

CORPORATIONS ACT 2001

CONSTITUTION

of

**LENNOX HEAD COMMUNITY SPORTS &
RECREATION CLUB LTD**

ABN: 78 707 745 932

Adopted:

CONSTITUTION

of

LENNOX HEAD COMMUNITY SPORTS & RECREATION CLUB LTD ABN: 78 707 745 932

NAME

1. The name of the Company is Lennox Head Community Sports & Recreation Club Ltd.

PRELIMINARY

2. The Company shall be a non-proprietary company.
3. The Company is established for the purposes set out in this Constitution.
4. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

DEFINITIONS

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

"The Act" means the Corporations Act. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force.

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

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

"The Club" means Lennox Head Community Sports & Recreation Club Ltd.
ABN: 78 707 745 932

"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.

"The Executive" means the Chairman, Deputy Chairman, the Treasurer and the Secretary collectively.

"Full member" means any person who is in one of the categories of membership referred to in Rule 18.

"Constitution" means this Constitution.

"The Liquor Act" means the Liquor Act 2007. When any provision of the Liquor Act is referred to the reference is that provision as modified by any law for the time being in force.

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

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

“Rules” means the rules comprising this Constitution.

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

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

“Sub club” means any sporting club, incorporated or otherwise, that pursuant to a resolution of the Board under Rule 58 is or has been established and is affiliated or becomes affiliated with the Club.

(b) **“Financial member”**. A member shall not be a financial member of the Club if:

- (i) the members subscription or any part thereof has not been paid in accordance with Rule 38; or
- (ii) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of thirty 30 days from service on that member of a notice from the Club requiring payment thereof; and

in either case that member shall be and remain un-financial until the full amount owing is paid to the Club.

- (c) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.
- (d) Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

OBJECTS

6. The objects of the Club are:

- (a) To acquire and take over the assets of the former incorporated club known as the “Lennox Head Bowls & Sports Club Limited”.
- (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 sports games and amusements and entertainments and entertainers pastimes and recreation 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 club houses pavilions and other buildings containing such amenities conveniences and accommodation either residential or otherwise as the Club may from time to time determine.
- (e) To construct maintain and alter any buildings or works necessary or convenient for the purposes of the Club

- (f) To raise money by entrance fees subscriptions and other payments payable by members and to grant any rights and privileges to subscribers.
- (g) To promote and hold either alone or in joint 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 acquire membership of the Registered Clubs Association of New South Wales and to arrange for representation of the Club at any corporation body or bodies formed for the purposes of promoting the interests of the Club and its social, sporting and other activities.
- (i) 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 purposes of selling and/or distributing intoxicating liquor, tobacco, cigarettes and other supplies and the operation of automatic machines, including TAB, Keno and gaming machines.
- (j) 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 members of the Club or other persons frequenting the playing areas, grounds, Club houses or premises of the Club.
- (k) To purchase, take or lease or in exchange or otherwise acquire any lands buildings easements rights of common property real or personal which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Club and to sell convey transfer assign mortgage give in exchange or dispose of the same,
- (l) 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.
- (m) 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 Constitution 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.
- (n) 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.
- (o) 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.
- (p) 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 subject to any limitation contained in section 41J of the Registered Clubs Act.

- (q) To take or otherwise acquire and hold shares in any other company having objects altogether or in any 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.
- (r) To promote any company or companies for the purpose of accounting 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.
- (s) 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.
- (t) To insure against damage by fire or otherwise any insurable property of the Club and to insure any servant or director of the Club against risk accident or fidelity in the course of their employment by the Club or service to 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 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.
- (u) 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.
- (v) To do all or any of the abovementioned things either singly or in conjunction with any other corporation, Company, firm, Association, Club or person and either as principals, agents or contractors trustees or otherwise.
- (w) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

LIMITED LIABILITY

7. The liability of the members is limited.

MEMBERS GUARANTEE

- 8. (a) Each member undertakes to contribute an amount not exceeding one dollar (\$1.00) if the Club is wound up:
 - (i) while he or she is a member of the Club; or
 - (ii) within one year of the date that he or she ceases to be a member.
- (b) The contribution referred to in paragraph (a) of this Rule 8 shall be for the:
 - (i) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
 - (ii) costs, charges and expenses of winding up.

APPLICATION OF PROPERTY ON DISSOLUTION

9. (a) If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:
- (i) not be transferred, paid to or distributed among the members;
 - (ii) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.
- (b) The institution or institutions referred to in paragraph (a)(ii) of this Rule 9 shall be determined by:
- (i) the members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution; or in default thereof
 - (ii) the Supreme Court of New South Wales
 - (c) If and so far as effect cannot be given to the provisions in (b) above then any said property shall be given to some charitable object.

