

The Constitution of Dee Why RSL Club Limited



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1 Definitions and interpretation

1.1 Definitions

In this Constitution, unless the context requires otherwise:

Annual General Meeting means the General Meeting held each year as required by the Corporations Act and this Constitution;

Board means the members for the time being of the Board of Directors as constituted in accordance with this Constitution;

By-Laws means the by-laws of the Club for the time being in force;

Club means the Dee Why R.S.L. Club Limited;

Constitution means this constitution of the Club;

Corporations Act means the *Corporations Act 2001* (Cth);

Director means a member of the Board and includes the President, Vice President and Honorary Treasurer, but does not include the Secretary;

Gaming Machines Act means the *Gaming Machines Act 2001* (NSW);

General Meeting mean each general meeting of the Club held in accordance with the Corporations Act (including the Annual General Meeting);

Ordinary Member means any person who is elected to Membership of the Club in accordance with this Constitution in the categories of Membership referred to in Rule 5;

Life Member means any person who is elected to Life Membership of the Club in accordance with this Constitution;

Liquor Act means the *Liquor Act 2007* (NSW);

Notice Board means any board located in the Club premises on which notices for the information of Members are posted;

Member means any person who is an Ordinary Member, Life Member, Honorary member or Temporary member of the Club;

Month 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* (NSW);

R.S.L. means the Returned & Services Leagues of Australia (New South Wales Branch);

R.S.L. Member means a member of the Club who is also a financial member of the Dee Why Sub-Branch of the R.S.L. or any other sub-branch of the R.S.L., in accordance with this Constitution;

Secretary includes Secretary, General Manager or Chief Executive Officer; and

in writing or **written** includes modes of reproducing or representing words in a visible form.

1.2 Interpretation

- (a) In this Constitution, unless the context requires otherwise:
 - (i) a financial member of the Club means a member who has paid all money owed to the Club no later than 30 days after the due date;
 - (ii) words importing the singular include the plural and vice versa;
 - (iii) words importing any gender include all other genders;
 - (iv) words or expressions defined in the Corporations Act, the Registered Clubs Act, the Liquor Act or the Gaming Machines Act have those meanings;
 - (v) headings are for convenience only, and do not affect interpretation;
 - (vi) the table of contents is for convenience only and does not form part of this Constitution; and
 - (vii) a reference to any legislation includes legislation varying, consolidating or replacing that legislation and includes all regulations or other instruments issued under that legislation.
- (b) All of the replaceable rules set out in the Corporations Act which the Club is entitled to displace, are displaced and shall not apply to the Club.
- (c) 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.

2 Structure and objects

2.1 Name, office and structure

- (a) The name of the Company (hereinafter called **the Club**) is 'Dee Why R.S.L. Club Limited'.
- (b) The Office of the Club shall be situated in Dee Why or in such other place in New South Wales as the Board may from time to time determine.
- (c) The Club is a non-proprietary club, and is limited by guarantee. The liability of its members is limited as provided in this Constitution.

2.2 Objects

The objects for which the Club is established are:

- (a) To provide for members and for members' guests a social and sporting Club with all the usual facilities of a Club, including residential and other accommodation, liquid and other refreshment, libraries and provision for sporting musical and educational activities and other social amenities.
- (b) To take over or otherwise acquire all of the assets and liabilities of co-operative club known as Dee Why R.S.L. Club Co-Op. Limited and to assume and carry on the functions and objects of such association of Club.
- (c) To purchase hire lease or otherwise acquire for the purposes of the Club any real or personal property and any rights and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.

- (d) 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 but subject to any limitation contained in the Registered Clubs Act and Liquor Act.
- (e) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
- (f) To make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (g) To borrow money from time to time and for such purposes to give debentures liens mortgages charges or other security over the whole or any part of the property real or personal of the Club.
- (h) To hold a club licence under the Liquor Act, gaming machine entitlements and own gaming machines under the Gaming Machines Act and any other rights, entitlements, permits, authorities and licences necessary and desirable for the Club.
- (i) To take or reject any gift of property money or goods whether subject to any special trust or not.
- (j) To erect maintain improve or alter any building or buildings for the purpose of the Club.
- (k) To promote all or any of the objects of the R.S.L..
- (l) 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.
- (m) 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 dependants 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 exhibitions or for any public general or useful object, subject to any legal restrictions which may apply from time to time.
- (n) To carry on all such activities as may be necessary or convenient for the purpose of the Club or any of them.
- (o) To do all such acts deeds matters and things and enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.

