other minimum subscription provided from time to time by the Registered Clubs Act.
38. Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time provided that it not be less than \$2.00 or such other minimum prescribed under the Registered Clubs Act.
39. (a) All annual subscriptions shall be due and payable in advance on a date determined by the Board either annually or if the Board so directs and

approves from time to time, for such number of years as provided for in the By-laws. All levies made by the Board shall become due and payable in the manner provided for in the resolution making such levy.

- (b) If the subscription or any part thereof of any member shall not be paid within a period of thirty (30) days from the date upon which it shall fall due for payment the Secretary may cause the member's name to be removed from the register of members without notice and such person shall cease to be a member.
- (c) Any person who has ceased to be a member of the Club pursuant to paragraph (b) of this Rule 39 may re-apply for membership in accordance with this Constitution.
- (d) Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a Guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-laws of the Club.

PATRON

- 40. The members in general meeting may appoint one or more Patrons from time to time upon a recommendation being made by the Board to the meeting and any Patron will (if not a member of the Club) thereby be deemed to be an Honorary Member of the Club and subject to this Constitution will remain an Honorary Member while he or she remains a Patron.

ADDRESSES OF MEMBERS

- 41. Members shall advise the Secretary of the Club of any change in their address.

REGISTERS OF MEMBERS AND GUESTS

- 42. The Club shall keep the following registers:
 - (a) A register of persons who are Full Members of the Club. This register shall set forth the name in full, the occupation and address of each Full Member, the date of birth and the date of being first elected to membership of the Club and if that person is an Ordinary Member, the date on which that member last paid the annual fee for membership of the Club.
 - (b) Temporary Member Register of persons who are Temporary Members other than Temporary Members who are exclusively attending the Club for the purpose of taking part in an organised sport or competition. At the commencement of the Temporary Membership, the register shall have entered in it the full name, or the surname and initials, and the address, of the Temporary Member together with his or her signature. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
 - (c) Honorary Member register of persons who are Honorary Members of the Club. This register shall set forth the name in full and the address of each Honorary Member and the date or period of Honorary Membership.

- (d) Guest register of persons over the age of eighteen (18) years who enter the premises of the Club as Guests of members. Such register shall have entered therein on each day the Guest enters the premises of the Club, the name and address of the Guest, the date of that day, and the signature of the accompanying member. A Guest entering the Club more than once on the same day with the same member need only enter his name in the Register once. It is offence to make an entry in the guest register relating to a person under the age of eighteen (18) years.
- 42A. A register referred to in this section shall be retained by the Club for a period of at least three (3) years after the date of the last entry in the register.

DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS

43. If any member refuses to or neglects to comply with any of the provisions of the Constitution, By-laws or other Rules of the Club or is in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or is guilty of conduct which in the opinion of the Board is unbecoming of a member or which renders the member unfit for membership, the Board (including a properly constituted judiciary committee) shall have the power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to erase the member's name from the register of members provided that at all times the principles of procedural fairness are upheld and that:
- (a) Such member shall be notified of any charge against him or her pursuant to this Rule by notice in writing by a prepaid letter posted to the member's last known address at least fourteen (14) clear days before the meeting of the Board at which such charge is to be heard. The notice shall set out the facts, matters and circumstances giving rise to the charge.
 - (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and may be accompanied at the hearing by a person of the member's choice, or the member may answer the charge in writing.
 - (c) Witnesses may be reasonably called to attend and to give evidence or may give a written statement.
 - (d) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to any representations made to it in writing by the member charged.
 - (e) The voting method by the members of the Board present at such meeting shall be as decided by the Board and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least one-half of the members of the Board present vote in favour of such motion.
 - (f) Any decision of the Board at such hearing or any adjournment thereof shall be final.
 - (g) Thorough minutes of proceedings shall be taken of all meetings relating to a charge or complaint made against a member.

- (h) The member shall be notified in writing of any decisions and penalties imposed by the Board or by a judiciary committee.
- (i) Any member notified or any member proposed in accordance with this Rule to be notified may immediately be suspended from all privileges of the Club until such time as the meeting is held. Such immediate suspension of membership shall be advised to the member in writing. The meeting of the Board to hear the charge against the member shall be heard within six (6) weeks of the notification to the member of the immediate suspension.