PROPERTY AND INCOME OF THE CLUB

10. The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
11. Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
12. Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of or the fact that the Club has applied for, a Certificate of Registration under Part II of the Registered Clubs 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 certificate.
13. A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
14. Subject to Rule 15 nothing in this Constitution shall prevent the payment:
- (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
 - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;

- (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
 - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
15. A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:
- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976;
 - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
 - (c) interest at the rate referred to in Rule 14(c) above on any money lent by the director of the Club;
 - (d) a benefit provided in accordance with Section 10(6A) of the Registered Clubs Act 1976;
 - (e) rent as referred to and in accordance with Rule 14(d).

LIQUOR & GAMING

16. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 16(a) does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- (d) The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- (e) Subject to subsection 2(b) of Section 73 of the Gaming Machines Act 2002, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (f) Subject to subsection 2 of Section 74 of the Gaming Machines Act 2002, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

MEMBERSHIP

17. (a) The number of members of the Club shall not exceed the maximum permissible under the Registered Clubs Act

- (b) No person under the age of 18 years shall be admitted as a member of the Club except as a Junior Sporting member.
- 18. The Full membership of the Club shall be divided into the following categories:
 - (a) Ordinary members;
 - (b) Junior Sporting members.
- 19. Persons who are not Full members may, in accordance with this Constitution, be admitted to the Club as:
 - (a) Provisional Members;
 - (b) Honorary Members;
 - (c) Temporary Members.
- 20. The number of ordinary members having the right to vote in the election of the Board shall at all times exceed the number of ordinary members who do not have the right to vote in the election of the Board.

ELIGIBILITY AND RIGHTS OF CLASSES OF MEMBERSHIP

ORDINARY MEMBERS

- 21. (a) Ordinary members shall be persons who have attained the age of eighteen (18) years and are elected to ordinary membership of the Club together with all persons listed as ordinary members in the Register of members as at the date of the approval of the Special Resolution adopting this Constitution.
- (b) Ordinary members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- (c) Ordinary members shall be entitled to:
 - (i) play bowls on the Club's greens subject however to eligibility and playing conditions determined by the Board from time to time;
 - (ii) all the social privileges and advantages of the Club;
 - (iii) attend and vote at Annual General Meetings and general meetings of the Club;
 - (iv) subject to Rule 50 nominate for and be elected to hold office on the Board;
 - (v) vote in the election of the Board;
 - (vi) vote on any special resolution to amend this Constitution;
 - (vii) Propose or second any eligible person for membership of the Club.
 - (viii) propose, second, or nominate any eligible member for any office of the Club;
 - (ix) propose, second or nominate any eligible member for Life membership;

- (x) introduce guests to the Club.

22. Deleted.

JUNIOR SPORTING MEMBERS

- 23. (a) Any person who has attained the age of ten (10) years but has not attained the age of eighteen (18) years and who satisfies the Board that he or she will, if elected to membership take an active part on a regular basis in the bowling activities organized by the Club may be admitted to Junior Sporting membership of the Club;
- (b) Junior Sporting members must take an active part in the sporting activities of the Club or a sporting section 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 eligible to hold office, attend or vote at meetings of the Club, nominate persons for membership or introduce visitors to the Club nor shall they have any part in the management of the Club;
- (c) Junior Sporting members shall be permitted to use only those parts of the licensed areas of the Club for which an authority under Section 22 of the Registered Clubs Act, 1976 is in force but shall not be served with or consume alcohol in the Club;
- (d) Junior Sporting members shall pay such annual subscription as the Board may determine;
- (e) No person may be elected to Junior Sporting membership of the Club unless the Club receives written consent from the parent or guardian of that person to that person becoming a Junior Sporting member of the Club and taking an active part in the sporting activities of the Club.

24. Deleted.

25. Deleted.

PROVISIONAL MEMBERS

- 26. A person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club and who has paid to the Club the entrance fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- 27. Should a person who is admitted as a Provisional member not be elected to membership of the Club within six weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the entrance fee (if any) and subscription submitted with the nomination shall be forthwith returned to that person.
- 28. (a) Provisional members shall be entitled to:
 - (i) the social facilities and advantages of the Club as the Board may determine from time to time; and

- (ii) introduce guests into the Club.
- (b) Provisional members shall not be entitled to:
 - (i) attend and vote at Annual General Meetings and general meetings of the Club; or
 - (ii) nominate for and be elected to hold office on the Board;
 - (iii) vote in the election of the Board;
 - (iv) vote on any special resolution to amend this Constitution;
 - (v) propose, second, or nominate any eligible member for any office of the Club.