2.3 Income and winding up

- (a) The income and property of the Club however derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. Subject to Rule 2.3(b), no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to or amongst the members of the Club.
- (b) Nothing in this Constitution prevents the payment in good faith of:
 - (i) interest to such member in respect of moneys advanced by that member to the Club or otherwise owing by the Club to that member;

- (ii) remuneration to any officers or employees of the Club, or to any member in respect of special honorary services rendered (other than an honorarium to a director or member of any committee of the Club);
 - (iii) an honorarium to a director or members of any committee in accordance with the Registered Clubs Act, or the repayment to any such member of out-of-pocket expenses;
 - (iv) interest on money lent to the Club;
 - (v) money for goods supplied or hired to the Club; or
 - (vi) rent for premises demised to the Club.
- (c) The liability of the members is limited.
- (d) Every member of the Club undertakes to contribute to the assets of the Club in the event of same being wound up during the time that the person is a member or within one year afterwards for payment of debts and liabilities of the Club contracted before the time at which the person 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 five dollars (\$5.00).
- (e) 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 the Dee Why Sub-Branch of the R.S.L..
- (f) If effect cannot be given to Rule 2.3(e), then the remaining property shall be given or transferred to:
- (i) some institution(s) or charitable object nominated by the members at or before the time of such winding up or dissolution, that restricts the distribution of its income and property to its members to an extent at least as great as is imposed on the Club under this Constitution; or
 - (ii) if the members do not make a determination under Rule 2.3(f)(i), then the institution(s) or charitable object may be determined by a Court with jurisdiction.

3 Members of the Club

3.1 Number of members

The maximum membership of the Club shall be as determined by the Board from time to time, but shall not exceed any limit imposed by law.

3.2 Membership

- (a) The members of the Club shall be:
- (i) each subscriber to this Constitution;
 - (ii) any person who is identified on the register of members as at the date that this Constitution is adopted, being the date of the 2021 Annual General Meeting; and

- (iii) any person who is admitted as a member in accordance with this Constitution.
- (b) A person must not be admitted to membership except as an Ordinary Member, Life Member, Honorary Member, Temporary Member or Provisional Member.

4 First Members

The first members of the Club shall be:

- (a) the subscribers to this Constitution; and
- (b) any other person who at the date of incorporation of the Club was a member of the then co-operative club and who before the first day of February 1982 applied in writing to become a member of the Club and agreed to be bound by this Constitution.

5 Classes of Ordinary Membership

The Ordinary Membership of the Club shall be divided into the following classes:

- (a) R.S.L. Members; and
- (b) Social Members.

6 Members under 18

No person under the age of eighteen (18) years shall be admitted as a Member of the Club (except as a Temporary member in accordance with Rule 18).

7 Eligibility requirements

7.1 Eligibility for Ordinary Membership

- (a) R.S.L. Members shall be those persons who:
 - (i) are financial members of the Dee Why Sub-Branch of the R.S.L.; and
 - (ii) who shall have made application for R.S.L. Membership of the Club in accordance with this Constitution and have been duly admitted.
- (b) Social Members shall be those persons who shall have made application for Social Membership in accordance with this Constitution and have been duly admitted.

7.2 Life Membership

- (a) Life Membership may be conferred upon any Ordinary Member of not less than ten (10) years consecutive membership who has rendered outstanding service to the Club.
- (b) To be eligible for election to Life Membership, a member must be:
 - (i) nominated by one Ordinary Member or Life Member, and seconded by another in writing submitted to the Board; and
 - (ii) approved by the Board.

- (c) If a person's nomination for Life Membership is approved by the Board, the nomination shall then be referred to the next General Meeting of the Club (subject to Rule 7.2(f)) and if such nomination is approved at such General Meeting by 75% of the members present and voting, the person nominated shall be elected to Life Membership.
- (d) A Life Member shall have all the rights and privileges of an R.S.L. Member.
- (e) Life Members shall not be liable to pay any fee or annual subscription for membership of the Club.
- (f) Not more than three (3) Ordinary Members shall be made Life Members in any one financial year.

7.3 Provisional membership

- (a) Any person who has lodged with the Secretary an Ordinary Membership application form duly completed in accordance with this Constitution and pays to the Club 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 full membership of the Club.
- (b) If a Provisional member is not elected to full membership of the Club within six (6) weeks from the date of lodging the application form with the Secretary or should the application for full membership be refused (whichever is the sooner), that person will immediately cease to be a Provisional member and the annual subscription submitted must be repaid.
- (c) Provisional members shall be entitled only to the social facilities and amenities of the Club and to introduce guests into the Club, but shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or to participate in the management, business and affairs of the Club in any way.