REMOVAL OF PERSONS FROM THE CLUB PREMISES

- 43A. (a) In this Rule: "authorised person" means the Secretary, an employee or agent of the Secretary, or a police officer; "vicinity of the Club premises" means any place less than 50 metres from any point on the boundary of the licensed premises. The functions that may be exercised under this Rule may only be exercised in relation to the licensed premises to which the club licence relates. A reference in this Rule to turning a person out of the Club premises includes a reference to causing the person to be turned out.
- (b) The Secretary or an authorised person may refuse to admit to, or may turn out of, the Club premises any person, including a member: who is at the time intoxicated, violent, quarrelsome or disorderly; whose presence on the Club premises renders the Secretary liable to a penalty under the Liquor Act; who smokes, within the meaning of the Smoke-free Environment Act 2000, while on any part of the Club premises that is a smoke-free area within the meaning of that Act; who uses, or has in his possession, while on the premises, any substance that the authorised person suspects of being a prohibited plant or a prohibited drug; or whom the authorised person, under the conditions of the club licence or a term of a liquor accord, is authorised or required to refuse access to the Club premises.
- (c) If pursuant to this Rule a person (including a member) has been refused admission to, or has been turned out of the Club premises, an authorised person may at any subsequent time refuse to admit said person into the Club premises or may turn the person out of the Club premises, and such power to turn out or refuse entry may be exercised until such time as the matter that lead to the said person originally being turned out or refused entry has been dealt with by the Board, or six (6) weeks has elapsed, whichever is the sooner.
- (d) (i) In accordance with the Liquor Act, if a person is required to leave the Club premises under this Rule, the said person must leave the Club premises.
- (ii) In accordance with the Liquor Act for the purposes of this Rule, such reasonable degree of force as may be necessary may be used to turn a person out of Club premises.
- (e) (i) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, must not re-enter or attempt to re-enter the Club premises within 24 hours of being refused admission or being turned out. After the 24- hour period ends in

relation to any such person, an authorised person is permitted to again exercise the powers under this Rule in relation to the person.

- (ii) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, must not, without reasonable excuse remain in the vicinity of the Club premises, or re-enter the vicinity of the Club premises within six (6) hours of being refused admission or being turned out. In accordance with the Liquor Act, a person has a reasonable excuse for remaining in, or re-entering, the vicinity of the Club premises if the person reasonably fears for his or her safety if he or she does not remain in, or re-enter, the vicinity of the Club premises, or the person needs to remain in, or re-enter, the vicinity of the Club premises in order to obtain transport, or the person resides in the vicinity of the Club premises.
- (f) An Alcohol Management Operations Register may be maintained (and shall be maintained if required under the Liquor Act) for the purpose of recording in writing and relaying the facts, matters and circumstances relating to the exercise of powers referred to in this Rule. In accordance with the Liquor Act, any incident, whether under this Rule or otherwise, that occurs outside of the standard trading period for the Club and results in a patron of the Club premises requiring medical assistance is an incident that must be recorded in the Alcohol Management Operations Register. All reports must be recorded in the Alcohol Management Operations Register as soon as practical after the incident.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 44. (a) A member may at any time by giving notice in writing to the Secretary resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary and the member will not be entitled to any refund of membership fees or any part thereof. The member shall continue to be liable for all arrears due and payable to the Club at the date of resignation and also liable for any contribution which may be required pursuant to Rule 13 of this Constitution.
- (b) Should any member who has paid an entrance fee on joining the Club resign and subsequently apply for membership within a period of three (3) years from the date of the said resignation and be re-elected as a member of the Club, such person shall not be required to pay a further entrance fee unless at the time of the re-election the entrance fee then applicable shall be greater than the entrance fee paid by the person on his or her previously becoming a member of the Club in which case the person shall be required to pay the difference between the entrance fee applicable at the re-election and the entrance fee paid on previously being elected a member of the Club.

GUESTS

45. (a) Subject to Rule 46(a), all members other than Temporary Members shall have the privilege of introducing guests to the Club.
- (b) On each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest (except if that guest is a minor) and that member shall countersign that entry.
- (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by a By-law nor shall a member introduce any person as a guest who has been suspended from the Club pursuant to Rule 43.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) The Board shall have power to make By-laws from time to time not inconsistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (f) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (g) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (h) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- (i) The Secretary, or in the Secretary's absence, the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) any time without notice and without being required to give a reason.
46. A Temporary Member may bring into the Club premises as the guest of that Temporary Member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary Member;
- (b) who does not remain on the Club premises any longer than that Temporary Member;
- (c) in relation to whom the member is a responsible adult.
47. For the purposes of Rule 46 "responsible adult" means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:

- (a) a parent, step-parent or guardian of the minor;
- (b) the minor's spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor's spouse on a permanent and domestic basis;
- (c) a person who for the time being has parental responsibility for the minor.

