

This and the following 47 pages are a true copy of the Constitution of the Club amended by way of special resolution adopted at the Annual General Meeting held on 27 October 2024.



Jeff Gibbs – Chief Executive Officer

CORPORATIONS ACT 2001

CONSTITUTION
of
MOOREBANK SPORTS CLUB LIMITED
ABN 21 002 081 905

A company limited by guarantee and not having share capital

INDEX**PAGE NO.**

NAME.....	1
PRELIMINARY.....	1
DEFINITIONS	1
OBJECTS.....	3
LIMITED LIABILITY	6
MEMBERS GUARANTEE	6
APPLICATION OF PROPERTY ON DISSOLUTION.....	6
PROPERTY AND INCOME OF THE CLUB.....	7
LIQUOR & GAMING.....	8
MEMBERSHIP.....	8
ELIGIBILITY AND RIGHTS OF CLASSES OF MEMBERSHIP	9
CLUB MEMBERS.....	9
JUNIOR MEMBERS.....	9
LIFE MEMBERS.....	10
VARIATION AND CANCELLATION OF CLASS RIGHTS.....	11
TRANSFER BETWEEN CLASSES OF MEMBERSHIP	11
PROVISIONAL MEMBERS.....	11
HONORARY MEMBERS.....	12
TEMPORARY MEMBERS.....	12
VOTES OF MEMBERS	13
ELECTION OF MEMBERS	14
ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND LEVIES.....	15
NON-FINANCIAL MEMBERS.....	15
REGISTERS OF MEMBERS AND GUESTS.....	16
NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS.....	16
DISCIPLINARY PROCEEDINGS	17
POWER OF SECRETARY TO SUSPEND MEMBERS.....	20
DISCIPLINARY COMMITTEE	20
MEMBER UNDER SUSPENSION	21
REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB	21
RESIGNATION AND CESSATION OF MEMBERSHIP.....	22
GUESTS.....	23
BOARD OF DIRECTORS.....	24
ELECTION OF BOARD	25
ELECTION OF CHAIRPERSON AND VICE CHAIRPERSON	26
MANDATORY TRAINING FOR DIRECTORS.....	26
POWERS OF THE BOARD	27
PATRONS	30
BY-LAWS.....	30
PROCEEDINGS OF THE BOARD	30

MATERIAL PERSONAL INTERESTS OF DIRECTORS.....	31
REGISTERED CLUBS ACCOUNTABILITY CODE.....	32
CONTRACTS WITH TOP EXECUTIVES.....	32
CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES.....	32
CONTRACTS WITH SECRETARY AND MANAGERS.....	32
LOANS TO DIRECTORS AND EMPLOYEES.....	33
RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES.....	33
DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB.....	33
TRAINING DISCLOSURES.....	33
PROVISION OF INFORMATION TO MEMBERS.....	34
REMOVAL FROM OFFICE OF DIRECTORS.....	34
VACANCIES ON BOARD.....	34
GENERAL MEETINGS.....	35
ANNUAL GENERAL MEETINGS.....	37
MEMBERS' RESOLUTIONS.....	38
AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS.....	40
PROCEEDINGS AT GENERAL MEETINGS.....	40
PROXY VOTING PROHIBITED.....	41
ADJOURNMENT OF GENERAL MEETINGS.....	41
MINUTES.....	42
ACCOUNTS.....	42
FINANCIAL YEAR.....	43
AUDITORS.....	43
SECRETARY.....	43
EXECUTION OF DOCUMENTS.....	43
NOTICES.....	43
INDEMNITY TO OFFICERS.....	44
INTERPRETATION.....	44
AMENDMENTS TO CONSTITUTION.....	45
MEETINGS AND VOTING.....	45

CONSTITUTION
of
MOOREBANK SPORTS CLUB LIMITED
ABN 21 002 081 905

A company limited by guarantee and not having share capital

NAME

1. The name of the Company is Moorebank Sports Club Limited.

PRELIMINARY

2. The Company shall be a non-proprietary company.
3. The Company is established for the purposes set out in this Constitution.
4. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.
5. Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy (including any Liquor or Gaming Policy) which may be made or passed by the Board.
6. The Constitution and By-laws of the Club have effect as a contract between:
 - (a) the Club and each member; and
 - (b) the Club and each director;
 - (c) each member and each other member,

under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.