HONORARY MEMBERS

- 29. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
 - (i) the patron or patrons for the time being of the Club; or
 - (ii) any prominent citizen or local dignitary visiting the Club.
- (b) Honorary members shall only be entitled to the social facilities and amenities of the Club as the Board may determine from time to time.
- (c) Honorary members shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (d) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
 - (i) the name in full of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary membership is conferred;
 - (iv) the date on which Honorary membership is to cease.

TEMPORARY MEMBERS

- 30. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
 - (a) Any person whose permanent place of residence in New South Wales is not less than a distance of 10 kilometers 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 full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club.
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the

premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.

- (d) Any interstate or overseas visitor.
- 31.
- (a) Temporary members shall not be required to pay an entrance fee or annual subscription.
 - (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) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 48.
 - (d) The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore.
 - (e) No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a Junior member of another registered club and satisfies the requirements of Rule 30(c).
 - (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 30(c) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
 - (i) the name in full of the Temporary member;
 - (ii) the residential address of the Temporary member;
 - (iii) the date on which Temporary membership is granted;
 - (iv) the signature of the Temporary member.

VOTES OF MEMBERS

- 32.
- (a) Financial Ordinary Members shall be entitled to attend and vote at any general meeting of the Club.
 - (b) Subject to Rule 96, every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.
 - (c) No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.

ELECTION OF MEMBERS

- 33.
- (a) A person shall not be admitted as a Full member of the Club unless that person is elected to membership by the Board of the Club, or by a duly appointed election committee of the Club.
 - (b) The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
 - (c) The Board may reject any application for membership without assigning any reason for such rejection.

34. (a) Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
- (i) the full name of the applicant;
 - (ii) the residential address of the applicant;
 - (iii) the occupation of the applicant;
 - (iv) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
 - (v) the signature of the applicant;
 - (vi) such other particulars as may be prescribed by the Board from time to time.
- (b) Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:
- (i) the entrance fee (if any) and the appropriate annual subscription;
 - (ii) identification such as (without limitation) a current driver's licence or a current passport held by that applicant.
- (c) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application form and shall cause the application to be sent to the Secretary.
- (d) A person whose application has been signed by an authorised officer of the Club in accordance with paragraph (c) of this Rule 34 and who has paid the Club the entrance fee (if any) and the first annual subscription for the class of membership applied for may thereby become a Provisional member.
- (e) The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
- (f) 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.
35. (a) Upon a person being elected as a member of the Club the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.
- (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 from that member, on payment of any fee that may be prescribed by the Act.

ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND LEVIES

36. Entrance fees, Annual subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
37. 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 is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum prescribed under the Registered Clubs Act.
38.
 - (a) All subscriptions prescribed by the Board shall be due and payable by the last day of June in each year. The Secretary shall notify members not later than the last day of May in each year that their subscriptions are due and payable by the last day of June of that year.
 - (b) Any person who has not paid his or her subscription referred to in the notice sent under Rule 38(a) by the last day of June in each year shall cease to be entitled to the privileges of membership of the Club and, if the subscription remains unpaid as at 31 July in each year, the member shall be removed from membership of the Club without further action being required and the provisions of Rules 41 and 42 shall not apply to such resolution.
 - (c) Any person who has been removed from membership of the Club pursuant to paragraph (b) of this Rule 38 may re-apply for membership in accordance with this Constitution.

REGISTERS OF MEMBERS AND GUESTS

39. The Club shall keep the following registers:
 - (a) A register of persons who are Full members. This register shall set forth in respect of each of those members:
 - (i) the name in full;
 - (ii) the occupation;
 - (iii) the address;
 - (iv) the date on which the entry of the member's name in the register is made;
 - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
 - (b) A register of persons who are Honorary members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act.
 - (c) A register of persons who are Temporary members other than Temporary members referred to in Rule 30(c) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.
 - (d) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act.

ADDRESSES OF MEMBERS

40. Members must advise the Secretary of the Club of any change in their address within seven (7) days of changing their address as recorded in the register referred to in Rule 39(a).