BOARD OF DIRECTORS

- 48. The business and affairs of the Club and the custody and control of its funds and property is to be managed by a Board of nine (9) Directors consisting of President, Senior Vice Presidents, Vice President and six (6) ordinary Board members.
- 49. No person shall be qualified to be a Director unless he or she is a Full Member or Life Member of the Club.
- 50.
 - (a) The Board must be elected annually at an election of members of the Club who are entitled to vote.
 - (b) The members of the Club entitled to vote at an election of the Board shall consist of such class or classes of membership as comprises not less than 25% of the members of the Club.
 - (c) In each subsequent year, the members of the Board will hold office until the conclusion of the Annual General Meeting after that at which they were elected when they will retire but be eligible for re-election.
 - (d) A member who, pursuant to this Constitution, is not a financial member or is currently under suspension is ineligible to be nominated for or be elected to the Board or to any office or committee or to perform duties as holder of an office or member of any committee, while the member remains un-financial or during the period of such suspension, other than the role as an elected Director of the Club.
 - (e) Each member elected or appointed to the Board may be required to undergo training courses relating to financial management and other relevant matters in order for the Club to meet the requirements of the Registered Clubs Act.

ELECTION OF THE BOARD OF DIRECTORS

- 51. The Board shall be elected annually by those members entitled to vote in the election of the Board in the following manner:
 - (a) Nominations for election of the Directors shall be made in writing and signed by two (2) financial Full Playing Members or Life Members of the Club and by the nominee who in doing so shall be deemed to signify consent to the nomination.
 - (b) Nominations for the offices of Director shall be delivered to the Secretary not less than twenty-eight (28) days before the day fixed for the Annual General Meeting.

- (c) On the day following the last day for nominations of Directors, the Secretary shall post the names of the nominees and their proposers on the notice board.
 - (d)
 - (i) If the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated must be declared elected at the Annual General Meeting.
 - (ii) If no or insufficient nominations are received for the number required to be elected, the candidate or candidates, if any, nominated must be declared elected at the Annual General Meeting and nominations may, with the consent of the nominee, be made orally at the meeting for the vacancies then remaining. If more than one candidate is nominated for the vacancies, election by ballot for the vacancies remaining must be held at the Annual General Meeting.
 - (iii) If the number of candidates nominated exceeds the number required to be elected, an election by ballot shall take place.
52. (a) Voting in the election for the Board of the Club shall be on the first past the post system.
- (b) The Returning Officer and two (2) scrutineers appointed by the chairperson of the meeting shall be responsible for the count provided that a candidate for office cannot be a scrutineer.
- (c) In the event of an equality of votes in favour of two or more candidates, the Returning Officer must draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.
- (d) If required, separate ballots must be held in respect of the positions of President, and 2 vice Presidents and ordinary Board members.
53. The Board may from time to time make such By-laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection therewith.
- 53A. The State Electoral Commissioner shall conduct an election of the Board of the Club if:
- (a) An application is made in writing to the Authority by a member entitled to vote for the making of the order, and said application is signed by at least 200 or one-tenth of the number of members of the club so entitled to vote, whichever is the less, and showing the names in full or the surnames and the initials of the given names of the signatories; and notice in writing of intention to make the application was given to the Club at least twenty-one (21) clear days before the day appointed for the commencement of the hearing of the application; or
 - (b) An order is made by the Authority as part of its determination in a matter of complaint against the Club; or
 - (c) On application by the Club to the Electoral Commissioner; and written notification of that fact is sent at the same time to the Authority.

SPECIAL APPOINTMENTS MADE BY THE BOARD

- 53B. (a) In accordance with the Registered Clubs Act, the elected members of the Board may appoint special Board members to hold up to two (2) Board positions at any one time, provided that:
- (i) The terms shall be no more than three (3) years; and
 - (ii) The person must be an ordinary member at the time of, and for the duration of, the appointment; and
 - (iii) The person is not eligible for reappointment as a special Board member at the end of the term.
- (b) Within twenty-one (21) days of a special Board member appointment being made, a notice must be clearly displayed on the Club's notice board and on the Club's website (if any) that states the reason for the person's appointment, the person's relevant skills and qualifications, and any payments to be made to the person in connection with the appointment.
- (c) Nothing in this Rule shall prevent the appointment of members to fill casual vacancies in accordance with this Constitution.

POWERS AND DUTIES OF BOARD

54. The Board shall be responsible for the management of the business and affairs of the Club.
55. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) To delegate any of its powers to sub-committees consisting of such member or members of its body and/or such Full Members of the Club together with persons who are not members but who have particular skills or expertise which they may apply to the relevant sub-committees and senior management staff of the Club as the Board may from time to time think fit and may from time to time revoke such delegation. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall be ex officio a member of all such sub-committees. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a sub-committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson of the meeting shall have a second and casting vote. The meetings and proceedings of any sub-committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.