DEFINITIONS

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

"affiliated Sub Club" means a sub club established in relation to the Hammondville premises under Rule 70(p) of this Constitution or a sub club of the Club established in relation to the Hammondville premises under a rule of any prior Constitution of the Club which is similar to that contained in Rule 70(p).

"The Act" means the Corporations Act 2001. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force.

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

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

"The Club" means the Moorebank Sports Club Limited ACN 002 081 905.

"Club Licence" means a club licence granted under section 10 of the Liquor Act.

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

"Constitution" means this Constitution.

"Director Identification Number" means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club.

"Full member" means any person who is in one of the categories of membership referred to in Rule 20.

"Gaming Machines Act" means the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation

"Hammondville premises" means the premises of the Club at 230 Heathcote Road, Hammondville.

"Liquor or Gaming Policy" means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation.

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

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

"Quarter" means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December.

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

"Registered Clubs Act" means the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

"Registered Clubs Regulation" means the Registered Clubs Regulation 2009 (NSW).

"Rules" means the rules comprising this Constitution.

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

Manager or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.

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

"Sub Club" means any social, recreational or sporting club, incorporated or otherwise, that pursuant to a resolution of the Board under Rule 70(p) is or has been established and is affiliated or becomes affiliated with the Club.

- (b) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

OBJECTS

8. The objects of the Club are:

- (a) To assume and carry on the functions and objects of the unincorporated Association or Club known as Moorebank Sports Club.
- (b) To take over or otherwise acquire the assets and assume the liabilities of the unincorporated Association or Club known as Moorebank Sports Club.
- (c) To carry on as a sporting and athletic club primarily devoted to supporting the athletic pastimes of playing various sports including, but not limited to, Soccer, Rugby League, Australian Rules Football, Netball, Basketball, Baseball, Softball, Cricket, Touch Football and Lawn Bowls.
- (d) To encourage foster and promote the sports referred to in this Rule 8 of this Constitution in the City of Liverpool, or elsewhere and to provide or assist in the provision of training, conditioning, social, administration and teaching facilities for such sports.
- (e) To promote all or any of the games or sports referred to in this Rule 8 of this Constitution and to acquire prepare and maintain playing fields and other grounds, courts or facilities necessary or desirable for any such sports or pastimes.
- (f) To assist in the promotion of the games and sports referred to in this Rule 8 and to render assistance to any sporting club or clubs which may be formed or re-formed in the area referred to in Rule 8(d).
- (g) To provide for members and for the members' guests an athletic recreation, sporting and social 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.
- (h) To purchase, take on lease or license or otherwise acquire property at or near Moorebank or elsewhere that the Club may deem expedient and provide a Club House and/or Club Houses and any facilities and amenities of a Club.
- (i) To encourage, foster and promote the games referred to in Rule 8(c) and such other sports, games, amusements, recreations, entertainments and pastimes indoor and outdoor as the Club shall deem expedient in the City of Liverpool, or elsewhere and to provide or assist in the provision of playing, training, coaching and teaching facilities for those purposes and to provide for the social interaction between persons involved in or who have an interest in such sports.

- (j) 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.
- (k) To take or reject any gift or property money or goods whether subject to any special trust or not.
- (l) To erect maintain and improve or alter any building or buildings for the purpose of the Club.
- (m) To subscribe to become a member of and co-operate with any other club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club and in particular to actively support and sponsor sporting organisations in the City of Liverpool, or elsewhere.
- (n) To raise money by entrance fees, levies and subscriptions and to grant rights and privileges to subscribers and to make, rescind, annul, alter or vary rules and regulations as to eligibility for admission to and duration (including life membership), determination and suspension of membership of the Club, entrance fees and subscriptions payable in respect of such membership, honorary members, temporary members and visitors, the rights and privileges to be accorded to and the qualifications, restrictions and conditions to be attached to the members of the Club's arrangements with other clubs or associations for reciprocal, concession or otherwise; committees of members in connection with the management of the Club; and the appointment, removal or qualification, disqualification, duties, functions, powers and privileges of members of such committees and generally to manage the affairs of the Club and to do whatever may seem best calculated to promote the interests of the Club.
- (o) In furtherance of the objects of the Club to buy, sell and deal in all kinds of apparatus and all kinds of provisions and refreshments liquid and solid required by persons frequenting the Club's grounds or premises.
- (p) To carry on the business of caterers for the purpose of supplying refreshments liquid or solid to members or to visitors to the Club House grounds and premises of the Club and to apply for, take out and hold licenses for the conduct of such business.
- (q) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personally and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with any of the objects of the Club. Provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to the terms of such trusts.
- (r) To enter into any arrangements with any government or authority supreme, municipal, local or otherwise that may seem conducive to the Club's objects or any of them; and to obtain from any such government or authority any rights, privileges and concessions the Club may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights and privileges and concessions.
- (s) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Club.