DISCIPLINARY PROCEEDINGS

41. Subject to Rule 42, the Board shall have power to reprimand, suspend, expel or accept the resignation of any member, if that member:
- (a) in the reasonable opinion of the Board, has willfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
 - (b) is, in the reasonable opinion of the Board:
 - (i) guilty of any conduct prejudicial to the interests of the Club; or
 - (ii) guilty of conduct which is unbecoming of a member.
42. (a) A member shall be notified of:
- (i) any charge against the member pursuant to Rule 41; and
 - (ii) the date, time and place of the hearing of the charge.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 42 by notice in writing by a prepaid letter posted to the member's last known address at least seven (7) clear days before the meeting of the Board at which the charge is to be heard.
- (c) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
- (d) If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- (e) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.
(0 When the Board has determined the issue of guilt, if the member charged is at the meeting, the Board must inform the member whether or not the member has been found guilty.
- (f) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to the appropriate penalty for the charge of which the member has been found guilty.
- (g) No motion by the Board to reprimand or suspend a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion.
- (h) No motion by the Board to expel a member shall be deemed to be passed unless a two-thirds (2/3) majority of the directors present in person vote in favour of such motion.

- (i) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
43. If a notice of charge is issued to a member pursuant to Rule 42(a), the Board, or the Secretary shall have power by resolution to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for six (6) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
44. Any member suspended pursuant to Rules 41, 42 or 43 shall during the period of such suspension not be entitled to:
- (a) attend at the premises of the Club for any purpose without the permission of the Board;
 - (b) participate in any of the social or sporting activities of the Club or any sub club;
 - (c) attend or vote at any meeting of the Club;
 - (d) nominate or be elected or appointed to the Board;
 - (e) propose, second or nominate any eligible member for any office of the Club.

REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

45. (a) In addition to section 77 of the Liquor Act, the Secretary or, subject to paragraph (c) of this Rule 45, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Liquor Act;
 - (iv) who hawks, peddles or sells any goods on the premises of the Club;
 - (v) who, within the meaning of the *Smoke-free Environment Act*, smokes while on any part of the premises that is smoke-free.
 - (vi) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
 - (vii) whom the Club, under the conditions of its certificate of registration, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to paragraph (a) of this Rule 45 a person (including a member) has been refused admission to, or has been turned out of the premises of the Club, the Secretary of the Club or (subject to paragraph (c) of this Rule 45) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

- (c) Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
 - (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (ii) any employee authorised in writing by the Secretary to exercise such power.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 46. (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.
- (b) Any member who has resigned pursuant to this Rule 46 will not be entitled to any refund of membership fees or any part thereof unless the Board considers that there are circumstances warranting an ex gratia payment of the unexpired portion of his or her membership fees from the date of resignation.

GUESTS

- 47. (a) All members except Honorary members shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 48.
- (b) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who is then suspended or who has been expelled from the Club pursuant to Rule 43 or suspended pursuant to Rule 44 or who has been refused admission to or turned out of the Club pursuant to Rule 45.
- (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 this Constitution 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 senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.

48. A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
 - (b) who does not remain on the Club premises any longer than that Temporary member;
 - (c) in relation to whom the member is a responsible adult.
49. For the purposes of Rule 48(c) "responsible adult" means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
 - (b) the minor's spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor's spouse on a permanent and domestic basis;
 - (c) a person who for the time being has parental responsibility for the minor.

BOARD OF DIRECTORS

50. The Board shall consist of seven (7) directors comprising of a Chairman, a Vice Chairman, an Honorary Secretary, a Treasurer and three (3) ordinary directors.
51. (a) Subject to Rule 51 (c) The Board of Directors shall be elected annually at an election held in accordance with this Constitution.
- (b) All directors will be ordinary members of the club.
- (c) a. In this Rule:
- "triennial rule"** means this Rule 51(C) which provides for the election of members of the governing body in accordance with Schedule 4 of the Registered Clubs Act.
- "year"** means the period between successive General Meetings.
- b. On and from the election of the Board in 2018, the Board will be elected in accordance with the triennial rule.
- c. The Directors elected to the Board in 2018 shall be divided into 3 groups, such groups shall be:
- (i) determined by drawing lots;
 - (ii) nearly as practicable equal in number; and
 - (iii) designated as 'group1', 'group2', and 'group3',
- and unless otherwise ceasing to hold office under this Constitution, the Directors:
- (iv) in group 1 shall hold office for 1 year;
 - (v) in group 2 shall hold office for 2 years; and

(vi) in group 3 shall hold office for 3 years.

