

CORPORATIONS ACT 2001

CONSTITUTION

of

MOSMAN RETURNED SERVICEMEN'S  
CLUB LIMITED

ACN 000 613 785

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| 1. | Adopted | 27.05.2007 |
| 2. | Amended | 08.09.2013 |
| 3. | Amended | 20.04.2016 |
| 4. | Amended | 15.05.2019 |
| 5. | Amended | 26.05.2021 |
| 6. | Amended | 25.05.2022 |
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## CONSTITUTION

of

### MOSMAN RETURNED SERVICEMEN'S CLUB LIMITED ACN 000 613 785

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#### NAME

1. The name of the Company is Mosman Returned Servicemen's Club Limited.

#### 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:

"**Act**" means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

"**Australian Defence Force**" has the meaning assigned thereto by the Registered Clubs Act.

"**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 Mosman Returned Servicemen's Club Limited ACN 000 613 785.

"**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.

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

"**Constitution**" means this Constitution.

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**“Gaming Machines Act”** means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

**“Liquor Act”** means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

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

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

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

**"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, that pursuant to a resolution of the Board under Rule 58 is or has been established by the Club.

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

- (i) the member's subscription or any part thereof has not been paid in accordance with Rule 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.

## OBJECTS

6. The objects of the Club are:

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- (a) To acquire and take over from the previously unincorporated body or association called Mosman Returned Servicemen's Club all of that body's assets and liabilities.
  - (b) To encourage and foster in every possible manner loyalty, good comradeship and co-operative support for the benefit of its members and the advancement of the ideals of the Returned Servicemen's Organisations.
  - (c) To promote and carry out entertainments, amusements, sports and to provide competitions, exhibitions and prize money for that purpose.
  - (d) To promote social intercourse amongst members and to maintain a clubhouse providing all the usual benefits for members and their guests.
  - (e) To furnish to members and guests, food, liquor and goods usually available to members.
  - (f) In furtherance of the objects of the Club to apply for and obtain and hold a club licence under the Liquor Act and for the purposes of the Registered Clubs Act to appoint a manager or officer to act as the Secretary Manager and Chief Executive Officer of the Club.
  - (g) In furtherance of the objects of the Club to obtain and hold any licence or permit necessary for the purposes of the Club.
  - (h) To buy sell and deal in all kinds of apparatus and all kinds of provisions either liquid or solid required by persons frequenting the Club's property and premises.
  - (i) To purchase, lease or otherwise acquire any easements, buildings or property real or personal which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Club.
  - (j) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with any or part of the property or rights of the Club subject to any limitation contained in the Registered Clubs Act and Liquor Act.
  - (k) To invest any monies of the Club not immediately required upon such securities and in such manner as may be deemed fit from time to time.
  - (l) To borrow money in such amounts and in such manner and with or without security as the Club shall think fit.
  - (m) To make, draw, give, accept, endorse and discount cheques, promissory notes and other negotiable instruments.
  - (n) To guarantee and/or indemnify the contracts and liabilities of others and to give security therefore.
  - (o) To erect, maintain, improve, pull down or alter any building or buildings for the purposes of the Club.
  - (p) To give security over the Club's assets by mortgage or other charge for any payment liability or indebtedness of the Club.
  - (q) To receive money on deposit.
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- (r) To grant pensions, retiring allowances, superannuation benefits, long-service leave and general benefits to employees (past or present) of the Club by:
  - (i) grants of money, insurance or other aid to them and their dependents and connections;
  - (ii) establishing and/or subsidising funds and trusts.
- (s) 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 security over the whole or any part of the real or personal property present or future of the Club.
- (t) To establish, support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependents or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.
- (u) From time to time to bind itself and its successors and assigns so far as it is lawful to trade exclusively with a particular company, firm or person for any period in liquors and/or soft drinks and cordial and any other stock-in-trade sold or used or consumed in registered clubs and to enter into any covenant trading bond encumbrance or other instrument and give any power of attorney deemed necessary for the protection of such trade company person or licence.
- (v) To do all such other things as are incidental or conducive to the attainment of all or any of the above objects.

#### **LIMITED LIABILITY**

7. The liability of the members is limited.

#### **MEMBERS GUARANTEE**

8. (a) Each member undertakes to contribute an amount not exceeding two dollars (\$2.00) 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;
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- (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.