8 Election of ordinary members

- (a) Application for Ordinary Membership of the Club must be made in writing, providing the full name and address of the applicant together with the other details required by the Board.
- (b) The application for membership must be accompanied by the amount of any entrance fee and subscription as determined by the Board.
- (c) Particulars of the nomination for membership shall be posted on the Notice Board in a conspicuous place in the Club premises and shall remain posted for at least seven (7) days prior to the date of the meeting of the Board at which the application is to be considered.
- (d) An interval of at least fourteen (14) days shall elapse between the date of application and date of election of the candidate for membership.
- (e) The election of a person to Ordinary Membership must be at a meeting of the Board approved by a majority of those present and voting. The Secretary of the Club shall keep a record of the names of the members of the Board present and voting at that meeting and the names of the members elected.

- (f) The Board may reject any application for membership without assigning any reason for such rejection. The Secretary shall return to such rejected candidates the amount of entrance fees and subscription lodged with the application.

9 Effect of membership

- (a) On the election of any R.S.L. member or Social member, the Secretary shall issue to such member an account for the entrance fees and subscriptions if same have not already been paid and such account shall specify the due day of payment.
- (b) Every person elected to R.S.L. or Social membership shall be deemed to agree to pay the entrance fee and annual subscription and other fees and charged prescribed by this Constitution or any By-Laws. All Members agree to be bound by this Constitution and by the Club's By-Laws.

10 Cessation of membership

10.1 Cessation

- (a) A person will immediately cease to be a member if:
 - (i) they resign by notice in writing to the Club, and such resignation takes effect on the date the notice is given to the Club;
 - (ii) they return their membership card to the Club and state (verbally or in writing) that such return constitutes their resignation as a member, and such resignation takes effect on the date the card is given to the Club;
 - (iii) they die;
 - (iv) they have not paid the subscription or any other money owed to the Club within 60 days after the due date (or such longer period as may be determined by the Board) from the date upon which it falls due for payment;
or
 - (v) they are expelled in accordance with Rule II.
- (b) The Board, the Secretary, or the Senior Employee, may terminate the membership of any Honorary member or Temporary member at any time without notice and without being required to give any reason.

10.2 Members' liability

A person who ceases to be a member for any reason, immediately forfeits all rights as a member of the Club. The person remains liable for any money due and unpaid to the Club at the date of cessation of that person's membership, and, any other money for which that person is or may become liable under this Constitution.

11 Disciplinary proceedings

11.1 Disciplinary decisions

Subject to Rule II.2, the Board shall have power to reprimand, suspend for such period it considers fit, expel or accept the resignation of any member, if that member:

- (a) in the opinion of the Board, has refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
- (b) is, in the 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, or which shall render the member unfit for membership.

11.2 Procedure

- (a) The Club must give the member written notice of any charge against them under Rule II.1 at least 21 days before the meeting at which the charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge and the date, time and place of the meeting.
- (b) The member charged is entitled to attend the meeting for the purpose of answering the charge and/or to submit written representations for the purpose of answering the charge.
- (c) If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, and determine the penalty notwithstanding the member's absence, but having regard to any representations which may have been made to it in writing by the member charged.
- (d) If the member attends the meeting:
 - (i) after the Board has considered the evidence put before it, the Board must by a motion passed by a majority of the Directors present in person voting on that motion determine whether the member is guilty or not of the charge;
 - (ii) 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; and
 - (iii) 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.
- (e) 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.
- (f) 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.
- (g) If a notice of charge is issued to a member pursuant to Rule II.2(a) or it is proposed to issue a notice of charge to a member pursuant to Rule II.2(a), the President, Vice President, Secretary or senior employee then on duty 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.

11.3 Cessation for non-payment

Should a member incur any debt to the Club or to the Club's staff or employees or any persons under contract to the Club and fail to discharge such debt on request in writing by

the Secretary, the member may by resolution passed at a meeting of the Board be suspended or expelled from membership provided that before so resolving the Board shall give the member due notice of its intention to take such course but the provisions of Rule II.2 shall not apply.

12 Suspension and non-voluntary exclusion

12.1 Rights of suspended members

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

- (a) attend the premises of the Club for any purpose without the prior written consent of the Board or the Secretary;
- (b) participate in any of the social or sporting activities of the Club or any sub club without the prior written consent of the Board or the Secretary;
- (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; or
- (f) propose, second or nominate any eligible member for Life Membership.

12.2 Non-voluntary exclusion

- (a) In addition to the powers given under Section 77 of the Liquor Act, the Secretary or 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 or the Liquor Act;
 - (iv) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
 - (v) who uses, or has in their possession, while on the premises of the Club any substance that the Secretary or an employee suspects is a prohibited drug or prohibited plant or prohibited substance.
 - (vi) who 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 Rule 12.2(a) 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 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) If a person has been refused admission to or turned out of the premises of the Club in accordance with Rule 12.2(a), the person must not re-enter those premises within twenty-four (24) hours of being refused admission or being turned out.
- (d) If a person has been refused admission to or turned out of the premises of the Club in accordance with Rule 12.2(a), the person must not;
 - (i) remain in the vicinity of the premises of the Club; or
 - (ii) re-enter the vicinity of the premises of the Club within six (6) hours of being refused admission or being turned out.
- (e) For the purpose of this Rule 12.2, an employee of the Club includes a person engaged under a contract for security and related issues.
- (f) 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 12.2 shall in the absence of the Secretary from the premises of the Club be the senior employee then on duty or any employee authorised by the Secretary to exercise such power.