- d. At each Annual General Meeting held while the triennial rule is in force (other than the Annual General Meeting in 2018) the number of Directors required to fill vacancies on the governing body shall be elected, and shall, unless otherwise disqualified, hold office for 3 years.
- e. A person who fills a casual vacancy in the office of a member of the Board elected in accordance with this Rule 51(C) shall, unless otherwise disqualified, hold office until the next succeeding General Meeting.
- f. The vacancy caused at a General Meeting by a person ceasing to hold office under Rule 51(C) e. shall be filled by election at the General Meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the General Meeting.
- g. A person whose term of office as a Director under the triennial rule expires is not for that reason ineligible for election for a further term.

52. A member who is an employee or who is currently under suspension pursuant to Rules 41, 42 or 43 shall not be eligible to stand for or be elected to the Board.

ELECTION OF BOARD

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

- (a) The Secretary shall call for or cause an election notice to be posted on the Club Notice Board prior to the date fixed for the Annual General Meeting. The election notice shall:
 - (i) state that an election is to be held and identify and provide contact details for the Returning Officer;
 - (ii) set the time and date for the close of nominations, invite nominations, listing the number of Director positions to be contested;
 - (iii) clearly set out any requirements or qualifications required under the Constitution to be eligible to contest any Director position;
 - (iv) advise where nomination forms may be obtained;
 - (v) specify the place where nominations are to be lodged;
 - (vi) fix the time and date for the close of nominations; and
 - (vii) advise the days and times for voting.
- (b) The Board shall appoint a Returning Officer and at least two poll clerks to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer or as a poll clerk.
- (c) Nominations shall close on the day that is fourteen (14) days prior to the date fixed for the Annual General Meeting and must be delivered to the Secretary on or before that date.
- (d) Nominations for election to the Board shall be made in writing and signed by two (2) Ordinary members and by the nominee who shall thereby signify his or her

consent to the nomination.

- (e) A candidate may withdraw their nomination at any time prior to nominations closing by giving written notice to that effect to the Returning Officer. A candidate cannot withdraw their nomination after nominations have closed.
- (f) The Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board and shall indicate the class of membership held by the nominee.
- (g) If the full number of candidates for the vacant Director positions on the Board is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and additional nominations shall with the consent of the nominee or nominees be made at the meeting for the position not so filled.
- (h) If there be only the requisite number nominated for the vacant Director positions those candidates shall be declared duly elected.
- (i) If there be more than the required number nominated for any vacant position an election by secret ballot shall take place in respect of that position.
- (j) The Secretary shall arrange for the preparation and printing of ballot papers which he shall furnish to the Returning Officer at least seven (7) days prior to the meeting.
- (k) The order in which names appear on the ballot paper shall be determined by lot.
- (l) The ballot shall be conducted in the week immediately preceding the Annual General Meeting during such times as shall be determined by the Board from time to time.
- (m) The Returning Officer shall supervise the issue of ballot papers.
- (n) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
- (o) Members shall place their ballot papers in the ballot box provided at the Club.
- (p) The Returning Officer shall supervise the safe custody of ballot papers returned.
- (q) The Returning Officer shall supervise the examination of ballot papers.
- (r) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- (s) The Returning Officer shall supervise the counting of votes.
- (t) In the event of an equality of votes, in respect of any vacant Director position, the Returning Officer shall inform the Chairman of the Annual General Meeting of that fact and the Chairman shall at such meeting draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
- (u) The Returning Officer shall report the result of the ballot to the meeting.
- (v) If the Returning Officer is not present, a poll clerk shall perform the duties of the Returning Officer set out in this Rule 53.
- (w) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties

of the Returning Officer or poll clerks set out in this Rule 53.

- (x) If at the close of the Annual General Meeting any vacancies remain, such vacancies shall be casual vacancies and may be filled in accordance with Rule 81.
- (y) The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with this Rule 53.

POWERS OF THE BOARD

54. (a) The Board shall be responsible for the management of the business and affairs of the Club.
- (b) At the first Board meeting after the AGM the Board shall elect Directors to Executive Positions by secret ballot managed by the Club Secretary. The Order of Seniority shall be:
- | | |
|----------|--------------------|
| Firstly | Chairman |
| Secondly | Vice Chairman |
| Thirdly | Honorary Secretary |
| Fourthly | Treasurer |

GENERAL POWERS

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 and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made.

SPECIFIC POWERS

56. Without derogating from the general powers conferred by Rule 55, the Board shall have power from time to time:
- (a) To make, alter and repeal By-Laws pursuant to Rule 59.
 - (b) To enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (c) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - (d) To secure the fulfillment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (e) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (f) To determine who shall be entitled to sign or endorse on the Club's behalf

contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.

