

CORPORATIONS LAW  
A public company limited by guarantee and  
not having a share capital

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CONSTITUTION  
OF  
**THE EASTWOOD CLUB LIMITED**

(ACN 000 223 503)  
(ABN 66 000 223 503)

**NAME AND REGISTERED OFFICE**

1. The name of the Company is "The Eastwood Club Limited" (hereinafter called "the Club").

The registered office of the Club will be situated at 6 Hillview Road, Eastwood or such other place within the State of New South Wales as the Committee of the Club may determine from time to time.

**DEFINITIONS**

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

**"the Act"** means the Corporations Law. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date at which these regulations become binding on the Club shall have the meaning so defined.

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

**"the Club"** means The Eastwood Club Limited.

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

**"the Committee"** means the members for the time being of the Committee of Management / Board of Directors constituted in accordance with this Constitution.

**"Constitution"** means and includes these Rules.

**"Financial member"** means any member who has paid all money payable by him or her to the Club or in respect of whom there is no such money outstanding on the due

date of payment thereof.

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

**"General Meeting"** includes Annual General Meeting.

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

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

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

**"Officer"** includes any member of the Committee, but does not include the Auditor.

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

**"the Registered Clubs Act"** means the Registered Clubs Act, 1976. When any provision of the Act is referred to, that reference is to such provision as modified by any law for the time being in force.

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

**"Special Resolution"** has the meaning assigned thereto by the Act.

### INTERPRETATION

3. A decision of the Committee on the construction or interpretation of this Constitution, or on any By-Laws 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.
4. Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

### PRELIMINARY

5. 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.
6. The Club is established for the purposes set out in this Constitution.
7. (a) The Club shall be a non-proprietary company.

- (b) Subject to the provisions of Section 10(1i) of the Registered Clubs Act, a member of the Club, whether or not he or she is a member of the governing body or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
  - (c) Subject to the provisions of Section 10(1j) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of Registration under Part II of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
  - (d) The Secretary or Manager or any employee or a member of the Committee or of any committee of the Club shall not be entitled under this Constitution or the Rules of the Club or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- 8.
- (a) An employee of the Club shall not vote at any meeting of the Club or of the Committee or at any election of the Committee or hold office as a member of the Committee.
  - (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
- 9.
- (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member; provided that this paragraph does not apply 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 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 poker machines on the premises of the Club.



**OBJECTS**

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

- (a) To take over the effects and liabilities of the unincorporated Club known as the Eastwood Enterprises.
- (b) To establish maintain and conduct a Club for the accommodation of members of the Club and their friends and to provide a Club House and other conveniences and generally to afford to members and their friends all the useful privileges advantages conveniences and accommodation of a Club.
- (c) To purchase or otherwise acquire any real and personal property and any rights or privileges which the Club may think necessary useful or convenient.
- (d) To promote the social welfare enjoyment and recreation of its members and to promote and engage in such sports games and pastimes as the Club may decide.
- (e) To purchase or provide and maintain all kinds of furniture implements tools utensils plate glass linen books papers periodicals stationery cards games and other things required or which may be conveniently used in connection with the objects of the Club.
- (f) To buy provide make sell and deal in any kinds of provisions and refreshments required or used by the members of the Club or other persons frequenting the Club House or premises of the Club.
- (g) To hire and employ all classes of persons considered necessary for the purposes of the Club and to pay to them and to other persons in return for services rendered to the Club salaries wages gratuities and pensions.
- (h) To promote and hold either alone or jointly with any other company society association club or persons meetings pastimes sports meetings and competitions and to offer give or contribute towards prizes medals and awards and to promote give or support dinners balls concerts and other entertainments.
- (i) To establish promote or assist in establishing or promoting and to subscribe or become a member of or co-operate with any other company society association or club whose objects are similar or in part similar to the objects of the Club or the establishment or promotion of which may be beneficial to this Club provided that no subscription be paid to any such other company association society or club out of the funds of the Club except bona fide in furtherance of the objects of the Club.
- (j) To hold and maintain a Certificate of Registration under the Registered Clubs Act.
- (k) To raise money by entrance fees and subscriptions and to grant any rights and privileges to subscribers.
- (l) To construct alter repair and maintain any buildings and works necessary or



convenient for the purposes of the Club.

- (m) To sell in subdivision or otherwise lease manage improve develop exchange dispose of make construct grant give or dedicate roads lanes or rights of way upon turn to account or otherwise deal with any part of the property real or personal of the Club.
- (n) To amalgamate or affiliate with any other company or association having objects altogether or in part similar to those of the Club and to take over the assets and liabilities of any such company or association by purchase, gift, amalgamation with or succession thereto or otherwise.
- (o) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined.
- (p) To borrow or raise and give security for moneys by the issue of or upon bonds debentures bills of exchange promissory notes or other obligations or securities of the Club or by mortgage or charge upon all or any part of the property of the Club both present and future or without security and upon such terms as to priority or otherwise as the Club shall think fit.
- (q) To sell the property of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares debentures or securities of any other company having objects altogether or in part similar to those of this Club.
- (r) To promote any other company for the purpose of acquiring all or any of the property or liabilities of this Club and for any other purposes which may seem directly or indirectly calculated to benefit this Club and to take or otherwise acquire and hold shares in any such Club.
- (s) To carry out any purchase or sale made or effected by the Club either for cash or for shares or partly for cash and partly for shares or on the hire purchase system or for payment by instalments or deferred payment system or otherwise.
- (t) To draw make accept endorse execute and issue cheques promissory notes bills of exchange bills of lading debentures and other negotiable or transferable instruments.
- (u) To enter into a guarantee or bond for the benefit of the Club and to indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other securities over the whole or any part of the real or personal property present or future of the Club.
- (v) To do all or any of the matters hereby authorised either alone or in conjunction with or as Trustee or as Agent for any other company club association or person or by or through any factors trustees or agents.