### **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 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.
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;
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- (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 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, 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, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

### **MEMBERSHIP**

17. No person under the age of 18 years shall be admitted as a member of the Club.
18. The Full membership of the Club shall be divided into the following categories:
- (a) Club members;
  - (b) Special members;
  - (c) Life members.
19. Intentionally deleted.
20. Persons who are not Full members may, in accordance with this Constitution, be admitted to the Club as:
- (a) Provisional Members;
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- (b) Honorary Members;
  - (c) Temporary Members.
21. The number of Full members having the right to vote in the election of the Board shall at all times be not less than twenty-five percent (25%) of the Full members of the Club.

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

### **CLUB MEMBERS**

22. (a) Club members shall be persons who have attained the age of eighteen (18) years and are elected or transferred by the Board to Club membership of the Club.
- (b) Club members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- (c) Club members are entitled to:
- (i) all the social privileges and advantages of the Club;
  - (ii) attend and vote at Annual General Meetings and general meetings of the Club;
  - (iii) nominate for and be elected to hold office on the Board;
  - (iv) vote in the election of the Board;
  - (v) vote on any special resolution to amend this Constitution;
  - (vi) propose, second, or nominate any eligible member for any office of the Club;
  - (vii) propose, second or nominate any eligible member for Life membership;
  - (viii) introduce guests to the Club.

### **SPECIAL MEMBERS**

23. (a) Special members shall be persons who have attained the age of sixty-five (65) years who in each case have the additional qualification referred to in paragraph (b) of this Rule 23 and who have made application for and have been transferred by the Board to Special membership.
- (b) The "additional qualification" referred to in paragraph (a) is that a person has been a member of the Club for the fifteen (15) years immediately preceding the date on which they make application to be transferred to Special membership.
- (c) Special members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- (d) Special members are entitled to:
- (i) all the social privileges and advantages of the Club;
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- (ii) attend and vote at Annual General Meetings and general meetings of the Club;
- (iii) nominate for and be elected to hold office on the Board;
- (iv) vote in the election of the Board;
- (v) vote on any special resolution to amend this Constitution;
- (vi) propose, second, or nominate any eligible member for any office of the Club;
- (vii) propose, second or nominate any eligible member for Life membership;
- (viii) introduce guests to the Club.

### **LIFE MEMBERS**

24. (a) A Life member shall be any member who has been a member of the Club for at least ten (10) years who has rendered special or meritorious service to the Club and has been granted Life membership of the Club in accordance with this Rule 24.
- (b) Not more than one (1) member may be made a Life member in any financial year of the Club.
- (c) Life membership may only be conferred at an Annual General Meeting of the Club.
- (d) Candidates for Life membership shall be nominated by one Full member and seconded by another Full member.
- (e) If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next Annual General Meeting of the Club and not less than 21 days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- (f) If a nomination for Life membership is approved by a resolution passed by not less than a majority of the members present and voting at the Annual General Meeting the person nominated shall thereby be a Life member of the Club.
- (g) Every Life member shall be entitled to all the rights and privileges of a Club member.
- (h) A Life member is relieved from the payment of any annual subscription.

### **TRANSFER BETWEEN CLASSES OF MEMBERSHIP**

25. (a) The Board shall have the power on the application of any member to transfer that member to another category of membership if that member has the qualifications for that other category of membership.
- (b) Any application for transfer of membership pursuant to this Rule 25 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than one week
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before the transfer of the applicant to another class of membership of the Club.

- (c) A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- (d) Upon a member being transferred to another class of membership of the Club, the Secretary shall cause a notice of such transfer to be promptly forwarded or posted to such member. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

### **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 amenities 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;
  - (vi) propose, second or nominate any eligible member for Life membership.

### **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
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- (ii) any prominent citizen or local dignitary visiting the Club;
  - (iii) a person who produces evidence that he or she is a member of the Australian Defence Force.
- (b) Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.
  - (c) Honorary members who are not Full members of the Club shall only be entitled to the social facilities and amenities of the Club as the Board may determine from time to time and to introduce guests into the Club.
  - (d) Honorary members who are not Full members of the Club 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.
  - (e) 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, or surname and initials, of the Honorary Member; and
    - (ii) the residential address of the Honorary Member.