12.3 Club policies

Without limiting the powers of the Board otherwise conferred in this Constitution or by law, all members acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:

- (a) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
- (b) the Club's responsible conduct of gambling policy (as adopted and amended by the Board from time to time).

12.4 Natural justice

The rules of natural justice do not apply to any exclusion under Rules 12.2 or 12.3.

13 Financial membership of R.S.L.

- (a) Any R.S.L. Member of the Club who fails to pay to the R.S.L. their subscription or any other fees due to the R.S.L. within two (2) months after the same shall fall due and payable, shall cease to be an R.S.L. member of the Club (subject to the absolute discretion of the Board) and the provisions of Rule 11 shall not apply.
- (b) Any person who has ceased to be an R.S.L. member in accordance with Rule 13(a) may at the discretion of the Board be readmitted as an R.S.L. Member on payment of all subscriptions and fees due to the R.S.L. and upon making application for R.S.L. membership in the manner laid down in this Constitution.

14 Address of members

Every applicant for Ordinary Membership shall furnish to the Secretary the particulars of their address. Each full member shall notify the Secretary in writing of any subsequent change of address. The address so given shall be the member's registered address for the purpose of the issue of notices.

15 Register of members

The Club must keep the following registers in accordance with the Registered Clubs Act:

- (a) A register of Full members;
- (b) A register of Honorary members;
- (c) A register of Temporary members; and
- (d) A register of persons of at least the age of 18 years who enter the premises of the Club as guests of members.

16 Votes of members

- (a) Every financial member when eligible to vote shall both on a show of hands and on the taking of a poll have one vote.
- (b) All financial Ordinary Members and Life Members shall be entitled to vote for the election of the Board of the Club and on all other matters and resolutions at any General Meeting of the Club.
- (c) No member of the Club who is also a servant of the Club shall be eligible to vote at any meeting of the Club. No member other than a Life Member shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless that member has paid all instalments of entrance fee and annual subscriptions and all other moneys due to the Club at the time of such meeting.

17 Honorary members

- (a) The following persons (if they are not already Full members of the Club as defined in the Registered Clubs Act) may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
 - (i) the patron or patrons for the time being of the Club;
 - (ii) any prominent citizen or local dignitary visiting the Club;
 - (iii) any person who produces evidence that the person is a current or former member of the Australian Defence Force (as defined in the Registered Clubs Act).
- (b) Honorary members shall be entitled to the social facilities and amenities of the Club and to introduce guests into the Club but shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected or appointed to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

18 Temporary members

18.1 Admission of Temporary members

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

- (a) a person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's premises or such greater distance as may be determined by the Board by by-law;
- (b) Full Members (as defined in the Registered Clubs Act) of other clubs which are registered under the Registered Clubs Act and which have 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 the person so attends the premises of the Club until the end of that day;
- (d) any interstate or overseas visitor.

18.2 Requirements for Temporary members

- (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 be entitled to the social facilities and amenities of the Club and subject to Rule 42(h), to introduce guests into the Club.
- (d) The Secretary or senior employee of the Club on duty may terminate the membership of any Temporary Member at any time without notice and without having to provide any reason.
- (e) No person under the age of eighteen (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 18.1(c).

19 Entrance fee and subscriptions

- (a) The entrance fees, subscriptions, levies, charges and other amounts payable by members will be as prescribed by the Board, provided that the annual subscription payable by Ordinary Members must not be less than the minimum amount prescribed by the Registered Clubs Act.
- (b) All annual subscriptions shall be paid in advance.
- (c) The annual subscription for all Ordinary Members shall fall due on the first day of December in each year. If any such fee or subscription or call or any instalment thereof shall remain unpaid for a period of two months after it becomes due, the member's name shall be removed from the register.

20 Management (Board of Directors)

20.1 The Board

- (a) Subject to Rule 20.2, the business and affairs of the Club and the custody and control of its funds shall be managed by a Board of Directors consisting of seven (7) Directors.

- (b) The Board shall consist of:
 - (i) a President;
 - (ii) a Vice President;
 - (iii) an Honorary Treasurer; and
 - (iv) four (4) other members.
- (c) The positions of President, Vice President and Honorary Treasurer shall be elected by the general body of members.