- (w) To make and prescribe rules regulations and by-laws not inconsistent with this Constitution to be observed by members and others regulating their conduct and the use and enjoyment of the property of the Club and the privileges of membership and otherwise and to enforce the observance of such rules regulations and by-laws by the imposition and levying of fines and other penalties and otherwise.
- (x) Generally to do all such other lawful things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

AND it is hereby declared that the word "Club" in this clause except when used in reference to this Club shall be deemed to include any partnership or any other body of persons whether incorporated or not incorporated and whether domiciled in the State of New South Wales or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except when otherwise expressed in such paragraph be independent objects and be in no way restricted by reference to or inference from the terms of any other paragraph or the name of the Club or by any object being or being deemed to be a dominant object.

11. The income and property of the Club, whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Club. Provided that nothing shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Club, or to any member of the Club in return for any service actually rendered to the Club nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any member to the Club but so that no member of the Committee of Management or governing body of the Club or any officer of the Club shall be paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Club to any member of such Committee or governing body except the repayment of out-of-pocket expenses and interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let to the Club.

#### **WINDING UP**

12. The liability of Full members is limited.
13. Every Full member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up during the time that he or she is a Full member or within one year afterwards for payment of the debts and liabilities of the Club, contracted before the time at which he or she ceases to be a member and of the costs charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding two dollars (\$2.00).



14. If upon the winding up or dissolution of the Club, there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to those of this Club and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club, under or by virtue of this Constitution hereof, such institution or institutions to be determined by the members at or before the time of the dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

### **MEMBERSHIP**

15. The number of Full members of the Club shall not exceed the maximum permissible under the *Registered Clubs Act*.
16. The number of Full members having the right to vote in the election of the Committee shall at all times exceed the number of Full members who do not have the right to vote in the election of the Committee.
17. A person shall not be admitted to membership of the Club except as an Ordinary member, Life member, Perpetual member, Honorary member, Temporary member or Provisional member.
18. No person under the age of eighteen (18) shall be admitted as a member of the Club.
19. The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of Members of the Club and such other persons as the Committee admits to membership in accordance with this Constitution are the members of the Club.
20. All classes of membership are open to both sexes.
21. Unless and until otherwise determined by the Committee, the classes of membership are:
- (a) Life members;
  - (b) Club members;
  - (c) Country members;
  - (d) Perpetual members;
  - (e) Honorary members;
  - (f) Temporary members; and
  - (g) Provisional members.

### **ELIGIBILITY FOR ORDINARY MEMBERSHIP**

22. The requirements for eligibility of persons for election or transfer to the following classes of Ordinary membership are:-



**(a) Club member**

- (i) Any person who is over the age of eighteen (18) years who has made application for and been admitted to membership as a Club member.
- (ii) Any person who is listed as an Ordinary member in the Register of Members at the date of the Special Resolution adopting this Constitution will be transferred on that date to Club membership.

**(b) Country member**

- (i) Any person who has attained the age of eighteen (18) years and resides permanently outside the Sydney Metropolitan area as defined from time to time by the Committee of the Club and is elected as a Country member.

**(c) Perpetual member**

- (i) Any member who has thirty (30) years of continuous membership. Such members shall be entitled to rights that the Committee confer from time to time

**LIFE MEMBERS**

23. (a) Any member who has rendered distinguished and valued service to the Club or for any other commendable reason may be elected to Life membership by resolution carried by at least a seventy-five percent (75%) majority of those members present and voting at any General Meeting of the Club.
- (b) Notice of nomination for Life membership shall be made in writing in the form approved of by the Committee from time to time and signed by the proposer and seconder both of whom shall be financial Club members or Life members of the Club.
- (c) The nomination shall be delivered to the Secretary.
- (d) The Secretary shall present the nomination at the next Committee meeting after it is delivered to the Secretary.
- (e) The Committee must approve the nomination by a simple majority before it is submitted to members for approval.
- (f) If the Committee approves the nomination the Secretary shall place the nomination on the Club Notice Board for a period of at least ten (10) days before the date of the General Meeting to consider the nomination.
- (g) Upon the request of any member of the Committee voting for a nomination for Life membership shall be by secret ballot.
- (h) A Life member is relieved from payment of any annual subscription but shall

pay any other fees or levies payable by a Club member.

- (i) A Life member shall otherwise have the same rights and privileges of the class of membership to which he or she belonged immediately prior to becoming a Life member.
- (j) Any person who is listed as an Honorary Life member in the Register of Members on the date of the Special Resolution adopting this Constitution shall be transferred to Life membership of the Club.

### **RIGHTS OF MEMBERS**

24. Life members and Financial Club members shall be entitled to vote in any election of any member of the committee to attend and to vote at all General Meetings of the Club, to vote on any Resolution including any Special Resolution to amend this Constitution and, subject to Rule 51, to be nominated for, elected to and hold office on the Committee of the Club.