- (t) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such persons; and to grant pensions and allowances and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (u) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (v) To invest and deal with the moneys of the Club not immediately required in and upon such securities and investments and upon such terms and conditions as may from time to time be determined and from time to time vary, renew and realise upon such securities and investments.
- (w) To borrow or raise or secure the payment of moneys in such manner as the Club may think fit to secure the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future), and to purchase, redeem or pay off any such securities.
- (x) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (y) In furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club subject to any requirements provided for which are relevant in Section 41J of the Registered Clubs Act. .
- (z) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from the purchasers and others.
- (aa) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (bb) In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies, clubs or associations having objects altogether or in part similar to those of the Club and which shall prohibit the distributions of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of Rule 12 of this Constitution.
- (cc) In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, clubs or associations with which the Club is authorised to amalgamate.
- (dd) To enter into a guarantee or bond for the benefit of the Club and indemnify any person or persons whether members of the Club or not who may incur or have incurred personal liability for the benefit of the Club and for the purposes of

giving mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.

- (ee) To make donations for patriotic or charitable purposes.
- (ff) To maintain a Club Licence and to make application for and maintain any relevant licence or certificate entitling the Club to operate poker machines and from time to time to apply for and obtain a renewal of such certificate.
- (gg) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

LIMITED LIABILITY

9. The liability of the members is limited.

MEMBERS GUARANTEE

10. (a) Each member undertakes to contribute an amount not exceeding twenty dollars (\$20.00) if the Club is wound up:
- (i) while he or she is a member of the Club; or
 - (ii) within one year of the date that he or she ceases to be a member.
- (b) The contribution referred to in paragraph (a) of this Rule 10 shall be for the:
- (i) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
 - (ii) costs, charges and expenses of winding up.

APPLICATION OF PROPERTY ON DISSOLUTION

11. (a) If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities any property whatsoever remains, that property shall:
- (i) not be transferred, paid to or distributed among the members;
 - (ii) be given or transferred to an institution or institutions that is or are carried on predominantly for the encouragement of a game or sport and has objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.
- (b) The institution or institutions referred to in paragraph (a)(ii) of this Rule 11 shall be determined by:
- (i) the members of the Club in general meeting at or before the time of dissolution; or in default thereof
 - (ii) the Supreme Court of New South Wales.
- (c) If effect cannot be given to the provisions of (b) above, then any remaining property shall be given to some other charitable object.

PROPERTY AND INCOME OF THE CLUB

12. The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
13. Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club.
14. Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a Club Licence 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 Club Licence.
15. A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
16. Subject to Rule 17 nothing in this Constitution shall prevent the payment:
 - (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
 - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent;
 - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
17. A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:
 - (a) honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act;
 - (b) any benefit permitted in accordance with Section 10(1)(a) or (c) of the Registered Clubs Act.
 - (c) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
 - (d) interest at the rate referred to in Rule 16(c) above on any money lent by the director of the Club;
 - (e) a benefit provided in accordance with Section 10(6)A of the Registered Clubs Act .
 - (f) rent as referred to in Rule 16(d).