- (b) To make such By-laws not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:
 - (i) Such matters as the Board is specifically by these Articles empowered to regulate by By-law.
 - (ii) The general management control and trading activities of the Club.
 - (iii) The control and management of the Club premises.
 - (iv) The conduct of members.
 - (v) The privileges to be enjoyed by each category of members.
 - (vi) The relationship between members and Club employees.
 - (vii) And generally all such matters as are commonly the subject matter of the Club Rules or By-laws or which by the Constitution are not reserved for decision by the Club in general meeting.
- (c) To enforce the observance of all By-laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.

- (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (j) The Board shall have the power to sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to lease demise exchange or sell in accordance with the Registered Clubs Act all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be licensed under the provisions of the Liquor Act without the consent of the Authority being obtained and the power to sell or exchange core property shall be in accordance with the Registered Clubs Act.
- (k)
 - (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his duties.
 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (m)
 - (i) To create sections and committees for the conduct, management and control of any sport or other activity within the Club and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.

- (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with these Articles or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
- (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
- (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the Section shall also be produced promptly upon request to the Secretary at the Club's office for inspection by or on behalf of the Board.
- (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.
- (vi) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefor and with a recommendation as to further action (if any) to be taken by the Board.
- (n) To set the entrance fees and annual or other subscriptions and fees payable by all members.

DUTIES OF DIRECTORS, THE SECRETARY, AND EMPLOYEES

- 55A (a) A Director, Secretary, other officer or employee of the Club must not improperly use their position to gain an advantage for themselves or someone else; or to cause detriment to the Club.
- (b) A Director or other officer of the Club must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if they were a director or officer of a club in the Club's circumstances.

- (c) A Director or other officer of the Club who makes a business judgment is taken to meet the requirements of subsection (b), and their equivalent duties at common law and in equity, in respect of the judgment if they:
 - (i) make the judgment in good faith for a proper purpose; and
 - (ii) do not have a material personal interest in the subject matter of the judgment; and
 - (iii) inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
 - (iv) rationally believe that the judgment is in the best interests of the Club.
- (d) A Director or other officer of the Club must exercise their powers and discharge their duties in good faith in the best interests of the Club; and for a proper purpose.
- (e) A person who obtains information because they are, or have been, a Director, Secretary or other officer or employee of the Club must not improperly use the information to gain an advantage for themselves or someone else; or to cause detriment to the Club.

PROCEEDINGS OF THE BOARD

- 56. (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business.
- (b) A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
- 57. The President shall preside as chairperson at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Senior Vice President shall act as chairperson. If the Senior Vice President is not present or is unwilling or unable to act then the Vice President shall act as chairperson. If the Vice President is not present is unwilling or unable to act, then the meeting shall elect one of their number to take the chair. The quorum for meetings of the Board shall be 50% plus one (1) members personally present.
- 58. (a) The President or Secretary may at any time convene a meeting of the Board.
- (b) The Secretary shall, upon the request of not less than three (3) members of the Board convene a meeting of the Board.
- 59. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

60. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
61. 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.
- 62 (a) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- (b) For the purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- (c) A reference in paragraph (a) to all the Directors does not include a reference to a Director who at a meeting of the Board, would not be entitled to vote on the resolution.
- 62A. Unless the Board determines otherwise, a meeting of the Board may take place by means of teleconferencing if the need arises. Teleconference access to Board meetings, given reasonable notice of such request for access, shall be made available. Board members attending a meeting via teleconferencing shall be counted as present for the purpose of a quorum. Secret ballots shall not be conducted at any meeting where teleconferencing is in use unless all votes cast are cast electronically and are cast in exactly the same manner by each Board member. A Board member's attendance via a teleconferencing facility shall not be recorded or stored and shall not be transmitted or relayed to a location other than to the meeting being attended.

DISCLOSURE OF DIRECTORS' INTERESTS

63. (a) Each Director must comply with the Corporations Act in relation to the disclosure of the Director's interests.
- (b) A Director who has a material personal interest in a matter that relates to the affairs of the Club must declare that interest to the Board before the transaction was entered into. A Director that has an interest in a matter may give the Board standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the Club at the time the notice is given. The Secretary shall record in the minutes any declaration made or any general notice given by a Director in accordance with this Rule.
- (c) Unless otherwise approved in writing by the Board, a Director is ineligible to hold office and is also disqualified from office by contracting with the Club either as vendor, purchaser or otherwise except with express resolution of approval of the Board.
- (d) Unless a declaration of interest is made by a Director at a Board meeting prior to the Club entering into a contract, any such contract or any contract or arrangement entered into by or on behalf of the Club in which any Director is in any way interested will be voided for such reason.
- (e) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.
- (f) The Club cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (g) If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting, then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Club and the general meeting may pass a resolution to deal with the matter.