- (g) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (h) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
 - (i) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any property or buildings belonging to the Club and to lease any property of the Club and exchange or sell all or any of the property and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED that the power of the Board to dispose of any core property (as defined in the Registered Clubs Act) shall not be exercised unless the requirements of section 41J of the Registered Clubs Act have been satisfied unless the disposal is exempt from those requirements by virtue of the provisions of the Registered Clubs Act or the Registered Clubs Regulation 1996.
 - (j) To appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (k) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (l) To set the entrance fees and annual or other subscriptions and fees payable by all members.
- (m) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (n) To affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.

COMMITTEES

- 57. (a) Without derogating from the general powers conferred by Rule 55, the Board shall have power from time to time to delegate any of its powers to committees consisting of any:
 - (i) Director;
 - (ii) Member;

- (iii) Employee;
 - (iv) Person who is not a member but who has a particular skill or expertise which they will apply to a committee;
or any combination thereof. The Board shall also have the power from time to time to revoke any such delegation.
- (b) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may from time to time impose.
 - (c) The Chairman shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.
 - (d) Any committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson of the meeting shall have a second and casting vote.
 - (e) The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 57 or by any by-law made by the Board pursuant to this Rule 57.
 - (f) Any Committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

SUB CLUBS

- 58. (a) Without derogating from the general powers conferred by Rule 55, the Board shall have power from time to time to:
 - (i) Establish sub clubs with such objects, powers and membership qualifications as the Board may determine from time to time.
 - (ii) Allow each of the sub clubs established pursuant to this Rule 58 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established within the Club.
 - (iii) Allow the sub clubs to create rules and by-laws for the control and regulation of the sporting and social activities of such sub clubs.
 - (iv) Permit any such sub club to adopt a name distinctive of such sub club (provided it be described as a sub club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
- (b) Any of the sub clubs established pursuant to paragraph (a) of this Rule 58 or those already in existence must conform to any by-law made by the Board pursuant to Rule 59.
- (c) The Chairman shall be ex officio a member of all the committees of such sub clubs and may nominate a director to represent him or her on the committees of

such sub clubs.

- (d) Subject to the general control and supervision of the Board, each such sub club may manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of each sub club and its governing body shall also be produced promptly to the Board which shall review and preserve such minutes and records.
- (e) The Board may empower each such sub club to open and operate a bank account in the name of the section in such bank or banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
- (f) Subject as hereinafter provided the constitutions of each such sub club may be amended from time to time by a majority of the members for the time being of such sub club at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the sub club shall have effect unless and until it shall have been approved by resolution of the Board. Such approval shall not be unreasonably withheld.
- (g) Any disciplinary action by a sub club in respect of any member of such sub club shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.

BY-LAWS

- 59. (a) The Board may make such By-laws not inconsistent with this Constitution as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.
- (b) Without limiting the generality of paragraph (a) of this Rule 59 the Board may regulate:
 - (i) such matters as the Board are specifically by this Constitution empowered to regulate by By-law;
 - (ii) the general management, control and trading activities of the Club;
 - (iii) the control and management of the Club premises;
 - (iv) the conduct of members and guests of members;
 - (v) the privileges to be enjoyed by each category of members;
 - (vi) the relationship between members and Club employees; and
 - (vii) generally, all such matters as are commonly the subject matter of the Constitution or By-laws or which by the Constitution are not reserved for decision by the Club in general meeting.
- (c) Any By-law made under this Rule 59 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such Bylaw on the Club Notice Board.
- (d) The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

PROCEEDINGS OF THE BOARD

60. 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.
61. 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.
62. The Chairman shall preside at every meeting of the Board. If the Chairperson is not present or is unwilling or unable to act then the Deputy Chairman shall preside at the meeting. If the Deputy Chairman is not present or is unwilling or unable to act then the directors present shall elect one of their number as chairperson for that meeting.
63. The quorum for meetings of the Board shall be five (5) Directors personally present.
64. The Chairman may at any time and the Secretary upon the request of not less than two (2) directors shall convene a meeting of the Board.
65. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the 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.
66. The continuing directors on the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
67.
 - (a) 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.
 - (b) A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any

such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.
68. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

CONSULTATION WITH MEMBERS

69.
 - (a) The Board will only take a final decision on major issues after consulting with members directly affected by the issue and giving those affected members the opportunity to provide comment to the Board except in situations where, in the opinion of the Board, due to the commercially confidential nature of the matter, the Board decides that it is not prudent to provide prior consultation.

- (b) The Board has the absolute discretion to determine whether or not to act on any comments received in the consultation process.
- (c) The extent and nature of the consultation will be determined by the Board at the time, but at a minimum will include the opportunity for members written comments to be viewed by other Club members.