#### **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 such minimum radius from the Club as may be prescribed by the Registered Clubs Act 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.
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- (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 3030(c).
- (f) The following particulars shall be entered in the Club's register of temporary members for each Temporary member who enters the premises in accordance with the requirements of the Registered Clubs Act, apart from Temporary members who are pursuant to Rule 30(c):
  - (i) the name in full, or the surname and initials, 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) Only Life members, financial Club members and financial Special members shall be entitled to attend and vote at any general meeting of the Club.
- (b) Subject to Rule 93, 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 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 shall hold a ballot for the election of members.
  - (d) The Board may reject any application for membership without assigning any reason for such rejection.
  - 34. (a) Every application for membership of the Club shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
    - (i) the full name of the applicant;
    - (ii) the residential address of the applicant;
    - (iii) the date of birth and the age of the applicant;
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- (iv) deleted;
  - (v) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
  - (vi) the signature of the applicant;
  - (vii) 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 (if any);
  - (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 propose the applicant for membership by signing 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 shall thereby become a Provisional member.
- (e) The full name of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
- (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. Annual subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time prescribe by resolution.
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 by resolution.
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38. (a) All subscriptions shall be due and payable on a date determined by the Board from time to time.
- (b) Any person who has not paid his or her subscription within 30 days of the due date shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club and the provisions of Rule 41 shall not apply to such resolution.
- (c) Each year the Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the subscription in paragraph (a) of this Rule 38 and of the provisions of paragraph (b) of this Rule 38.
- (d) 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.
- (e) Any member who is an unfinancial member shall, during the period of being such an unfinancial member shall not be entitled to:
- (i) attend at the premises of the Club for any purpose without the permission of the Board;
  - (ii) participate in any of the social or sporting activities of the Club or any sub club without the permission of the Board;
  - (iii) attend or vote at any meeting of the Club;
  - (iv) nominate or be elected or appointed to the Board;
  - (v) propose, second or nominate any eligible member for any office of the Club;
  - (vi) propose, second or nominate any eligible member for Life membership.
- (f) If the Board determines that an annual subscription is not payable, the Board may determine that membership is granted for a fixed period and must be renewed by the end of that period. Any member who does not renew their membership by the due date will cease to be eligible to all privileges and rights of membership and if the member has not renewed their membership within one month from the renewal date, the member shall cease to be a member of the Club and a notation shall be made to that effect against their name in the register of members of the Club.

#### **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) deleted;
  - (iii) the address;
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- (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 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 wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
  - (b) is, in the reasonable opinion of the Board;
    - (i) guilty of any conduct prejudicial to the interests of the Club; or
    - (ii) guilty of conduct which is unbecoming of a member.
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.
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- (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.
  - (f) 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.
  - (g) 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.
  - (h) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion.
  - (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 by resolution or the Secretary shall have the power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five (5) 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 without the permission of the Board;
  - (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;
  - (f) propose, second or nominate any eligible member for Life membership.

#### **REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB**

45. (a) In addition to any powers under 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 Registered Clubs Act;
  - (iv) who hawks, peddles or sells any goods on the premises of the Club;
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- (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 club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to paragraph (c) 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 by the Secretary to exercise such power.
- (d) Without limiting Rule 45(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 45(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- (e) Without limiting Rule 45(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 45(a)(i) the person must not remain in the vicinity of the Club or re-enter the vicinity of the Club within twenty four (24) hours of being refused admission or being turned out.

#### **RESIGNATION AND CESSATION OF MEMBERSHIP**

46. (a) A member may at any time by giving notice in writing to the Secretary or by returning his or her membership card to an officer or employee of the Club and clearly indicating his intention 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 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:
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- (i) full name or the surname and initials of the guest;
  - (ii) address of the guest;
  - (iii) date; and
  - (iv) the signature of the member.
- (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 42 or suspended pursuant to Rule 43 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 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 an adult who is:
- (a) a parent, step-parent or guardian of the minor; or
  - (b) the minor's spouse or de facto partner;
  - (c) for the time being, standing in as the parent of the minor.