Country members shall be entitled to vote in any election of any member of the committee and to such privileges as the Committee shall determine from time to time but shall not otherwise be entitled to attend and/or vote at any General Meeting of the Club.

25. Each member who is entitled to vote has one vote, but cannot vote by proxy.
26. The rights of members to use the facilities and amenities of the Club are as the Committee may determine from time to time by By-law or otherwise.

### **HONORARY MEMBERS**

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



**TEMPORARY MEMBERS**

28. The following persons in accordance with procedures established by the Committee may be made Temporary members of the Club:
- (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres radius from the Club or such other greater distance as may be determined from time to time by the Committee by By-law pursuant to these Rules.
  - (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 Committee 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.
29. (a) Temporary members shall not be required to pay an entrance fee or annual subscription;
- (b) Temporary members shall not be entitled to vote in any election of any member of the committee to vote at any meeting of the Club, nominate for or be elected to the Committee 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 except for minors in accordance with Rule 48;
- (d) The Secretary, Chairman, a Deputy Chairman, the Finance Director 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;
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 28(c) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
- (i) the name in full of the Temporary member;
  - (ii) the residential address of the Temporary member;
  - (iii) the date on which Temporary membership is granted.
  - (iv) the signature of the Temporary member.



### **PROVISIONAL MEMBERSHIP**

30. Every person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form shall be granted Provisional membership of the Club while awaiting the decision of the Committee in relation to that person's application for membership of the Club.
31. 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 lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
32. Provisional members shall not be entitled to vote in any election of any member of the committee only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Committee or any office of the Club or participate in the management, business and affairs of the Club in any way.

### **ABSENTEE LIST**

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

### **ELECTION OF MEMBERS**

34. (a) A person shall not be admitted as a member of the Club other than as a Provisional, Temporary or Honorary member unless that person is elected to membership at a meeting of the Committee of the Club or a duly appointed election committee of the Club.
- (b) The names of the members present and voting at that meeting are to be recorded by the Secretary of the Club.
- (c) The Committee may reject any application for membership without assigning any reason for such rejection.
35. (a) Every candidate for membership shall complete a nomination form and which shall be in such form and shall contain such particulars as are from time to time prescribed by the Committee, including the full name, address occupation and date of birth of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club. The form will be signed by the candidate and by the proposer and seconder.

- (b) The proposer and seconder to the nomination forms shall be either Life members or Financial Club members who shall have been members of the Club for a period of at least five (5) continuous (5) years.
  - (c) The nomination form shall be deposited at the office of the Club.
  - (d) The Secretary shall cause the name, address and occupation of the candidate and the name and address of the proposer and seconder to be exhibited on the Club Notice Board for a continuous period of not less than one week before the election of the candidate as a member of the Club.
  - (e) 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.
36. (a) Upon a person being elected to membership by a seventy-five percent (75%) majority of members of the Committee who are present and who vote at the meeting the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person and upon payment of the entrance fee (if any) and first subscription (if not already paid by the person obtaining Provisional membership) such person becomes a member of the Club, provided nevertheless that if such entrance fee and annual subscription is not paid within thirty (30) days after the date of the notice of election to membership has been given to the person, the Committee may at its discretion cancel its election of the person's membership of the Club.
- (b) A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or the Committee.

#### **TRANSFER OF MEMBERSHIP**

37. The Committee or the election committee, at its discretion, may on the written application of a member who has the qualifications for and wishes to become a member of the different class transfer that member from any class of Ordinary membership to another class of Ordinary membership and may, if appropriate, make an adjustment in the entrance fee (if any) and subscription paid or payable by that member so transferred for the membership in which the transfer takes place.



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

38. Entrance fees, subscriptions and other payments payable by Full members of the Club and the time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be such as the Committee may from time to time prescribe provided that the annual subscription for any class of Ordinary member shall be not less than Two Dollars (\$2.00) or such other minimum subscription provided from time to time by the Registered Clubs Act.

Those Full members who have attained the age of sixty-five (65) years and having completed twenty-five (25) years as a Full member of the Club, shall pay one-half of the annual subscription of their category of membership. All Full members who are recipients of either an old-age, invalid or widows pension and in circumstances of hardship may apply to the Board who shall have discretion to allow such reduction of subscriptions on an annual basis.

39. 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 Committee from time to time provided that it not be less than \$2.00 or such other minimum prescribed under the Registered Clubs Act.
40. If the entrance fee or subscription or any part thereof for any Full member shall not be paid by 1 July each year the Full member shall be notified in writing of the default. If such subscription remains unpaid for a further period of thirty (30) days from that date the Full member shall be debarred from all privileges of membership and upon an appropriate resolution from the Committee of the Club may be removed from membership of the Club in which case the provisions of Rule 45 shall not apply.
41. Any person who has ceased to be a Full member of the Club pursuant to Rule 40 may re-apply for membership in accordance with this Constitution. The Committee may at its discretion waive any entrance fee for any person who has made application to join the Club who has previously been a Full member of the Club.

### **PATRONS**

42. The Full members in general meeting may appoint one or more patrons from time to time upon recommendation being made by the Committee to the meeting and any patron will (if not a member of the Club) thereby be deemed to be an Honorary member of the Club provided the new patron as a Full member of the Club shall also be entitled to exercise all the privileges and advantages of such membership.

### **ADDRESSES OF MEMBERS**

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

### **REGISTERS OF MEMBERS AND GUESTS**

44. The Club shall keep the following registers:
- (a) A register of persons who are Full members of the Club in accordance with the Registered Clubs Act.