BOARD ACCOUNTABILITY AND GOVERNANCE

- 64A. Members of the Board of the Club and Top Executives of the Club are required to declare any gift or remuneration (which shall include Fee for Service) received from an affiliated body if the value of the gift or remuneration exceeds \$500. The declaration of the gift or amount of remuneration must be in a form approved by the Director of Liquor & Gaming and must be submitted to the Secretary of the Club within fourteen (14) days of receipt of the gift or remuneration.
- 64B. In accordance with Regulations made under the Registered Clubs Act, a member of the Board or any employee of the Club, must submit a written return in each year to the Club, declaring any gifts or remuneration received from a person or organisation that is a party to a contract with the Club, including all parties supplying goods and/or services to the Club.

- 64C. (a) The Club shall not enter into a contract with the Secretary of the Club, a manager, or any close relative of the Secretary or manager, or a company or other body in which any of these persons has a Controlling Interest. "Controlling Interest" in a company or body, shall mean if a person or person's interest, when added to the interest in the company or body held by one or more close relatives of the person, is a controlling interest in the company or body and such person or persons have the capacity to determine the outcome of decisions about the financial and operating policies of a company or body. Furthermore, the Club shall not enter into a Contract for the remuneration of a Top Executive unless the proposed contract has first been approved by the members of the Board.
- (b) The Club must not enter into a contract with a member of the Board or a Top Executive of the Club, or with a company or other body in which such a member or Top Executive has a pecuniary interest, unless the proposed contract is first approved by the Board of the Club.
- (c) Sub-Paragraph (b) does not apply to a pecuniary interest if there are guidelines prescribed by the Registered Clubs Act at the time the relevant contract is entered into that include provisions to the effect that pecuniary interests of the type concerned are not pecuniary interests to which that Sub-Paragraph applies.
- (d) It shall be the duty of a member of the Board or a Top Executive to declare the nature of his interest in a contract in writing, or at a Board meeting of the Club, prior to the approval of such contract and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.
- (e) A member of the Board so interested in a contract shall be counted in a quorum but shall not vote on any such contracts or arrangements with the Club.
- (f) Before entering into a contract, the Club shall make all reasonable inquiries to ensure that the provisions of Sub-Paragraphs (a) and (b) are not contravened.
- (g) When making any such inquiries as to whether a party to the proposed contract is or is not a person, company or body referred to in Sub-Paragraphs (a) and (b), the Club is entitled to rely on a statutory declaration from the party to the proposed contract (or, in the case of a company or other body that is a party to the proposed contract, from the chief executive officer of the company or body) that the party is or is not such a person, company or body.
- 64D. The Secretary of the Club and managers of the Club are prohibited from holding an hotelier's licence or from holding a financial interest in respect of a hotel.
- 64E. (a) Any member of the Board of the Club or a Top Executive of the Club who acquires a financial interest in a hotel shall give a written declaration of that interest to the Secretary of the Club within fourteen (14) days after acquiring the interest.

- (b) In the case where a member is elected or appointed to the Board and holds a financial interest in a hotel, and in the case where a Top Executive of the Club is appointed and holds a financial interest in a hotel, such interest shall be declared in writing to the Secretary within fourteen (14) days after the election or appointment.
- 64F. A member of the Board 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 member's knowledge, declare the nature of the interest at a meeting of the Board.
- 64G. (a) The Club shall not lend money to a member of the Board of the Club.
- (b) The Club shall not lend money to an employee of the Club unless:
 - (i) The amount of the proposed loan (together with the amount of any other loan to the employee by the Club that has not been repaid to the Club) is \$10,000 or less, and
 - (ii) The proposed loan has first been approved by the Board of the Club.
- (c) Sub-Paragraph (b) (i) does not apply to any amount of money lent to the employee in accordance with the terms and conditions of the employee's contract of employment with the Club.
- 64H. In accordance with Regulations made under the Registered Clubs Act, the Secretary of the Club shall maintain a register of disclosures, declarations and returns made to the Club under the Registered Clubs Act.