DECLARATIONS OF INTERESTS BY DIRECTORS

70. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
- (i) declare the nature of the interest at a meeting of the Board; and
 - (ii) comply with Rule 75.
- (b) Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- (c) A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift exceeds such amount as may be prescribed by the Regulations under the Registered Clubs Act.
- (d) A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club (in accordance with the Regulations under the Registered Clubs Act) declaring gifts received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club.

71. Deleted.

72. Deleted.

73. Deleted.

74. Deleted.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

75. In accordance with Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.
76. The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of Rule 75.

CONTRACTS WITH DIRECTORS

77. (a) In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a Director or with a

company or other body in which a Director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

- (b) A “pecuniary interest” in a company for the purposes of paragraph (a) of this Rule 77 does not include any interest exempted by Regulation made under the Registered Clubs Act.
- (c) Provided that the provisions of Rule 70(a), Rule 75 and paragraph (a) of this Rule 77 have been satisfied with respect to a commercial arrangement or a contract:
 - (i) the director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract.
 - (ii) the commercial arrangement or a contract shall not, by reason of that directors interest, be avoided.
 - (iii) the director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.

CONTRACTS WITH SECRETARY

- 78. (a) Subject to paragraph (b) of this Rule 78, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
 - (i) the Secretary;
 - (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary; or
 - (iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).
- (b) Paragraph (a) of this Rule 78 does not prevent the Club entering into a contract with any of the above persons which is:

- (i) a contract of employment; or
- (ii) a result of an open tender process conducted by the Club; or
- (iii) otherwise permitted by the Registered Clubs Act.

REMOVAL FROM OFFICE OF DIRECTIONS

- 79. (a) The members in general meeting may by ordinary resolution:
 - (i) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office;
 - (ii) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.
- (b) Any person appointed pursuant to sub paragraph (a)(ii) of this Rule 79 shall hold

office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.

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

VACANCIES ON BOARD

80. The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) becomes insolvent under administration.
 - (b) is convicted of any offence referred to in Section 206B of the Act.
 - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (d) is absent from meetings of the Board for a continuous period of three months without leave of absence from the Board and the Board resolves that the office be vacated.
 - (e) by notice in writing given to the Secretary resigns from office as a director.
 - (f) becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act.
 - (g) ceases to be a member of the Club.
 - (h) becomes an employee of the Club.
 - (i) if he or she fails to declare the nature of his or her material interest in a contract or office or property in accordance with this Constitution as may be determined by the auditor of the Club from time to time.
81. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

GENERAL MEETINGS

82. 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.
83. (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 83 the term "the request" shall mean the request referred to in this paragraph (b).

- (c) The request must:

- (i) be in writing;
- (ii) state any resolution to be proposed at the meeting;
- (iii) be signed by the members making the request; and
- (iv) be given to the Secretary.

- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.

- (e) The Board must call the meeting within 21 days after the request is given to the Secretary. The meeting is to be held not later than 2 months after the request is given to the Secretary.

- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Secretary.

- (g) The meeting referred to in paragraph (f) of this Rule 83 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 Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.

- (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 83. 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.

- 84. (a) At least 21 days notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.

- (b) A notice of a general meeting of the Club's members must:

- (i) set out the place, date and time of the meeting;
- (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 (including an Annual General Meeting) 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.

ANNUAL GENERAL MEETINGS

85. The business of the Annual General Meeting shall be as follows:

- (a) to confirm the Minutes of the previous Annual General Meeting;
- (b) to receive and consider the reports referred to in Rule 101;
- (c) to declare the results of the election of the Board or if insufficient nominations are received to conduct a ballot to fill any vacancies which may exist;
- (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
- (e) to approve the reimbursement of directors' expenses and the payment of honorariums (if any);
- (f) to deal with any other business of which due notice has been given to the members; and
- (g) to deal with any other business that the meeting may approve of which due notice has not been given.

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

auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

87. (a) Individual members may submit items for discussion which they wish to have raised and discussed at the Annual General Meeting provided that they are in writing and given to the Secretary at least ten (10) days prior to the date fixed for such Annual General Meeting.
- (b) The Secretary shall cause all items of discussion referred to in paragraph (a) to be presented to the Board and the Board shall have the absolute discretion as to whether to allow discussion of the item at the Annual General Meeting.