### **BOARD OF DIRECTORS**

50. The Board shall consist of a President, Vice President, Honorary Treasurer and four (4) Ordinary directors.
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51. Subject to Rule 51A and Rule 52, only Life members, financial Club members and financial Special members shall be entitled to stand for and be elected or appointed to the Board.
- 51A. Notwithstanding any other provision of this Constitution, a member shall not be eligible to stand for or be elected or appointed:
- (a) to the Board unless the member has been a member of the Club for at least the two (2) continuous years immediately prior to the close of nominations or the proposed date of appointment to fill a casual vacancy; and
  - (b) as the President, Vice President or Treasurer unless the member has been a director of the Club at least from the immediate past Annual General Meeting.
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.
- 52A. The Board shall be elected triennially in accordance with Rule 39 and Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule will be the Annual General Meeting held in 2014.

#### SCHEDULE 4

##### **Definitions**

1. In this Schedule -

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

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

**"year"** means the period between successive general meetings.

2. Repealed.

##### **First general meeting under triennial rule**

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

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

**Subsequent general meetings**

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

**Casual vacancies**

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

**Re-election**

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

**Revocation of triennial rule**

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

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

- 52B. Any person who is elected or appointed to the Board must complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act notwithstanding that under the Act or Regulation the member is exempt from having to undertake the required training.

**ELECTION OF BOARD**

- 52C. Notwithstanding any other provision of this Constitution;
- (a) The Board may determine that voting in the election of the Board be conducted by electronic means;
- (b) If the election of the Board is to be conducted electronically, members will be able to vote either by using their own personal computer or other electronic

device without having to attend the Club's premises or by using a designated computer or other electronic device at the Club's premises; and

- (c) If the election of the Board is to be conducted electronically, references to Rule 53 to ballot papers include electronic voting forms and records.
53. The election by ballot of the Board shall be conducted in the following manner and references to the election of the Board and the election of directors in this Rule shall refer to the election of positions to be filled in any year in accordance with the triennial rule:
- (a) Notice of the date and time of the last day for receiving nominations for office, shall be prominently posted on the Club Notice Board at least twenty-one (21) days prior to the date fixed for the close of nominations and shall remain on the Club Notice Board until nominations close.
  - (b) Nominations shall close on, and must be delivered to the Secretary by, a day that is not later than ten (10) days prior to the date fixed for the Annual General Meeting.
  - (c) Nominations for election to the Board shall be made in writing and signed by two Life members, Club members or Special members and by the nominee who shall thereby signify his or her consent to the nomination.
  - (c1) A nominee must have a director identification number as required by the Act and state that number on the nomination form before the close of nominations.
  - (d) A nomination can be withdrawn at any time.
  - (e) An eligible member may be nominated for more than one office.
  - (f) The Secretary shall post the name, occupation and photograph of the candidates on the Club Notice Board as they are received.
  - (g) If the full number of candidates for the various 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 various positions those candidates shall be declared duly elected.
  - (i) If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of that position.
  - (j) If a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. For the purposes of this Rule 53 the order of seniority of shall be:
    - (i) Firstly - President
    - (ii) Secondly - Vice President
    - (iii) Thirdly - Honorary Treasurer
    - (iv) Fourthly - Ordinary Director
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- (k) The Board shall appoint a Returning Officer and Deputy Returning Officer to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer or Deputy Returning Officer.
- (l) The order in which names appear on the ballot paper shall be determined by lot.
- (m) The Returning Officer or Deputy 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 deposit their ballot paper in the ballot box provided at the Club.
- (p) The ballot box will be at the Club during such hours as may be determined by the Board from time to time.
- (q) The Returning Officer or the Deputy Returning Officer shall supervise the safe custody of the ballot box and ballot papers returned.
- (r) Voting will close on the day preceding the date fixed for the Annual General Meeting at such time as may be determined by the Board.
- (s) The Returning Officer shall supervise the examination of ballot papers.
- (t) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- (u) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
- (v) The Returning Officer shall report the result of the ballot to the meeting.
- (w) If the Returning Officer is not present the Deputy Returning Officer shall perform the duties of the Returning Officer.
- (x) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or Deputy Returning Officer set out in this Rule 53.
- (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. The Board shall be responsible for the management of the business and affairs of the Club.