VACANCIES ON BOARD

- 65. (a) Members who are entitled to vote at an election of the Club may by ordinary resolution remove any member of the Board of Directors or the whole of the Board before the expiration of any Director's period of office and may by ordinary resolution appoint another member or members in their stead providing that each person so appointed complies with the requirements of this Constitution. Any person so appointed shall hold office until the next Annual General Meeting.
- (b) The Secretary must give the Director or Directors a copy of the notice as soon as practicable after it is received.
- (c) A Director is entitled to put a case to the members by giving the Secretary a written statement for circulation to members and speaking to the motion at the meeting. The director's statement does not have to be circulated to members if it is more than 1,000 words long or defamatory.
- 66. The Office of a member of the Board shall immediately be deemed vacant if the Office holder:
 - (a) ceases to be a member of the Board by virtue of the Act (in particular, but not limited to, provisions relating to convictions and bankruptcy);

- (b) becomes prohibited from being a member of the Board by reason of any order made under the Act, the Registered Clubs Act or the Liquor Act (which may include failing to undergo training for directors);
 - (c) fails to declare the nature of an interest in a contract or office or property as provided by the Act.
 - (d) 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;
 - (e) is removed from office by an ordinary resolution passed by members at a general meeting of which due notice has been given to remove the person from office;
 - (f) is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board;
 - (g) transfers to a class of membership that would disqualify the person from being eligible for appointment to his or her own office under the provisions of this Constitution following the change of membership class;
 - (h) becomes an employee of the Club;
 - (i) resigned from office by notice in writing to the Secretary of the Club;
 - (j) ceases to be a member of the Club.
67. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy provided that the Board shall be obliged to fill a casual vacancy if it occurs less than six (6) months since the last Annual General Meeting. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

GENERAL MEETINGS

68. 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.
69. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- (b) The Board must call and arrange to hold a general meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the general meeting; or
 - (ii) at least 100 members who are entitled to vote at the general meeting.

In this Rule 69, the term "the request" shall mean the request referred to in this paragraph (b).

- (c) The request must:
 - (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Club;
 - (v) be held for a proper purpose. A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
 - (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
 - (e) The Board must call the meeting within 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.
 - (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Club.
 - (g) The meeting referred to in paragraph (f) of this Rule 69 must be called in the same way - so far as is possible - in which general meetings of the Club may be called. The meeting must be held not later than three months after the request is given to the Club.
 - (h) To call the meeting the members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give the members the copy of the Register without charge.
 - (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if they prove that they took all reasonable steps to cause the directors to comply with this Rule 69. 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.
70. (a) At least 21 days notice must be given of the Annual General Meeting and of any general meeting of the members of the Club.
- (b) A notice of a general meeting of the Club's members must:
- (i) set out the place, date and time of the meeting; and
 - (ii) state the general nature of the meeting's business; and

- (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.
- (c) A copy of a notice of a general meeting of the members of the Club shall also be posted on the Club notice board for a period of not less than 21 days prior to the date of the meeting.
- (d) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the notice board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

71. The business of the Annual General Meeting shall be as follows:
- (a) To confirm the minutes of the previous Annual General Meeting and of any other general meetings held;
 - (b) To receive and consider the reports of the Board;
 - (c) To receive and consider the financial report as required by the Act and the Registered Clubs Act and to receive and consider the auditor's report (if required);
 - (d) To approve honoraria or other extraordinary benefits (if any);
 - (e) To elect the Board in accordance with this Constitution, or, if the ballot was held prior to the Annual General Meeting, to declare the result of the ballot and, if necessary, to elect further Directors;
 - (f) To deal with any valid business of which due notice has been given;
 - (g) To deal with general business as approved by the chairperson of the meeting or as approved by the meeting.
 - (h) Such business which under this Constitution ought to be transacted at a general meeting.
72. (a) The chairperson of the Annual General Meeting must allow a reasonable opportunity or 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.

NOTICE OF MEMBERS' RESOLUTIONS AND QUESTIONS

73. (a) (i) Members may give the Club notice in writing of a resolution that they propose to move at a general meeting provided that such members hold at least 5% of the votes that may be cast on the resolution or at least 100 members who are entitled to vote at a general meeting, whichever is less (number of members calculated as at the midnight immediately preceding the day that the members give the notice). The Board may at its discretion determine that a resolution shall be presented to members with less than the required number of members giving notice of the proposed resolution.
- (ii) Notice given in accordance with paragraph (a) of this Rule must be given to the Secretary and shall be considered at the first general meeting held at least two (2) months after receipt of the notice. If a general meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days' notice of the resolution to members, the Club may, at its discretion, and with due notice, present the resolution to members for consideration.
- (b) A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the Auditor if the question is relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the Auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the Auditor even if the Club believes the question is not relevant to the Auditor's Report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed) .