- (b) A register of persons who are Honorary members and a register of persons who are Temporary members other than Temporary members referred to in Rule 28(c).
- (c) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members.

### **DISCIPLINARY PROCEEDINGS**

45. (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of this Constitution or any By-Laws or be, in the opinion of the Committee, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Committee shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:
- (i) Such member shall be notified of any charge against the member pursuant to this Rule and of the date time place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least seven clear days before the meeting of the Committee at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge. A similar notice shall also be sent to the accuser (if any).
  - (ii) The Committee may and shall if requested so to do at least three (3) days before the date of hearing by the person charged or the accuser (if any) cause a notice to be sent to any other member to appear and give evidence.
  - (iii) 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. The member shall be entitled to call any witnesses in his or her defence and cross-examine any witnesses.
  - (iv) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Committee 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.
  - (v) No motion by the Committee to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of not less than fifty percent (50%) of the members of the Committee present in person vote in favour of such motion.
  - (vi) After the Committee has considered all the evidence put against the member, it must come to a decision as to the member's guilt or innocence in relation to the charge. Once it has decided the issue of

guilt or innocence, the Committee must inform the member prior to considering any penalty.

- (vii) The member charged must be given a further opportunity at the hearing to address the Committee in relation to the penalty appropriate to the charge of which the member has been found guilty.
  - (viii) Any decision of the Committee on such hearing shall be final and the Committee shall not be required to assign any reason for its decision.
  - (ix) Should any member who without reasonable excuse fail to appear before the Committee when required to do so in writing by the Secretary as provided for in this Rule shall be liable to be either fined or suspended or both pending a hearing in accordance with this Rule.
  - (x) No member has any right of legal representation in any proceedings before the Committee.
  - (xi) No appeal shall lie from the decision of the Committee pursuant to this Rule.
- (b) In the event that a notice of charge is issued to a member pursuant to subparagraph (i) of paragraph (a) of this Rule 45 the Committee shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
- (c) In accordance with and as an addition to the *NSW Liquor Act 2007* and *Responsible Service of Alcohol Regulations* the Secretary or subject to paragraph (d) 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; or
  - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act; or
  - (iv) who hawks, peddles or sells any goods on the premises of the Club; or
  - (v) 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.
- (d) Without limiting the provisions of Rule 45 (c) the employee who under these Rules is entitled to exercise the powers set out in this Rule shall be:
- (i) The Secretary or in his/her absence the employee(s) who are on duty at the time of any issue listed in Rule 45 (c).



- (ii) All employees must have a current RSA certificate.
- (e) The Secretary or employee of the Club who exercised the power referred to in paragraph (c) of this Rule shall make a written report to the Committee of the circumstances of the refusal to admit and/or the removal of the person (including a member) as soon as possible after the exercise of such power.

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

- 46. (a) A member may at any time by giving notice in writing to the Secretary resign from his or her membership of the Club.
- (b) The resignation shall take effect from the date on which it is received by the Secretary and the Full member will not be entitled to any refund of membership fees or any part thereof.
- (c) The Full member shall continue to be liable for all arrears due and payable to the Club at the date of resignation and also liable for any contribution which may be required pursuant to Rule 13 of this Constitution.

### **GUESTS**

- 47. (a) All members other than Temporary members (except in the case of minors) shall have the privilege of introducing guests to the Club.
- (b) On each day a member first brings a guest into the Club that member shall enter in the Register of Guests (except in the case of a minor) the name and address of the guest and that member shall countersign that entry.
- (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- (d) No member shall introduce any person as a guest who has been suspended from the Club pursuant to Rule 45.
- (e) Members shall be responsible for the conduct of any guests they may introduce to the Club;
- (f) The Committee 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;
- (g) 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.
- (h) 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.



- (i) 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.
  - (j) The Secretary, or in the Secretary's absence, the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) any time without notice and without being required to give a reason.
48. A Temporary member may bring into the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
  - (b) who does not remain on the Club premises any longer than that Temporary member;
  - (c) in relation to whom the member is a responsible adult.
49. For the purposes of Rule 48 "responsible adult" means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
  - (b) the minor's spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor's spouse on a permanent and domestic basis;
  - (c) a person who for the time being has parental responsibility for the minor.

### COMMITTEE

50. (a) The business and affairs of the Club and the custody and control of its funds and property is to be managed by a Committee of seven (7) Directors consisting of a President, a Vice President, a Finance Director and four (4) Ordinary Committee members.
- (b) The members of the Committee holding office at the date of approval of the Special Resolution adopting this Constitution shall remain in office until the conclusion of the following Annual General Meeting.
51. (a) Only Financial Club members and/or Life members who have been members of the Club for a continuous period of at least two (2) years shall be entitled to nominate for and be elected to the Committee.

- (b) A member who, pursuant to this Constitution, is not a financial member or is currently under suspension is ineligible to be nominated for or be elected to the Committee or to any office or sub-committee or to perform duties as holder of an office or member of any sub-committee, while the member remains unfinancial or during the period of such suspension, other than the role as an elected Director of the Club.