LIQUOR & GAMING

18. (a) In accordance with the Registered Clubs Act, Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a properly admitted member, Life member, Honorary member, Temporary member or Provisional members except on the invitation and in the company of a member. This Rule 18(a) does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- (d) The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- (e) Subject to subsection 2 of Section 73 of the Gaming Machines Act 2002, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (f) Subject to subsection 2 of Section 74 of the Gaming Machines Act 2002, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.
- (g) Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on the premises or any part of the premises of the Club and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

MEMBERSHIP

19. (a) The number of members of the Club shall be as determined by the Board and shall not be less than the minimum number permissible under the Registered Clubs Act.
- (b) No person under the age of 18 years shall be admitted as a member of the Club except as a Junior member.
20. Unless and until otherwise determined by the Board by By-Law, the full membership of the Club shall be divided into the following categories:
 - (a) Club members;
 - (b) Junior members; and
 - (c) Life members.
21. Persons who are not full members may, in accordance with this Constitution, be admitted to the Club as:

- (a) Provisional Members;
- (b) Honorary Members;
- (c) Temporary Members.

ELIGIBILITY AND RIGHTS OF CLASSES OF MEMBERSHIP

CLUB MEMBERS

22. (a) Club members shall be persons who have attained the age of eighteen (18) years, make application for and are elected to Club membership.
- (b) Club members shall pay such joining fee and annual subscription as the Board may determine from time to time.
- (c) Club members are entitled to:
- (i) all the social privileges and advantages of the Club; and
 - (ii) attend and vote at Annual General Meetings and general meetings of the Club;
 - (iii) subject to Rules 54(d), 62 and 63, nominate for and be elected to hold office on the Board;
 - (iv) vote in the election of the Board;
 - (v) vote on any special resolution to amend this Constitution;
 - (vi) propose, second, or nominate any eligible member for any office of the Club;
 - (vii) propose, second or nominate any eligible member for Life membership;
 - (viii) subject to Rule 57 introduce guests to the Club.

JUNIOR MEMBERS

23. (a) Junior members shall be persons under the age of eighteen (18) years who have been elected as Junior members and have paid the entrance fee (if any) and the applicable annual subscription.
- (b) A person shall not be admitted as a Junior member of the Club unless the Board:
- (i) is satisfied that the person is joining the Club for the purposes of playing sport as a member of a sub club of the Club; and
 - (ii) has received from that person's parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by a sub club of the Club;
 - (iii) is satisfied that that person will take part in regular sporting activities organised by a sub club of the Club.
- (c) Subject to the provisions of the Registered Clubs Act, a Junior member shall be entitled to the use of such of the facilities of the Club as the Board shall determine from time to time but shall not be entitled to:

- (i) attend and vote at any meetings of the Club; or
 - (ii) take part in the management of the Club;
 - (iii) propose, second or nominate any person to membership of the Club;
 - (iv) propose, second or nominate any eligible member for any office of the Club;
 - (v) propose, second or nominate any eligible member for Life membership;
 - (vi) introduce guests to the Club;
 - (vii) the playing privileges of the Club available through membership of a sub club unless and until they have paid to the Club the entrance fee (if any) and applicable annual subscription of such sub club of the Club.
- (d) Upon attaining the age of eighteen (18) years a Junior member shall be transferred to Club membership.

LIFE MEMBERS

24. (a) A Life member shall be any Club member who has been a member of the Club for a period of at least fifteen (15) years and who has rendered distinguished exceptional and valued services to the Club and or codes and has been granted Life membership of the Club in accordance with this Rule 24.
- (b) Life membership may only be conferred at a General Meeting of the Club including an Annual General Meeting.
- (c) Candidates for Life membership shall be proposed by one Club member or Life member and seconded by another Club member or Life member.
- (d) A nomination for Life membership shall be considered at a Board meeting. If such nomination is approved by at least three quarters of the Directors voting at a Board meeting, the nomination shall be referred to the next Annual General Meeting of the Club. Any director can require that the voting to recommend that a nomination for Life membership be placed before members at an Annual General Meeting and determined by a secret ballot.
- (e) If such nomination is approved by a three quarters majority of members present and voting at that meeting the person nominated shall be a Life member of the Club.
- (f) Every Life member shall be entitled to all the rights and privileges of a Club member.
- (g) A Life member is relieved from the payment of any annual subscription.
- (h) A Life member shall be entitled to a discount on food and beverage purchases within the Club. The discount referred to in this paragraph shall be such amount as determined by the Board of the Club from time to time by By-Law but in any case no greater than ten percent (10%) off member prices.
- (i) There shall be no more than three (3) Life members elected in any one year.