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

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

PROCEEDINGS AT GENERAL MEETINGS

75. The President shall be entitled to take the Chair at every general meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the senior Vice President will act as chairperson. If the Senior Vice Presidents is not present or is unwilling or unable to act then the Vice President will act as Chairperson. If the Vice President is not present or is unwilling or unable to act within fifteen (15) minutes after the time appointed for holding the meeting then the members of the Club present shall elect a chairperson for the meeting.
76. (a) No business is to be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (b) At any general meeting of the Club, fifteen (15) eligible members present in person shall be a quorum.
- (c) If within fifteen (15) minutes from the time appointed for any general meeting a quorum is not present, the meeting stands adjourned to the same day of the next week at the same time and place or to such other day, time and place as the Board may determine. If at any such adjourned general meeting a quorum is not present, the members who are present and entitled to vote will constitute a quorum and may transact the business of which the meeting was called.
77. 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.
78. 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.
79. The chairperson of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

MINUTES

80. (a) The Club must keep minute books in which it records:
- (i) proceedings and resolutions of all general meetings of members; and
 - (ii) proceedings and resolutions of Board meetings (including meetings of a committee of directors); and
 - iii) resolutions passed by Directors without a meeting.
- (b) The chairperson of the meeting must, within one (1) month after the end of the meeting, cause minutes to be drawn up and entered in a minute book. The Club must ensure that the minutes of a meeting are signed and certified as a true copy within a reasonable time after the meeting by either the chair of the meeting or the chair of the next meeting.
- (c) The Club must keep its minute books at the Club's registered office.

ACCOUNTS

81. The Board shall cause proper accounts, books and other records to be kept with respect to the financial affairs of the Club in accordance with the Act, the Registered Clubs Act, and Australian Accounting Standards.
- 81A. (a) The Club shall prepare, on a quarterly basis, financial statements that incorporate the Club's profit and loss accounts and trading accounts for the quarter, and a balance sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the Registered Clubs Act.
- (b) The financial statements shall be available to the members of the Club within 48 hours of the statements being adopted by the Board. The Club shall display a permanent notice on the Club's notice board and on the Club's website (if any) indicating how the members of the Club can access the financial statements. The Club shall provide a copy of the financial statements to any member of the Club on a request in writing by the member.
82. 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.
83. (a) In accordance with the Act, the Board shall present to members in general meeting once in every year a Financial Report for the financial year, a Directors' Report for the financial year, and an Auditor's Report (if required). The financial statements and notes for a financial year must give a true and fair view of the financial position and performance of the Club.

- (b) The Directors' Report, in addition to the other statutory requirements, shall include:
 - (i) the name of each person who has been a Director at any time during or since the end of the financial year; the period for which each person was a Director; each Director's qualifications, experience and special responsibilities; and the number of meetings of the Board held during the year and each Director's attendance at those meetings.
 - (ii) for each class of membership, the amount which a member of that class is liable to contribute if the company is wound up; and the total amount that members of the Club are liable to contribute if the Club is wound up.
- (c) In accordance with the Registered Clubs Act, the annual report shall specify the core property and non-core property of the Club as at the end of the financial year to which the report relates.

ANNUAL REPORT

- 83A. (a) A member of the Club may, by notice in writing to the Club, request to receive a hard copy or an electronic copy of the annual report. If a member makes a request for an annual report, the request is made by the member for that financial year; and is a standing request made by the member for each later financial year until the member changes the request.
 - (b) If the Club prepares a financial report or a directors' report for a financial year, or obtains an auditor's report on the financial report, the Club must send a copy of the report, free of charge, to each member who has requested an annual report.
 - (c) Annual reports must be sent no later than twenty-one (21) days before the annual general meeting or no later than four (4) months after the end of the financial year to which the report relates, whichever is the earlier.
 - (d) In addition to any other requirements of this Rule relating to the supply of an annual report to members, the Club may also provide to members a concise report and/or may make a copy of the annual report or the concise report readily accessible on a website.
- 83B. The provisions of this Rule shall not relieve the Club of the obligation to give notice in writing of general meetings to all members entitled to attend general meetings.