20.2 Appointments

- (a) Pursuant to the Registered Clubs Act and the *Registered Clubs Regulation 2015* (NSW) (**Registered Clubs Regulation**), the elected Board members and any Board members appointed to fill the position of an elected Board member may appoint up to two (2) additional persons as members of the Board provided that the total number of Directors does not exceed (9).
- (b) In accordance with clause 31 of the Registered Clubs Regulation, an additional person appointed as a member of the Board:
 - (i) may be appointed for a term of no more than three (3) years;
 - (ii) must be a financial Ordinary Member of the Club at the time of, and for the duration of, the person's appointment; and
 - (iii) is not eligible for re-appointment under this Rule 20.2, including re-appointment after the end of the person's term.

21 Eligibility for the Board

- (a) An employee of the Club is not eligible to be a member of or be elected to the Board.
- (b) No member will be eligible to stand for or be nominated, elected or appointed to the Board of the Club unless that member has consented in writing to be bound by the Corporate Governance Document as determined by the Board and which may be amended by resolution of the Board from time to time.
- (c) No member who is a resident of the Dee Why RSL Oceangrove Village will be eligible to be a member of or to stand for or be nominated, elected or appointed, to the Board of the Club.
- (d) A member who is not a financial member of the Club shall not be entitled to nominate for or be elected or appointed to the Board.
- (e) Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required under the Registered Clubs Act.
- (f) A person cannot be elected or appointed as a member of the Board unless they have been an Ordinary Member or Life Member of the Club for at least two (2) years immediately preceding the date of their nomination for election to the Board or the date of their appointment to the Board. Such qualification shall not apply to any person who is appointed as a director by the Board in accordance with Rule 20.2(a).

22 Biennial elections

- (a) The Board of Directors shall be elected biennially by the members eligible to vote in the election of the Board.
- (b) Directors will hold office until the conclusion of the second Annual General Meeting following that at which they were elected, when they will be eligible to be nominated for re-election, subject to the provisions of this Constitution and any applicable law.

23 Nominations for Board candidates

- (a) Nominations for election of positions on the Board must be made in writing in the form prescribed by the Board, and be signed by two Ordinary or Life Members of the Club and by the nominee who shall also signify their consent to the nomination.
- (b) Completed nomination forms must be lodged with the Secretary before the date and time for closing of nominations as determined by the Board.
- (c) As soon as practicable after receipt of nominations, the Secretary must post the name of all persons duly nominated on the Notice Board.

24 Election procedure

- (a) If the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated must be declared at the Annual General Meeting.
- (b) If insufficient nominations are received for the number required to be elected, nominations may, with the consent of the nominee, be made verbally at the Annual General Meeting for the remaining vacancies. If the number of candidates so nominated exceeds the number required to be elected, a ballot must be held at the Annual General Meeting.
- (c) If the number of candidates nominated exceeds the number required to be elected, a ballot must be held.
- (d) An election by ballot for the Board of Directors under this Rule 24 shall be conducted in such manner as may be determined by the Board.

25 Casual vacancies in the Board of Directors

- (a) Any casual vacancies which may occur in the Board of Directors may be filled by the Directors.
- (b) Any person or persons appointed under Rule 25(a) shall hold office until the next election of Directors when the person shall retire but be eligible for re-election.
- (c) A person appointed as a Director to fill a casual vacancy must have been an Ordinary Member or Life Member for at least two (2) years immediately preceding the date of their appointment as a Director.

26 Vacancies in Board of Directors

The office of any Director shall be vacated if the person holding that office:

- (a) fails to complete the mandatory training requirements for directors referred to in Rule 21(d) (unless exempted);
- (b) is disqualified for any reason referred to in Section 206B of the Corporations Act;
- (c) fails to disclose in accordance with the Corporations Act the nature of any material personal interest in a matter that relates to the affairs of the Club;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) is 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 has been vacated;
- (f) resigns from office as a Director by notice in writing given to the Secretary;
- (g) becomes prohibited from being a member of the Board by reason of any order made under the Corporations 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;
- (h) ceases to be a member of the Club;
- (i) becomes an employee of the Club;
- (j) ceases to be a member eligible to hold office on the Board; or
- (k) withdraws in writing their consent to be bound by the Corporate Governance Document (referred to in Rule 21(b)) as amended by the Board from time to time.

27 Board of Directors (Services Voluntary)

Subject to the provisions of Rule 2.3 of this Constitution no director shall receive any remuneration for services provided in their capacity as a director.

28 Powers and duties of the Board

The business and general affairs of the Club shall be under the management of the Board of Directors which shall have full control of the property of the Club and absolute authority subject to this Constitution regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect of the Club in so far as is otherwise expressly provided by this Constitution. In particular but without derogating from the general powers hereinbefore conferred the Board shall have power from time to time:

- (a) To appoint from among its members or members of the Club Sub-Committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such Sub-Committee such powers as it may think fit. Unless otherwise specified in the minutes of the Directors appointing Sub-Committee the quorum of all Sub-Committees shall consist of a majority of the members of such Sub-Committee.