### **ELECTION OF THE COMMITTEE**

52. (a) The Committee shall be elected every successive two years in the manner provided for in Rule 53.
- (b) The members of the Committee shall hold office until the conclusion of the Annual General Meeting two successive years after that at which they were elected when they shall retire but shall be eligible for re-election.
53. (a) A nomination for the election of a Full member to the Committee shall be made in writing and signed by two (2) Financial Club members or Life members of not less than five (5) years standing and by the nominee (who shall thereby signify his or her consent to the nomination). Nominations shall close twenty-one days (21) days before the Annual General Meeting. All nominations will be lodged with the Secretary before the close of nominations.
- (b) The Secretary shall as soon as possible after the closing of nominations place the nominations on the Club Notice Board.
- (c) If the number of candidates nominated is less than that required to be filled those candidates nominated shall be declared elected and additional nominations shall be called for at the Annual General Meeting of the Club. If more than the required number of candidates are nominated at the Annual General Meeting for the remaining positions, then an election shall be conducted at the Annual General Meeting which election shall be determined by a show of hands or if a poll is demanded in accordance with this Constitution then by a ballot.
- (d) In the event of more than the required number of candidates being nominated for any position by the closing date for nominations referred to in paragraph (a) of this Rule 53 an election by ballot which shall be determined on the "first past the post" system shall be conducted in the manner set out in the following paragraphs of this Rule 53:
- (e) The Committee shall appoint a Returning Officer, who shall not necessarily be a member of the Club, to take charge of any such ballot or ballots and not less than two assistant Returning Officers who shall also act as scrutineers of the ballot or ballots. Neither the Returning Officer nor assistant Returning Officers shall be candidates in the election or proposers or seconders of any candidate in the election.
- (f) The Returning Officer shall be provided with a ballot box or boxes which shall be locked and sealed by him when the ballot opens and placed in the Club premises to receive the ballot papers for a period of ten (10) days at least



before the time fixed for the closing of the ballot.

- (g) For the purpose of this Rule the following shall be the order of seniority of positions:

- (i) President
- (ii) Vice President
- (iii) Finance Director
- (iv) Director

Any person who has nominated for more than one (1) position but been elected to a senior position shall have his or her nomination withdrawn for any less senior position.

- (h) In the event of any position being contested a draw for positions on the ballot paper will be carried out by the Returning Officer at the close of nominations and prior to the ballot papers being printed for the election.

- (i) Every Full member who is eligible to vote may obtain one copy of the ballot paper on personal application at the Club premises or by personal application in writing to the Secretary. Votes shall be registered on the ballot paper in accordance with these regulations.

- (j) The Returning Officer shall have the right to hand a ballot paper and envelopes to any Full member who did not receive, or has spoilt the ballot paper posted to him.

- (k) A Full member shall record his vote in the following manner:

- (i) In completing his/her ballot paper a voter may vote for any number of candidates but votes for candidates beyond the number required to fill the vacancies shall be disregarded.

- (ii) Where more than one candidate is to be elected preference votes up to the number of vacancies to be filled shall be counted and shall be deemed to be of equal value. The required number of candidates who receive the greatest number of votes shall be elected.

- (iii) In any election, a preference recorded for a candidate ineligible for election shall be disregarded and the next available preference shall be counted in its stead.

- (l) The ballot paper shall be either:

- (i) placed in a sealed envelope marked "ballot paper" and enclosed in an outer envelope signed on the inside by the voter and addressed to the Returning Officer; or

- (ii) deposited by the Full member in the ballot box.

- (m) All ballot papers arriving by post or delivered to the Returning Officer shall from day to day be placed in the ballot box or boxes by the Returning Officer or by the Secretary. The ballot box or boxes shall at least forty-eight (48)

hours before the time fixed for the Annual Meeting be removed by the Returning Officer and by him opened in the presence of such scrutineers (if any) as may have been appointed and the counting of the votes proceeded with.

- (n) In the case of an equality of votes for any candidate or candidates the Returning Officer shall determine by lot the candidate to be elected.
- (o) The expression "determine by lot" means determine in accordance with the following direction:
- The names of the candidates concerned having been written on similar slips of paper, and the slips having been folded so as to prevent identification and mixed and drawn at random, the candidate whose name is first drawn shall be excluded.
- (p) The Returning Officer shall report in writing the result of the ballot to the Chairman of the Annual General Meeting who shall declare same at the meeting. Provided that the Chairman shall read the report and shall declare the candidates who the report states as having the greatest number of votes or where a candidate to be elected has been determined by lot then the candidate who was successful in the determination by lot as aforesaid as the candidate elected to office.
54. (a) No member shall issue or distribute within the premises or the surrounding precincts of the Club any "how to vote ticket" or any written material advocating either for or against the election of any candidate or candidates for the Committee of the Club.
- (b) Any breach of this Rule 54 shall be conduct prejudicial to the interests of the Club for the purposes of Rule 45.
- (c) Nothing in this Rule 54 shall prevent a candidate duly nominated for election to the Committee in accordance with this Constitution from distributing by post to members written material which is approved by the Committee advocating that the candidate be elected to the Committee and a photograph of the candidate provided that such approval of the Committee shall not be unreasonably withheld.
55. The Committee may from time to time make such By-laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection therewith.

#### **POWERS OF COMMITTEE**

56. The Committee shall be responsible for the management of the business and affairs of the Club.
57. The Committee may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the



Registered Clubs Act and of these Rules and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Committee which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Committee shall have power from time to time:

- (a) (i) To delegate any of its powers to sub-committees consisting of such member or members of its body and/or such Full members of the Club together with persons who are not Full members but who have particular skills or expertise which they may apply to the relevant sub-committees and senior management staff of the Club as the Committee may from time to time think fit and may from time to time revoke such delegation. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Committee. The President shall be ex officio a member of all such sub-committees. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a sub-committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman of the meeting shall have a second and casting vote. The meetings and proceedings of any sub-committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Committee pursuant to this clause.