#### **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
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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, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Club or to which the Club may be entitled from time to time subject to the requirements of Section 41E of the Registered Clubs Act and Regulations and Liquor Act.
  - (j) To appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
  - (k) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to
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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 President 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:
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- (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 President shall be ex officio a member of all the committees of such sub clubs and may nominate a director to represent him or her on the committees of such sub clubs.
  - (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 to paragraph (g) of this Rule 58 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.
  - (g) No amendment to the constitution of a sub-club passed by a resolution of a meeting of members of the sub club shall have effect unless and until the amendment has been approved by resolution of the Board. Such approval shall not be unreasonably withheld.
  - (h) 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.
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**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;
  - (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 By-law on the 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 quarter for the transaction of business, where quarter means a period of three (3) months, ending on 31 March, 30 June, 30 September, or 31 December in each year.
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 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 Vice President shall preside as chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act then the directors present shall elect one of their number as chairperson for that meeting.
63. The quorum for meetings of the Board shall be four (4) directors present.
64. The President may at any time and the Secretary upon the request of a director 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
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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. 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.
68. 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.
69. 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.
- 69A. In addition to Rule 69A, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by each director sending a reply email to the Club to that effect. The resolution shall be passed when the last director has sent their reply email agreeing to the proposed resolution.

#### **MATERIAL PERSONAL INTERESTS OF DIRECTORS**

70. Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge declare the nature of the interest at a meeting of the Board and comply with Rule 71.
71. Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
  - (a) must not vote on the matter; and
  - (b) must not be present while the matter is being considered at the meeting.

#### **REGISTERED CLUBS ACCOUNTABILITY CODE**

72. The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Rules 74 to 75I inclusive.
  73. For the purposes of Rules 74 to 75I inclusive, the following terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.
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**CONTRACTS WITH TOP EXECUTIVES**

74. The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- (a) the top executive's terms of employment; and
  - (b) the roles and responsibilities of the top executive;
  - (c) the remuneration (including fees for service) of the top executive;
  - (d) the termination of the top executive's employment.
75. Contracts of employment with top executives will not have any effect until they are approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.

**CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES**

- 75A. Subject to Rule 75C and any restrictions contained in the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- 75B. A "pecuniary interest" in a company for the purposes of Rule 75A does not include any interest exempted by the Registered Clubs Act.

**CONTRACTS WITH SECRETARY AND MANAGERS**

- 75C. Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
- (a) the Secretary of a manager; or
  - (b) any close relative of the Secretary or a manager;
  - (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

**LOANS TO DIRECTORS AND EMPLOYEES**

- 75D. The Club must not:
- (a) lend money to a director of the Club; and
  - (b) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

**RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES**

- 75E. A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
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- 75F. If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

#### **DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB**

- 75G. A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
  - (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
  - (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises,
  - (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.
- 75H. The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 75G.

#### **PROVISION OF INFORMATION TO MEMBERS**

- 75I. The Club must:
- (a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates, and
  - (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

#### **TRAINING DISCLOSURES**

- 75J. The Club must make available to members:
- (a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
  - (b) the reasons for any exemption of any director, the Secretary and any manager of the Club from the training prescribed by the Registered Clubs Regulation.
- 75K. The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.
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**REMOVAL FROM OFFICE OF DIRECTORS**

76. (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 76 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**

77. The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) is disqualified for any reason referred to in Section 206B of the Act.
  - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
  - (c) is absent from meetings of the Board for a continuous period of three months without leave of absence from the Board and the Board resolves that the office be vacated.
  - (d) by notice in writing given to the Secretary resigns from office as a director.
  - (e) becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act or Liquor Act.
  - (f) ceases to be a member of the Club.
  - (g) becomes an employee of the Club.
  - (h) subject to Rule 77A fails to undertake the required training for members of the governing body of a registered club specified in Part 4A of the Registered Clubs Act or Registered Clubs Regulation, within the time frames required by those provisions notwithstanding that under that Act or Regulation the member is exempt from having to undertake the required training.
- 77A. In accordance with the Registered Clubs Regulation, a member who was a director of the Club as at 1 July 2013 will have until 30 June 2018 to complete the training referred to in Rule 7777(h).
78. 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 in accordance with the triennial rule set out in Rule 52A.
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**GENERAL MEETINGS**

79. 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.
80. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- (a1) The Board shall determine when, where and how all general meetings of the Club will be held provided that the time of the meeting is reasonable and such meetings may be held:
- (i) at one or more physical venues;
  - (ii) at one or more physical venues and using virtual meeting technology; and
  - (iii) using virtual meeting technology.
- (b) The Board must call and arrange to hold a general meeting of the club on the request of members with at least 5% of votes that may be cast at the general meeting. In this Rule 80, the term "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 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 80 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,
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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 80. 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.