MEMBERS' RESOLUTIONS

88. (a) The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:

- (i) members with at least 5% of the votes that may be cast on the resolution;
or
 - (ii) at least 100 members who are entitled to vote at a general meeting.\
 - (b) The notice must:
 - (i) be in writing;
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the members proposing to move the resolution.
 - (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
 - (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
- 89.
- (a) If the Secretary has been given notice of a resolution under Rule 88, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given.
 - (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
 - (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
 - (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.
 - (e) The Club need not give notice of the resolution:
 - (i) if it is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
- 90.
- (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
 - (i) a resolution that is proposed to be moved at a general meeting; or
 - (ii) any other matter that may be properly considered at a general meeting.
 - (b) The request must be made by:
 - (i) members with at least 5% of the votes that may be cast on the resolution;
or

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

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

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

- 92.
- (a) The Clubs auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.
 - (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
 - (c) The auditor is entitled to be heard even if:
 - (i) the auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the auditor from office.
 - (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

93. The Chairman shall be entitled to take the Chair at every general meeting. If the Chairman is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Deputy Chairman shall preside at the meeting. If the Deputy Chairman is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or one of their number to preside as chairperson of the meeting.
94. (a) No business shall be transacted at any general meeting of members unless a quorum of members is present.
- (b) At any general meeting of the Club, sixty (60) members present in person and eligible to vote shall be a quorum.
- (c) If a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (i) be dissolved if it was convened at the request of members pursuant to Rule 83; or
- (ii) stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine.
- (d) If at any meeting adjourned pursuant to this Rule 94 a quorum is not present, the members present, provided that there are at least twenty (20) such members in attendance, shall be a quorum and may transact any business for which the meeting was called.
95. (a) Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members or by the chairperson) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.
- (b) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith.
- (c) A demand for a poll may be withdrawn.
- (d) 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.

PROXY VOTING PROHIBITED

96. A person shall not:
- (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof or

- (b) Vote at any election including an election of a member or of the Board as the proxy of another person.

ADJOURNMENT OF GENERAL MEETINGS

- 97. (a) The Chairman of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at a meeting resumed after an adjournment shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
- (d) It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

MINUTES

- 98. (a) The Club must keep minute books in which it records:
 - (i) proceedings and resolutions of general meetings of the Club; and
 - (ii) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
 - (iii) resolutions passed by directors without a meeting.
- (b) The Club must ensure that:
 - (i) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and
 - (ii) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.
- (c) A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

ACCOUNTS

- 99. The Board shall:
 - (a) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act;
- 100. 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.
- 101. (a) The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of

the Club report to members in accordance with Division 4 of the Act.

- (b) In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:

- (i) the financial report of the Club;
- (ii) the Directors' report; and
- (iii) the auditors' report on the financial report."

- 102. (a) Instead of sending members the reports referred to Rule 101 the Board may send members a concise report for the financial year ending on the last day of June immediately preceding the Annual General Meeting;
- (b) A member may request the Club:
 - (i) not to send them the material required by Section 314 of the Act or by Rule 101; or
 - (ii) to send them a full financial report and the directors' report and auditor's report.

A request may be a standing request or for a particular financial year. The member is not entitled to a report for a financial year earlier than the one before the financial year in which the request is made.

- (c) The time for complying with a request under paragraph (b) of this Rule 102 is:
 - (i) 7 days after the request is received; or
 - (ii) the deadline for reporting referred to in paragraph Rule 101.

FINANCIAL YEAR

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

AUDITORS

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

- 105. Deleted.

EXECUTION OF DOCUMENTS

- 106. (a) The Club shall have a Seal.
- (b) The Board must provide for the safe custody of the Seal.
- (c) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
 - (i) two members of the Board; or

- (ii) one member of the Board and the Secretary.
- (d) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
 - (i) two members of the Board; or
 - (ii) one member of the Board and the Secretary.

NOTICES

- 107. A notice may be given by the Club to any member either personally or by sending it by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution.
- 108. Where a notice is sent by post to a member in accordance with Rule 107 the notice shall be deemed to have been received by the members:
 - (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

INDEMNITY TO OFFICERS

- 109. Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- 110. The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

INTERPRETATION

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

AMENDMENTS TO CONSTITUTION

- 112. This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club.

GENERAL

- 113. 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 inoperable and have no effect.

HISTORICAL PROVISIONS

- 114. The full names of the original subscribers to the Club's Memorandum of Association

dated 22 April 2013 are:

NAMES

Addresses and Occupations of Subscribers

Phillip Carter	Member
Col Skennar	Member
Gregory Ironfield	Member
Lindsay Clarke	Member
Darel Vidler	Member
Doug Robb	Member
Leesa Young	Member