- (b) To make such By-Laws Rules or Regulations not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs interests effects and property and for the convenience comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws Rules and Regulations.
- (c) To enforce the observance of all By-Laws Rules and Regulations by suspension from enjoyment of Club privileges or any of them or by expulsion from membership of the Club.
- (d) To appoint any delegate to represent the Club for any purpose with such powers as may be thought fit.
- (e) To engage appoint control remove discharge suspend and dismiss such managers secretaries officers representatives agents and servants or other employees as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration but no payment or part payment of any secretary manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied or any receipts arising from the operation of approved gaming machines at the Club.
- (f) 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.
- (g) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (h) To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers of otherwise concerning the affairs of the Club and also to compound or allow time to payment and satisfaction of any debts due to and any claim or demands by or against the Club.
- (i) To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts and acceptances cheques bills of exchange promissory notes and other documents or instruments.
- (j) 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 vary or realise such instruments.
- (k) 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 to 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 debentures stocks perpetual or otherwise and whether charged upon all or any of the Club's property both present and future or not. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (l) To sell, lease exchange or otherwise dispose of any furniture, fittings, equipment, plant goods or other rights, belonging to the Club or to which the Club is entitled to from time to time and to dispose of land of the Club provided that the power to dispose of any land of the Club shall be subjected to the requirements of Section 41E of the Registered Clubs Act, the *Registered Clubs Regulation 2015* and the *Liquor Act 2007*.

- (m) To fix the maximum number of each class of members who may be admitted to the Club.
- (n) To reprimand, suspend for such period as the Board shall think fit, expel or accept the resignation of any Member who shall wilfully infringe any provision of this Constitution or of the By-Laws Rules or Regulations of the Club or who shall in the opinion of the Directors be guilty either in or out of the Club premises of conduct unbecoming of a member or prejudicial to the interests of the Club or otherwise discipline members in accordance with this Constitution.
- (o) 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 amenity or facility therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.
- (p) To determine the amount of honorarium payable to any member of the Board under Rule 2.3 of this Constitution and subject to approval by a General Meeting to pay such honorarium.
- (q) To repay reasonable out-of-pocket expenses incurred by any member of the Board.

29 By-Laws

- (a) The Board may make any By-Laws not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members.
- (b) The Board may at any time amend or rescind any such By-Laws.
- (c) Any By-Laws made under this Constitution will come into force and have the full authority of a by-law of the Club on being posted upon the Notice Board.

30 Board Meetings

- (a) The Board shall meet at least once in every month for the transaction of business. The names of all members of the Board present and voting and the Minutes of all resolutions or proceedings of the Board shall be entered in a book provided for that purpose.
- (b) At a Board meeting, four (4) members of the Board constitutes a quorum.
- (c) If there is a vacancy or vacancies in a position on the Board, the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting they may act only:
 - (i) for the purpose of requesting the members to appoint additional Directors;
 - (ii) to convene a General Meeting; or
 - (iii) to fill casual vacancies on the Board.
- (d) The President of the Club will chair all Meetings of the Board, but if the President is absent or unwilling to act, then the Vice-President will chair the meeting. In the event of both President and Vice-President being absent or unwilling, the meeting shall

elect a member of the Board to chair the Meeting. The chair of such Board meeting will have a deliberative vote only.

- (e) Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board.
- (f) All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board or committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or committee, or that the members of the Board or committee were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
- (g) 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.
- (h) 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 their consent within a reasonable period before the meeting.

31 General Meetings

31.1 Holding an Annual General Meeting

A General Meeting called the Annual General Meeting must be held at least once in every calendar year at such time and place as may be determined by the Board.

31.2 Extraordinary General Meetings

- (a) All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- (b) The Board may whenever it considers fit call and arrange to hold an Extraordinary General Meeting of the Club.
- (c) The members may request the Board to call a General Meeting in accordance with Section 249D of the Corporations Act.
- (d) The members may call a General Meeting only in accordance with Section 249E or Section 249F of the Corporations Act.

31.3 Postponement or cancellation

- (a) A General Meeting convened by the Board may be postponed or cancelled at any time before the day of the meeting by the Board as it may determine.
- (b) A General Meeting called by the Board on the request of the members may be cancelled by the Board at any time before the day of the meeting, on the request of those members. Those members must pay the expenses of the cancellation unless the Board determines otherwise.
- (c) A General Meeting called by the members in accordance with the Corporations Act, may be cancelled by those members so notifying the Club in writing at least 14 days

prior to the date for which the General Meeting has been called. Those members must pay the expenses of the cancellation unless the Board determines otherwise.