VARIATION AND CANCELLATION OF CLASS RIGHTS

25. For the purposes of section 246B of the Act, the rights of a class of membership may be varied or cancelled by way of eligible members passing a special resolution in accordance with Rule 133 and without the need for a separate resolution to be passed by members of that class of membership.

TRANSFER BETWEEN CLASSES OF MEMBERSHIP

26. (a) The Board shall have the power on the application of any member to transfer that member to another category of membership if that member has the qualifications for that other category of membership.
- (b) Any application for transfer of membership pursuant to this Rule 26 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than one week before the transfer of the applicant to another class of membership of the Club.
- (c) A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- (d) Upon a member being transferred to another class of membership of the Club, the Secretary shall within seven (7) days cause a notice of such transfer to be forwarded or posted to such member. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

PROVISIONAL MEMBERS

27. A person in respect of whom an application form for membership duly completed in accordance with this Constitution has been given to the Club and who has paid to the Club the entrance fee (if any) and the subscription appropriate to the class of membership referred to in the application form (if any) may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
28. A Provisional member will be issued with a membership card as evidence that the person is a Provisional member of the Club. The membership card must be kept by the Provisional member at all times he or she is on the premises of the Club.
29. Provisional members shall be entitled to:
- (a) the social facilities and amenities of the Club as the Board may determine from time to time; and
- (b) introduce guests into the Club.
30. Provisional members shall not be entitled to:
- (a) attend and vote at Annual General Meetings and general meetings of the Club;
- (b) nominate for and be elected to hold office on the Board;
- (c) vote in the election of the Board;

- (d) vote on any special resolution to amend this Constitution;
 - (e) propose, second, or nominate any eligible member for any office of the Club;
 - (f) propose, second or nominate any eligible member for Life membership.
31. The Secretary or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule 31, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

HONORARY MEMBERS

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

33. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any person whose permanent place of residence in New South Wales is not less than a distance specified in the Registered Clubs Act from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
 - (b) A full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club.
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club or a Full member 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.
34. (a) Temporary members shall not be required to pay a joining fee or annual subscription.
- (b) Temporary members are entitled to:
 - (i) such social privileges and advantages of the Club as the Board may determine from time to time; and
 - (ii) subject to Rule 58, introduce guests into the Club.
 - (c) Temporary members are not entitled to:
 - (i) attend or vote at general meetings (including Annual General Meetings) of the Club;
 - (ii) nominate for or be elected or appointed to the Board;
 - (iii) vote in the election of the Board;
 - (iv) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (v) propose, second or nominate any eligible member for any office of the Club;
 - (vi) propose, second or nominate any eligible member for Life membership; or
 - (vii) member discounts.
 - (d) The Secretary or senior employee then on duty may refuse a person admission and/or 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 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 33(c).
 - (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 33(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) (ii) the residential address of the Temporary member;
 - (iii) (iii) the date on which Temporary membership is granted;
 - (iv) the signature of the Temporary member.

VOTES OF MEMBERS

35. (a) Only Life members and financial Club members shall be entitled to attend and vote at any meeting of the Club.
- (a) Subject to Rule 115, every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have only one vote.
- (b) No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.

ELECTION OF MEMBERS

36. (a) A person shall not be admitted as a member of the Club unless that person is elected to membership by the Board of the Club, or by a duly appointed election committee of the Club.
- (b) The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
- (c) The Board may reject any application for membership without assigning any reason for such rejection.
37. (a) Every application for membership of the Club shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
- (i) the full name of the applicant;
 - (ii) the residential address of the applicant;
 - (iii) the date of birth and the age of the applicant;
 - (iv) the electronic (email) address of the applicant;
 - (v) the mobile telephone number of the applicant;
 - (vi) a statement to the effect that the applicant agrees to be bound by the Constitution, By-laws and any policy of the Club including any Liquor or Gaming Policy;
 - (vii) the signature of the applicant, and in the case of an application for Junior membership the signature of the applicants parent or guardian;
 - (viii) such other particulars as may be prescribed by the Board from time to time.
- (b) An application for membership shall be lodged with the Club together with:
- (i) the joining fee (if any) and the appropriate annual subscription;
 - (ii) identification such as (without limitation) a current driver's licence or a current passport held by that applicant.
- (c) A person whose application complies with the requirements of this this Rule 37 and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for (if any) may be conferred Provisional membership in accordance with Rule 27.