FINANCIAL YEAR

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

AUDITOR

85. (a) In accordance with the provisions of the Act and if circumstances permit, the Club may determine that an Auditor shall not be appointed by the Club until such time as an auditor is required.
- (b) In the case when in accordance with the Act an Auditor must be appointed by the Club the following provisions shall apply:
- (i) A person shall not be appointed or act as auditor if such person is not a registered company auditor as defined by the Act, or if such person is a member of the Board or an employee of the Club.
 - (ii) An Auditor shall only be appointed when a vacancy exists in the position of Auditor. The ordinary resolution to remove an Auditor and the special resolution to appoint another Auditor should be given to members at the same general meeting.
 - (iii) At least two (2) months notice of a resolution to remove the Auditor must be given to the Club. Immediately such a notice is received by the Club, it shall forward a copy of the notice to the Auditor and a copy to the Australian Securities and Investments Commission. The Auditor of the Club may be removed from office by a simple majority (50% plus one) at a general meeting of which notice has been given.
 - (iv) The Club must not appoint an Auditor unless the Auditor has consented before the appointment to act as Auditor and has not withdrawn that consent before the appointment is made.
 - (v) Notice of the special resolution relating to the appointment of an Auditor and notice of the meeting to consider such special resolution shall be given to members entitled to vote and to the Auditor nominated.
 - (vi) A properly qualified Auditor or Auditors shall be appointed at a general meeting by a seventy-five percent (75%) majority of members attending in person and entitled to vote.
 - (vii) If an Auditor is not appointed by the members at a duly convened general meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an Auditor shall be appointed by the Australian Securities and Investments Commission.
 - (viii) The Auditor's duties shall be regulated in accordance with the provisions of the Act.
 - (ix) The Club must give the Auditor notice of all general meetings in the same way that a member of the Club is entitled to receive notice, and, must give any other communications relating to the general meeting that a member of the Club is entitled to receive. The Auditor may appoint a representative to attend a meeting.

SECRETARY

86. (a) 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.
- (b) The Secretary shall undergo training in accordance with the Registered Clubs Act.

EXECUTION OF DOCUMENTS

87. The Board must provide for the safe custody of the Seal.
88. (a) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) two (2) members of the Board; or
 - (ii) one (1) member of the Board and the Secretary.
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) two (2) members of the Board; or
 - (ii) one (1) member of the Board and the Secretary.
89. The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

NOTICES

90. A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
91. (a) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) (i) A member may indicate either verbally or in writing the intention to receive notices by fax or by an electronic means, provided that the Club offers such means of receiving notices. Such indication by a member shall be a standing request but may be revoked by the member at any time.

- (ii) A notice sent by fax or other electronic means is taken to be given on the business day after it is sent.
92. If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Club notice board is deemed to be notice to such member at the expiration of 24 hours after it is so posted up.

INDEMNITY TO OFFICERS

93. (a) Every Officer of the Club (as defined in the Act) and Auditor shall be indemnified out of the property of the Club against any liability incurred by him or her in such person's capacity as Officer or Auditor in defending any proceedings, whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted in connection with any application under the Act in which relief is under the Act granted by the Court in respect of any negligence, default, breach of any duty or trust.
- (b) To the greatest extent permitted by law, the Club may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or Officer of the Club or of a subsidiary of the Club against any liability including any liability for legal costs other than a liability that arises out of conduct involving a wilful breach of duty in relation to the Club or a wilful contravention of the Act.

READING OF CONSTITUTION

94. This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in this Constitution are inconsistent therewith they shall be inoperative and have no effect.

AMENDMENTS TO CONSTITUTION

95. This Constitution may be amended only by a resolution passed by a three-quarters majority of Life Members, financial Full Playing Members, financial Associate Playing Members and financial Restricted Playing Members who are present and voting at a general meeting, being a meeting of which at least twenty-one (21) days written notice specifying the intention to propose a resolution as a special resolution has been given in accordance with the Act PROVIDED THAT only Life Members and financial Full Playing Members shall be entitled to vote on a special resolution to amend Rule 23, Rule 48, Rule 49 and/or this Rule.
- 95A. (a) A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
- (b) The Club shall, within fourteen (14) days of amending its Constitution, lodge a copy of the amendments with the Australian Securities and Investments Commission.

- (c) The Club shall, within one (1) month after amending its Constitution, lodge with the Authority a copy of the Constitution and a copy of the amendments certified as correct by the Secretary of the Club.
- (d) The Club must send a copy of its constitution to a member within seven (7) days if the member asks the Club in writing for the copy and pays any fee required by the Board (optional fee up to, but not exceeding, the amount prescribed in the Act).

CLUB COMPETITIONS

- 96. The Board shall arrange and control all competitions and matches and their decision on all points connection therewith shall be final.
- 97. No member of any class shall compete for any prize whilst he or she shall be more than one (1) calendar month in arrears as to any money due by him or her to the Club. Penalty for any breach of this Rule shall be disqualification. The acceptance of any entrance fee for any competition by any officer or employee of the Club shall not exonerate any member from this penalty.