31.4 Notices of Motion

- (a) 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 be in writing and received by the Secretary at least sixty (60) days prior to the date fixed for such Annual General Meeting.
- (b) The Secretary shall cause all items of business and notices of motion duly received by the Secretary in accordance with Rule 31.4(a) to be presented to the Board. The Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.
- (c) The members may give notice of a resolution that they propose to move at a general meeting in accordance with Section 249N of the Corporations Act.

31.5 Auditor

- (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 General Meeting on any part of the business of the General 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 General Meeting; or
 - (ii) the General 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.

32 Notice of General Meeting

- (a) At least 21 days' notice specifying the place, day and hour of a General Meeting and in the case of special business the general nature of that business must be given to all members entitled to attend and vote at that General Meeting.
- (b) A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

33 Quorum at General Meetings

- (a) At an Annual or Extraordinary General Meeting called by the Board, twenty (20) members present and entitled to vote shall be a quorum.

- (b) At an Extraordinary General Meeting called on or by requisition of members, fifty (50) members present and entitled to vote shall constitute a quorum.
- (c) If a quorum is not present within fifteen minutes of the time fixed for any General Meeting:
 - (i) if the meeting has been convened on or by the requisition of members, the meeting shall be dissolved;
 - (ii) if the meeting has been convened by the authority of the Board, it shall be adjourned to the same day in the next week at the same time and place
- (d) If a quorum is not present at a meeting adjourned under Rule 33(c)(ii) within fifteen (15) minutes from the time appointed for the meeting, the members present shall be a quorum.

34 Annual General Meeting

34.1 Business of Annual General Meeting

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

- (a) to receive and consider the minutes of the previous Annual General Meeting and the minutes of any other General Meeting requiring confirmation; and
- (b) to receive and consider the reports referred to in Rule 39(b);
- (c) in an election year, to declare the results of the election of the Board and/or conduct any further election as may be required by this Constitution;
- (d) to appoint an auditor or auditors in the event that there is a vacancy in the office of Auditor;
- (e) to approve the payment of honorariums (if any); and
- (f) to deal with any other business the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting.

34.2 Proceedings

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

35 Proceedings at General Meetings

- (a) The President of the Club shall chair all General Meetings of the Club, but if the President is absent or unwilling to act, then the Vice-President will chair the General Meeting. In the event of both the President and Vice-President being absent or unwilling, the Board shall elect a member of the Board to chair the General Meeting.

- (b) Every question or motion (except in the case of a person's election to Life Membership, which shall be determined by secret ballot) shall be decided by a show of hands (unless a poll is demanded by the Chairman or by at least five (5) full members present and entitled to vote at the meeting). In the case of equality of votes, the chair shall both on a show of hands and on a poll have a casting vote in addition to the vote to which the chair is entitled as a member of the Club.
- (c) At any General Meeting, unless a poll is demanded by the Chairman or by at least five (5) full members present and entitled to vote at the meeting, a declaration by the chair that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. In case of any dispute as to the admission or rejection of a vote the chair shall determine the same and such determination made in good faith shall be final and conclusive.
- (d) If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the chair of the Meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the chair shall determine the same and such determination made in good faith shall be final and conclusive.
- (e) The chair of a General Meeting may with the consent of the meeting adjourn the same 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.
- (f) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a chair of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
- (g) Any General Meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and not notice of such adjournment need be given.

36 Minutes of General Meetings

The Board shall cause minutes of each General Meeting to be kept by the Secretary in books provided for that purpose, which shall identify:

- (a) the election of all members of the Board;
- (b) the number of members present and voting at General Meetings; and
- (c) all resolutions and proceedings at all General Meetings.

37 Financial year

The financial year of the Club shall commence on the first day of July and end on the last day of June each year (or such other period as the Board may determine in accordance with the Corporations Act).

38 Accounts and audit

38.1 Keeping accounts

The Board must:

- (a) cause proper accounts and records to be kept with respect to the financial affairs of the Club; and
- (b) report to the members,

in accordance with the Corporations Act and the Registered Clubs Act.

38.2 Books of Account

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 inspection by members of the Board and any other persons authorised or permitted by or under the Corporations Act to inspect such records.

39 Financial reporting

- (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 Corporations Act.
- (b) In accordance with Section 317 of the Corporations Act, the Board shall lay before the Annual General Meeting in respect of the previous financial year:
 - (i) the financial report of the Club; and
 - (ii) the directors' report;
 - (iii) the auditors' report on the financial report.

40 Auditors

- (a) An auditor shall be appointed to the Club.
- (b) If required by the Corporations Act, the Board must cause the Club's financial report for each financial year to be audited and obtain an auditor's report.