- (d) The full name of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
 - (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.
38. (a) Upon a person being elected as a member of the Club the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. The Notice from the Secretary shall also advise the member that their liability is limited in relation to the winding-up of the Club provided for in Rules 9 and 10 of the Constitution and of the procedures involved in resigning from membership of the Club. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.
- (b) A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and, if demanded by the Secretary, on payment of any fee that may be prescribed by the Act.

ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND LEVIES

39. For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.
40. (a) All subscriptions shall be due and payable on the anniversary date of each members membership of the Club or on such other date or dates as determined by the Board and may be payable for more than one (1) year in advance.

NON-FINANCIAL MEMBERS

- 40A A member shall not be a non- financial member of the Club if:
- (a) the member has not paid his or her subscription by the anniversary date of their membership of the Club, or within one (1) month from the anniversary date of their membership of the Club; or
 - (b) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of one (1) month from the due date; or
 - (c) the member has not renewed their membership of the Club by the due date; and

a member shall be and remain non-financial until the full amount owing is paid to the Club or their membership is renewed.

- 40B Notwithstanding any Rule contained in this Constitution, any member who is not a Financial Member (as defined in Rule 7(b)) shall not be entitled to:
- (a) attend al the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;

- (c) attend or vote at any meeting of the Club or any Sub club;
 - (d) propose, second or nominate any eligible person for membership of the Club;
 - (e) nominate or be elected or appointed to the Board or any committee of a Sub club;
 - (f) vote in the election of the Board or any committee of a Sub club;
 - (g) propose, second or nominate any eligible member for any office of the Club or any Sub club;
 - (h) propose, second or nominate any eligible member for Life membership.
- 40C. Any person remains non-financial for six (6) months, shall automatically be removed from membership of the Club and the provisions of Rule 43 shall not apply to such removal.
- 40D. Any person who has been removed from membership of the Club pursuant to Rule 40C may re-apply for membership in accordance with this Constitution.

REGISTERS OF MEMBERS AND GUESTS

41. The Club shall keep the following registers:
- (a) A register of persons (in electronic form or as may be otherwise permitted) who are full members. This register shall set forth in respect of each of those members:
 - (i) the name in full
 - (ii) the address;
 - (iii) the mobile telephone number;
 - (iv) the date of being first elected to membership of the Club
 - (v) if the member is required to pay a subscription, the date on which that member last paid the subscription for membership of the Club.
 - (b) A register of persons (in electronic form or as may be otherwise permitted) who are Honorary members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act.
 - (c) A register of persons (in electronic form or as may be otherwise permitted) who are Temporary members other than Temporary members referred to in Rule 33(d) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.
 - (d) A register of persons (in electronic form or as may be otherwise permitted) of or over the age of 18 years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act.

NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS

42. Members must advise the Secretary of the Club of any change in their contact details (including address, email address and telephone number) within seven (7) days of changing their address as recorded in the register referred to in Rule 41(a).

DISCIPLINARY PROCEEDINGS

43. Subject to Rule 44, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:
- (a) wilfully refuses or neglects to comply with any of the provisions of this Constitution or any By-Law; or
 - (b) is, in the reasonable opinion of the Board;
 - (i) guilty of any conduct prejudicial to the interests of the Club; or
 - (ii) guilty of conduct which is unbecoming of a member; or
 - (iii) guilty of conduct which shall render the member unfit for membership.
44. (a) A member shall be notified of:
- (i) any charge against the member pursuant to Rule 43;
 - (ii) the particulars of the charge, including the alleged facts and circumstances which gave rise to the charge against the member; and
 - (iii) the date, time and place of the hearing of the charge.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 44 by notice in writing by way of letter sent by:
- (i) to the member's last known address; or
 - (ii) email to the member's last known email address,
- at least seven (7) clear days before the meeting of the Board at which a charge is to be heard.
- (c) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
 - (d) The member charged is not entitled to legal or other representation at the meeting without the consent of the Board which the Board may give or withhold or give subject to conditions, as the Board in its absolute discretion determines.
 - (e) In recognition of the nature of the Club (and the nature of membership of the Club) as the Club is constituted under this Constitution, there is no presumption that the member charged has any right of representation at the meeting. If the member seeks consent to have representation at the meeting, then the member must apply in writing delivered to the Board through the office of the Secretary no later than two (2) days before the meeting.
 - (f) Without limiting the previous general words, in considering an application for consent to representation, the Board may take into account all or any of the following matters to the extent apparent from the charge – the nature and complexity of the charge and the seriousness of the charge; and also any submission by the member regarding the member's own personal capacity to