81. (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; and
  - (ii) state the general nature of the meeting's business; and
  - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution; and
  - (iv) If the general meeting is to be held with technology, information on how members can participate in the meeting by technology.
- (c) A copy of a notice of a general meeting of the members of the Club (including an Annual General Meeting) shall also be posted on the Club Notice Board 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**

82. 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 98;
  - (c) to declare the results of the election of the positions of the Board to be elected in accordance with the triennial rule and conduct any further election that may be necessary;
  - (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.
83. Notwithstanding Rules 85, 86 and 87, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must
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be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.

84. (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.
- (a1) If a virtual meeting technology is used to hold a general meeting, the technology must give the persons entitled to attend the meeting, as a whole, the reasonable opportunity to participate without being physically present in the same place.
- (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.

### **MEMBERS' RESOLUTIONS**

85. (a) The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
- (ii) at least 100 members who are entitled to vote at a general meeting.
- (b) The notice must:
- (i) be in writing; and
- (ii) set out the wording of the proposed resolution;
- (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.
86. (a) If the Secretary has been given notice of a resolution under Rule 85, 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
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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.
87. (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; and
  - (ii) signed by the members making the request;
  - (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
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- (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.
- (j) 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**

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

89. The President shall be entitled to take the Chair at every general meeting. If the President is not present within thirty (30) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Vice President shall preside as chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or one of their number to preside as chairperson of the meeting.
90. (a) No business shall be transacted at any general meeting of members unless a quorum of members is present. All members participating in such a meeting are taken for all purposes to be present in person at the meeting while so participating.
- (b) At any general meeting of the Club (including an Annual General Meeting), twenty (20) members, including members participating remotely by way of technology, present in person and eligible to vote shall be a quorum.
- (c) If a quorum is not present within 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 80; or
  - (ii) stand adjourned if it was convened by the Board 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.
91. If at any meeting adjourned pursuant to this Rule 90(c)(ii) a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.
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92. (a) Subject to Rule 92(e) 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.
- (e) If a general meeting is being conducted exclusively or partly through the use of technology, every resolution submitted to such a meeting shall be decided by a poll.

#### **PROXY VOTING PROHIBITED**

93. In accordance with section 30(1)(d) of the Registered Clubs Act, 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**

94. (a) 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.
- (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.
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### **CANCELLATION AND POSTPONEMENT OF GENERAL MEETINGS**

- 94A. The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement of any resolution passed at a postponed meeting. This Rule 94A will not operate in relation to a meeting called pursuant to a request or requisition of members.

### **WITHDRAWAL OF RESOLUTIONS**

- 94B. The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.

### **MINUTES**

95. (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.
  - (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**

96. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
97. 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.
98. (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 Part 2M.3 of the Act.
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- (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 December and immediately prior to the Annual General Meeting:
- (i) the financial report of the Club;
  - (ii) the Directors' Report;
  - (iii) the Auditor's report and the financial report.

### **FINANCIAL YEAR**

99. The financial year of the Club and any sub club or other entity created under this Constitution shall commence on the first day of January in each year and end on the last day of December in each year or such other period as having regard to the Act, the Board may determine.

### **AUDITORS**

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

### **SECRETARY**

101. 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.

### **EXECUTION OF DOCUMENTS**

102. (a) Deleted.
- (b) Deleted.
- (c) Subject to Rule 102(e) 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) Subject to Rule 102(e) 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.
- (e) A director or the secretary may sign a document pursuant to Rule 102 either by signing a physical form of the document, or signing an electronic form of the document using electronic means and the two officers signing a document on behalf of the Club can sign different copies of the document and/or use different methods to sign the document.

### **NOTICES**

103. A notice may be given by the Club to any member either:
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- (a) personally; or
  - (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
  - (c) by sending it by any electronic means; or
  - (d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.
104. Where a notice is sent by post to a member in accordance with Rule 44.1 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.
- 104A Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.
- 104B Where a member is notified of a notice in accordance with Rule 103(d), the notice is taken to have been received on the day following that on which the notification was sent.
- 104C If a member has not made a specific election on how to receive notices, they shall be deemed to have elected to receive notices by the Club publishing a copy of the notice on the noticeboard.

### **INDEMNITY TO OFFICERS**

105. 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.
106. 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**

107. 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**

108. This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Life members, financial Club members and financial Special members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.
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