41 Executing documents

41.1 Common Seal

- (a) The Club will not have a common seal unless the Board resolves to adopt one. Any common seal adopted by the Board may only be used with the authority of the Board.
- (b) The fixing of the common seal, or any duplicate seal, to a document must be witnessed:
 - (i) by 2 Directors;

- (ii) by I Director and the Secretary; or
- (iii) by any other way resolved by the Board.

41.2 **Signing documents**

The Club may execute a document (including a deed) without using the common seal if that document is signed by:

- (a) 2 Directors; or
- (b) I Director and the Secretary.

41.3 **No limitation**

Nothing in this Rule 41 limits the manner in which a document may be lawfully executed by or on behalf of the Club.

42 **Guests**

- (a) All members shall have the privilege of introducing guests to the Club and on each day a member first brings a guest into the Club the person shall enter in the Register of Guests the name and address of the guest and shall countersign that entry. However a Temporary member may only introduce a guest in accordance with Rule 42(h).
- (b) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law and no member shall introduce any person as a guest who has been expelled from the Club, whose membership is then under suspension or who has been refused admission to or been turned out of the Club.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (d) The Board shall have power to make By-Laws from time to time not inconsistent with Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (e) 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.
- (f) 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.
- (g) 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.
- (h) A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:
 - (i) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
 - (ii) who does not remain on the Club premises any longer than that Temporary member;
 - (iii) in relation to whom the member is a responsible adult.
- (i) For the purposes of Rule 42(h)(iii), 'responsible adult' means an adult who is:

- (i) a parent, step-parent or guardian of the minor; or
- (ii) the minor's spouse or de facto partner;
- (iii) for the time being, standing in as the parent of the minor.

43 Supply of liquor and use of gaming machines

- (a) A person under the age of eighteen (18) years must not be sold or supplied with liquor on the premises of the Club.
- (b) A person under the age of eighteen (18) years must not use operate or play gaming machines on the premises of the Club.
- (c) Liquor must 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 does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authorisation is granted to the Club under Section 23(l) of the Registered Clubs Act.
- (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 Section 73(2)(b) 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 Section 74(2) 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.

44 Notices

44.1 How notice is given

A notice may be given by the Club to any member, either:

- (a) personally;
- (b) sending it by post to that member at that member's address as recorded in the register of members;
- (c) by sending it to the electronic address (if any) nominated by the member;
- (d) by notifying the member that the notice is available and how it may be accessed (if the member has nominated electronic means by which the member may be notified that a notice is available and an electronic means by which the member may access the notice); or
- (e) by any other means permitted by the Corporations Act.

44.2 When notice is given

- (a) Where a notice is sent by post by properly addressing, prepaying and posting the notice to the member, it is taken to be given:
 - (i) in the case of a notice convening a meeting, the notice shall be taken to be given to the member on the day following that on which the notice was posted; and
 - (ii) in any other case, on the third day after the notice was posted.
- (b) Where a notice is sent to the member's electronic address under Rule 44.1(c), it is taken to be given on the business day after the date the notice was sent.
- (c) Where notice is given under Rules 44.1(d) or 44.1(e), the notice is taken to be given on the day after the day on which the member is notified that the notice is available.

45 Indemnity

45.1 Indemnity

Subject to the Corporations Act, the Club may, to the extent the person is not otherwise indemnified, indemnify every officer (as defined in the Corporations Act) of the Club against a liability incurred by that person as an officer of the Club:

- (a) to a person other than the Club (including a liability incurred as a result of appointment or nomination of the Club or subsidiary as a trustee or as an officer of another corporation) unless the liability arises out of conduct involving a lack of good faith or is for a pecuniary penalty order or compensation under the Corporations Act; and
- (b) for costs and expenses incurred by the officer in defending civil or criminal proceedings except as prohibited under Section 199A of the Corporations Act or otherwise by law.

45.2 Insurance

Subject to the Corporations Act, the Club may enter into and pay premiums on a contract of insurance in respect of any person, to the fullest extent permitted by the Corporations Act.

45.3 Former Officers

An indemnity in favour of officers under Rule 45.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Club, even if the person is not an officer at the time the claim is made.

46 Registered club requirements

- (a) Subject to Section 10(6) and Section 10(6A) of the Registered Clubs Act, a Member of the Club, whether or not the person 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.
- (b) Only the Club and its members are entitled to derive directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the Club's licensed

premises, subject to Section 10(1)(j) and Section 10(7) of the Registered Clubs Act and any other applicable provision of the Registered Clubs Act.

47 Amendments to Constitution

This Constitution may be amended at an Annual General Meeting or Extraordinary General Meeting of which due notice has been given to members of the Club. The majority required for passing of a resolution relating to such amendments to this Constitution shall be seventy-five (75) per cent of the Ordinary Members and Life Members present and voting at the said meeting.