understand the charge and to represent themselves before the Board in the context of the Club as a social and sporting club.

- (g) The Board may delegate the power to deal with an application for consent for representation.
- (h) The Board is not obliged to consider or rule on an application for consent to representation prior to the commencement of the meeting at which the charge is to be heard.
- (i) The member is not entitled to representation in relation to the consideration of the application for consent.
- (j) 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, in the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- (k) If the member attends the meeting and the chairperson of the meeting determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.
- (l) If the member charged does not comply with the warning given in accordance with paragraph (k) of this Rule 44, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.
- (m) After the Board has considered all the evidence put by the member, it may, in its absolute discretion:
 - (i) immediately come to a decision as to the member's guilt in relation to the charge; or
 - (ii) dismiss the member from the Board meeting to further consider all of the evidence relating to the charge against the member and further consider the member's guilt in relation to the charge. A decision under this paragraph as to the member's guilt, must be made within seven days of the date of the Board or Disciplinary Committee meeting at which the charge against the member was considered.
- (n) Once the Board has come to a decision as to the member's guilt in relation to the charge it must:
 - (i) in the case of a decision under paragraph (m)(i) of this Rule, inform the member, of the Board's decision; or
 - (ii) in the case of a decision under paragraph (m)(ii) of this Rule, inform the member, of the Board's decision in writing within seven days of the date of the decision of the Board.
- (o) Where the member charged has been found guilty, the member must be given an opportunity to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty. In the case of a charge being dealt with in accordance with paragraphs (m)(ii) and (n)(ii) of this Rule,

the members submissions on penalty must be made in writing to the Board and received by the Club within 14 days of the date of the decision in writing referred to in paragraph (n)(ii) of this Rule.

- (p) The Board may, in its absolute discretion, after considering submissions in relation to the penalty appropriate to the charge from the member:
 - (i) advise the member immediately of the Board's decision as to penalty; or
 - (ii) advise the member of the Board's decision as to penalty in writing within seven days of the date of the meeting of the Board or Disciplinary Committee.
- (q) Any decision of the Board shall be final and the Board shall not be required to provide any reason for its decision.
- (r) No appeal shall arise from a decision of the Board pursuant to Rule 43 nor shall any member reprimanded, suspended or expelled or upon whom a fine has been imposed pursuant to this Rule 44, have any right of action whether in law or in equity or other remedy whatsoever against the Club or the Board or any member thereof by reason of such reprimand, suspension, expulsion or fine or by reason of any act done or notice given prior to or consequent on or incidental to the same.
- (s) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting.

45. If a notice of charge is issued to a member pursuant to Rule 44(a):

- (a) the Board by resolution; or
- (b) the Secretary (independently of the Board),

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. Such suspension shall be promptly notified in writing to the member concerned.

46. Any member suspended pursuant to Rules 43, 44 or 45 shall during the period of such suspension not be entitled to:

- (a) attend the premises of the Club for any purpose without the permission of the Board; or
- (b) participate in any of the social and sporting activities of the Club or any Sub Club;
- (c) attend or vote at any meeting of the Club;
- (d) nominate or be elected or appointed to the Board;
- (e) propose, second or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any eligible member for Honorary Life membership.

47. Rules 43 to 46 apply to Club members only and it does not limit or restrict the Club from exercising the powers contained in Rule 31 of this Constitution and the powers contained in section 77 of the Liquor Act or Rule 49.
48. If Rules 43 to 46 are not strictly complied with, the disciplinary proceedings will remain valid and binding unless and until otherwise determined by the Supreme Court of New South Wales.