All the decisions of any sub-committee shall be subject to ratification, alteration or revocation by the Committee.

- (ii) The Committee may elect from its numbers a chairman for each of the sub-committees which is to be formed. The chairman so appointed may co-opt the required number of the respective sub-committees and submit the names of such proposed members for approval and ratification of the Committee at its next meeting. Upon such approval the ratification of each sub-committee shall have been duly constituted under this Constitution.
- (b) To make such By-Laws not inconsistent with this Constitution as in the opinion of the Committee are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
- (i) Such matters as the Committee is 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 their guests.
- (v) The privileges to be enjoyed by each category of members.
- (vi) The relationship between members and Club employees.
- (vii) And generally all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by the Constitution are not

reserved for decision by the Club in General Meeting.

- (c) To enforce the observance of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Committee thinks fit.

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- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit. This is limited to a monetary amount of \$300,000.00 per transaction.
- (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit. Refer to monetary limits in Rule 57 (d)
- (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Committee may think fit and from time to time to vary or realise such investments.
- (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Committee may think proper to confer on the holders. Refer to monetary limits in Rule 57 (d)
- (j) To sell, exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to let any property of the Club and with the sanction of a General Meeting of the Club to lease, demise, exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time, PROVIDED THAT the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained. Refer to monetary limits in Rule 57 (d)
- (k) (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and



terms of employment of such Secretary or Secretary/Manager and to specify and define his or her duties.

- (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Committee may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (m)
  - (i) To create sections and committees for the conduct, management and control of any sport or other activity within the Club and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
  - (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with 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.
  - (iii) The Committee may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Committee may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Committee which from time to time may remove and replace such persons or any of them.
  - (iv) Subject to the general control and supervision of the Committee each such section shall manage its own affairs but shall make regular reports to the Committee (or otherwise as may be required from time to time by the Committee). The Minutes and records of the Section shall also be produced promptly upon request to the Secretary at the Club's office for inspection by or on behalf of the Committee.

- (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a General Meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Committee.
  - (vi) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Committee together with the reasons therefor and with a recommendation as to further action (if any) to be taken by the Committee.
  - (n) To impose any restrictions or limitations on the rights and privileges of members and visitors relating to the use by them of the Club premises and/or any amenity or facility thereon contained or relating to their conduct, behaviour, clothing and dress whilst on the said premises.
58. Any By-law made under this Constitution shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

#### **PROCEEDINGS OF THE COMMITTEE**

59. (a) The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Committee shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business;
- (b) A record of all members of the Committee present at each Committee meeting and of all resolutions and proceedings of the Committee at such meeting shall be entered in a Minute Book provided for that purpose.
- (c) In order for a meeting of the Committee to be legally constituted a quorum must be present.
- (d) The quorum for meetings of the Committee shall be five (5) members personally present provided always that the number forming a quorum shall include any two of the President, Vice President and/or the Finance Director.
60. The President of the Committee shall if present preside at all meetings of the Committee.
61. In his or her absence or if he or she shall be unwilling or unable to act, the Vice President shall act as Chairman.
62. If the Vice President is absent or is unwilling or unable to act then the Committee members present may elect their own Chairman.
63. The Chairman shall, in the case of an equality of votes, have a casting vote in addition to a vote in his or her own right.



64. The Secretary upon the request of not less than two (2) members of the Committee shall convene a meeting of the Committee.
65. Subject to this Constitution questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
66. The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee 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 Committee or of a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee 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 Committee.
68. A resolution in writing signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Committee. The resolution shall be passed when the last director signs the document containing the resolution.
69. (a) No Director shall be disqualified by reason of his or her office from contracting with the Club either as vendor or purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any Director shall be in any way interested be avoided nor shall any director so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such director holding that office or of the fiduciary relationship thereby established provided that the Director declares the nature of his or her interest at a meeting of the Board of the Club.
- (b) A Director who has a material personal interest in a matter that relates to the affairs of the Club must give the other Directors notice of the interest in accordance to Section 41C of the Act.
70. Where a director of the Club makes a declaration of interest pursuant to Rule 69 the requirements of Section 41C of the Act shall be implemented.
71. (a) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (i) must not vote on the matter;

- (ii) must not be present while the matter is being considered at the meeting;
- (b) The Board shall not pass a resolution for the purposes of the Act exempting a Director from the provisions of paragraph (a) of this Rule.

**VACANCIES ON COMMITTEE**

- 72. Subject to the provisions of this Constitution the Full members in General Meeting may by ordinary resolution remove any member or members of the Committee or the whole of the Committee before the expiration of his or her or their period of office and may by ordinary resolution appoint another person or persons in his or her or their stead providing the person so appointed complies with this Constitution.
- 73. Any person appointed pursuant to Rule 72 shall hold office until the conclusion of the following Annual General Meeting.
- 74. Notice of the intention to move a resolution to remove a member of the Committee 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 Sections 203D and 203E of the Act shall be followed in relation to that meeting.
- 75. The office of a member of the Committee shall automatically be vacated:
  - (a) If he or she becomes insolvent under administration or has been convicted of any offence referred to in Sections 201B and 206B of the Corporations Law.
  - (b) If he or she 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) If he or she is absent from meetings of the Committee for a continuous period of three calendar months without leave of absence from the Committee and the Committee resolves that his or her office be vacated.
  - (d) If by notice in writing given to the Secretary he or she resigns from office as a director.
  - (e) If he or she becomes prohibited from being a member of the Committee by reason of any order made under the Act or the Registered Clubs Act.
  - (f) If he or she ceases to be a member of the Club.
  - (g) If he or she fails to declare the nature of his or her interest in a contract or office or property in accordance with this Constitution.
  - (h) If he or she becomes an employee of the Club.
- 76. Subject to Rule 78, the Committee shall have power at any time and from time to time, to appoint any eligible Full member to the Committee to fill a casual vacancy.
- 77. The member so appointed will hold office only until the conclusion of the next Annual General Meeting after his or her appointment.



78. Before appointing any person to fill a casual vacancy, the Committee shall offer the casual vacancy to the unsuccessful candidate who received the highest number of votes at the most recent election of the Committee.

### **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 Committee 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 Committee may whenever it considers fit call and arrange to hold a General Meeting of the Club.
- (b) The Committee must call and arrange to hold a General Meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the General Meeting; or
- (c) The request must:
- (i) be in writing; and
- (ii) state any resolution to be proposed at the meeting;
- (iii) be signed by the members making the request;
- (iv) be given to the Club.
- (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 Committee must call the meeting within 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a General Meeting if the Committee do not do so within 21 days after the request is given to the Club.
- (g) The meeting referred to in paragraph (f) of this Rule 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 Club for a copy of the Register of Members and the Club must give the members the copy of the Register without charge.

- (i) The Club must pay the reasonable expenses the members incurred because the Committee failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the Directors of the Club. However, a Director is not liable for the amount if they prove that they took all reasonable steps to cause the directors to comply with this Rule 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 must be given of the Annual General Meeting and of any General Meeting of the members of the Club.
- (b) A notice of a General Meeting of the Club's members must:
- (i) set out the place, date and time of the meeting; and
  - (ii) state the general nature of the meeting's business; and
  - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution;
- (c) A copy of a notice of a General Meeting of the members of the Club shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.
- (d) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

### **PROCEEDINGS AT ANNUAL GENERAL MEETINGS**

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 96;
  - (c) To elect the Committee;
  - (d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
  - (e) To approve honoraria (if any);
  - (f) To deal with any other business of which due notice has been given.
83. (a) The Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.



- (b) If the Club's Auditor or a representative of the Club's Auditor is at the meeting, the Chairman 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**

- 84. Members' rights to put resolutions at General Meetings shall be in accordance with Sections 249N and 249O of the Act.

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

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

### **PROCEEDINGS AT GENERAL MEETINGS**

- 86. The President shall preside at all General Meetings of the Club.
- 87. If at any meeting he is not present or is unwilling or unable to act then the Vice President shall act as Chairman.
- 88. If the Vice President is absent or is unwilling or unable to act then the members of the Committee present shall elect one of their number to be Chairman of the meeting.
- 89. (a) No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (b) At any General Meeting of the Club, ten (10) eligible Full members present in person shall be a quorum.

- (c) If within thirty (30) minutes from the time appointed for any General Meeting a quorum is not present, the meeting, if convened upon request of Full members, will be dissolved. In any other case, it will stand adjourned to the same day of the next week at the same time and place or to such other day, time and place as the Committee may determine but such period shall not exceed twenty-one (21) days. If at any such adjourned General Meeting a quorum is not present within thirty (30) minutes, the Full members who are present (being not less than five (5)) and entitled to vote will constitute a quorum and may transact the business of which the meeting was called.
90. (a) Except in the case of a Special Resolution every question submitted to a general meeting shall be decided by a simple majority of votes from those Full members present and voting and should be counted on the show of hands (unless a poll is demanded by five (5) members).
- (b) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which a show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- (c) At any General Meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- (d) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded upon the election of the Chairman or on a question of adjournment shall be taken forthwith.
- (e) A demand for a poll may be withdrawn.
91. A person shall not:
- (a) Attend or vote at any meeting of the Club or of the Committee or of any committee thereof; or
- (b) Vote at any election including an election of a member or of the Committee as the proxy of another person.
92. The Chairman of a Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.



93. Minutes of all resolutions and proceedings at General Meetings shall be entered in a book provided for that purpose within one (1) month of the meeting and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

### ACCOUNTS

94. The Committee 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.
95. The books of account shall be kept at the Registered Office of the Club or at such other place as the Committee thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Committee and any other persons authorised or permitted by or under the Act to inspect such records.
96. (a) The Committee 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 send to all members of the Club entitled to attend the Annual General Meeting a copy of all reports which pursuant to Section 314 of the Act are to be laid before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting and without limitation these shall include:
- (i) a copy of the Financial Report of the Club;
  - (ii) a copy of the Directors' Report; and
  - (iii) a copy of the Auditors' Report on the financial report.
- (b) Instead of sending members the reports referred to in paragraph (a) the Committee may send members a concise report for the financial year immediately preceding the Annual General Meeting;
- (c) A concise report for the purposes of paragraph (b) of this Rule 96 shall consist of:
- (i) a concise financial report for the year drawn up in accordance with accounting standards made for the purpose of Section 314(2)(a) of the Act;
  - (ii) the Directors' report for the year;
  - (iii) a statement by the auditor that the Financial report has been audited and whether in the Auditor's opinion, the concise Financial report complies with the accounting standards made for the purposes of Section 314(2)(a) of the Act.
  - (iv) A copy of any qualification in, and of any statements included in the emphasis of matter section of, the Auditor's report on the Financial

report;

- (v) A statement that the report is a concise report and that the full financial report and Auditor's report will be sent to the member free of charge if the member asks for them;
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- (d) A member may request the Club:
    - (i) not to send them the material required by Section 314 of the Act or by this Rule 96; or
    - (ii) to send them a full Financial report and the Directors' report and Auditor's report.

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

- (e) The time for complying with a requesting under paragraph (d) of this Rule 96 is:
  - (i) 7 days after the request is received; or
  - (ii) the deadline for reporting referred to in paragraph (a) of this Rule 96.

#### **FINANCIAL YEAR**

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

#### **AUDITORS**

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

#### **SECRETARY**

99. (a) At any time there shall only be one Secretary of the Club who shall be appointed by the Committee and who shall be the Chief Executive officer of the Club for the purposes of the Registered Clubs Act.
- (b) He or she shall carry out all duties and instructions which the President or Committee shall direct.
- (c) He or she shall convene and if requested attend meetings of the Committee and of sub-committees taking minutes of the business transacted thereat and shall enter them in the Minute Book.
- (d) He or she shall conduct keep and produce the correspondence in connection with the Club.



- (e) He or she shall keep at the Club premises a register containing the names, addresses and occupations of all members the class of membership to which each member belongs and a record showing the dates of payment by them of subscriptions, entrance fees and all other moneys due by them.
- (f) He or she shall post on the Club Notice Board all notices required to be so posted either by this Constitution or as directed by the President or Committee.
- (g) He or she shall prepare and submit to the Committee for approval the Annual Report of the Club's affairs for presentation to the Annual General Meeting.
- (h) He or she shall apply within the times prescribed for such registration and renewals required by statute or regulations made thereunder as are necessary for the business and carrying on of the Club.
- (i) He or she shall generally perform and carry out all the duties pertaining to the office of Secretary and/or Manager for the benefit of the Club and the well being of its members.
- (j) He or she shall keep at the Club premises a register of Honorary members, Temporary members and a register of Guests and shall take such necessary actions to ensure that the registers are properly kept and completed.

#### **FINANCE DIRECTOR**

100. The Finance Director shall collect all fees, subscriptions and all other monies on account of the Club, and his receipt shall be a sufficient discharge to the person paying the same. He shall keep correct accounts and books relating to all financial matters and transactions, showing fully the financial affairs of the Club, and such accounts and books shall show particulars as are usually shown in books of accounts of a like nature. On the last day of July in each year the Finance Director shall furnish the Secretary with a list of members who have not paid their subscriptions and any other monies due at that date. All monies shall be paid into the Bank at which the Club transacts its business in the name of the Club, at least once a week, and a statement of the same shall be submitted by him at each meeting of the Committee, provided, however, that should the Committee so decide, monies may be placed in a savings bank or other banks. The funds shall be disbursed as the Committee may decide in accordance with this Constitution.

#### **EXECUTION OF DOCUMENTS**

101. The Committee must provide for the safe custody of the Seal.
102. (a) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) two (2) members of the Committee; and
  - (ii) the Secretary or other person appointed by the Committee.

- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
    - (i) two members of the Committee; and
    - (ii) the Secretary or other person appointed by the Committee.
103. The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Committee previously given.

### **NOTICES**

104. A notice may be given by the Club to any member either:
- (a) personally; or
  - (b) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or
  - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
105. (a) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
106. If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Club Notice Board is deemed to be notice to such member at the expiration of 24 hours after it is so posted up.

### **INDEMNITY TO OFFICERS**

107. (a) Every person who is or has been an Officer (as defined in the Corporations Law) or Auditor of the Club may if the Directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liabilities for costs and expenses incurred by that person in defending an action for a liability incurred as an Officer or Auditor of the Club except if the costs are incurred:
- (i) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under Section 199A(2); or



- (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
  - (iii) in defending or resisting proceedings brought by the ASIC or a liquidator for a Court order if the grounds for making the order are found by the Court to have been established; or
  - (iv) in connection with proceedings for relief to the person under the Corporations Law in which the Court denies the relief.
- (b) Every person who is an Officer (as defined in the Act) or an Auditor of the Club may if the Directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability to another person (other than the company or a related body corporate) as such Officer or Auditor unless the liability arises out of conduct involving a lack of good faith or the liability is for a pecuniary penalty order under Section 1317G or a compensation order under Section 1317H.
- (c) The Club may pay a premium for a contract insuring a person who is or has been an Officer or Auditor of the Club against a liability:
- (i) incurred by that person as such an Officer which does not arise out of conduct involving a wilful breach of duty in relation to the Club or a contravention of Sections 182 or 183 of the Act; and
  - (ii) for costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome.

#### **READING OF CONSTITUTION**

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

#### **AMENDMENTS TO CONSTITUTION**

109. This Constitution may be amended only by resolution passed by a three-quarters majority of Life members and Financial Club members who are present and voting at a General Meeting, being a meeting of which at least twenty-one (21) days written notice specifying the intention to propose a resolution as a Special Resolution has been given in accordance with the Act.