POWER OF SECRETARY TO SUSPEND MEMBERS

49. (a) Despite Rules 43 to 46, the Secretary shall have the power suspend a member for up to twelve (12) months if the Secretary believes that the member has engaged in conduct unbecoming of a member.
- (b) The power conferred on the Secretary under this Rule 49 may be exercised by the Secretary without needing to go through the disciplinary proceedings process referred to in Rules 43 to 46.
- (c) If the Secretary exercises the power under this Rule 49, the suspended member may, within fourteen (14) days, submit a written request to the Board of the Club to have the conduct considered through the disciplinary proceedings process referred to in Rules 43 to 46.

DISCIPLINARY COMMITTEE

50. The Board may by resolution delegate all of the powers and functions given to the Board by Rules 43 to 46 to a Disciplinary Committee comprising not less than:
 - (a) three (3) directors of the Club;
 - (b) three (3) Life members or financial Ordinary Members of the Club;
 - (c) three (3) management staff of the Club;
 - (d) a person or persons of standing or notoriety in the community (for example a Police Officer of the rank of Sergeant or above); or
 - (e) any combination whatsoever of (a), (b) (c) and (d) above,
 selected by the Board.
51. The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rules 43 to 46 save that:
 - (a) a quorum of the Disciplinary Committee shall be three (3) persons; and
 - (b) all references to the Board in Rules 43 to 44, shall be read as being references to the Disciplinary Committee.
52. The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 43 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:
 - (a) the member is notified that the Board is exercising the power under this Rule 52 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held; and

- (b) the procedure set out in Rules 43 to 46 are followed.
53. The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 50 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

MEMBER UNDER SUSPENSION

54. Any member whose membership is suspended pursuant to any of Rules 43 to 53 shall during the period of such suspension not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
 - (c) attend or vote at any meeting of the Club or any Sub club;
 - (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
 - (e) vote in the election of the Board or any committee of a Sub club;
 - (f) propose, second or nominate any person for membership of the Club;
 - (g) propose, second or nominate any eligible member for any office of the Club or any Sub club;
 - (h) propose, second or nominate any eligible member for Life membership.

REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

55. (a) In addition to any powers under section 77 of the Liquor Act, the Secretary or subject to paragraph (c) of this Rule 55 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 any other law;
 - (iv) who hawks, peddles or sells any goods on the premises of the Club;
 - (v) who, within the meaning of the *Smoke-free Environment Act*, smokes while on any part of the premises that is smoke-free.
 - (vi) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant.

- (vii) whom the Secretary or the senior employee then on duty, under the conditions of the Club Licence or according to a term (of the kind referred to in section 134 of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Club's premises.
- (b) If pursuant to paragraph (a) of this Rule 55 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph (c) of this Rule 55) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (c) Without limiting paragraph (b) of this Rule 55, if a person has been refused admission to or turned out of the Club in accordance with Rule 55(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- (d) Without limiting paragraph (b) of this Rule 55, if a person has been refused admission to or turned out of the Club in accordance with Rule 55(a), the person must not:
 - (i) remain in the vicinity of the Club; or
 - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- (e) 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 55 shall be:
 - (i) in the absence of the Secretary from the premises of the Club, the senior employee then on duty; or
 - (ii) any employee authorised in writing by the Secretary to exercise such power.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 56. (a) A member may at any time resign his or her membership of the Club by either:
 - (i) giving notice in writing to the Secretary; or
 - (ii) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.
- (b) A resignation pursuant to Rule 56(a) shall take effect from the date on which notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
- (c) Any member who has resigned pursuant to this Rule 56 will not be entitled to any refund of membership fees or any part thereof unless the Board considers that there are circumstances warranting an ex gratia payment of the unexpired portion of his or her membership fees from the date of resignation.
- (d) Any person who has not paid his or her joining fee, subscription, levy or other payment:
 - (i) by the due date shall cease to be entitled to the privileges of membership of the Club; and

- (ii) within one (1) month after the due date, shall cease to be a member of the Club.

GUESTS

57.
 - (a) All Full members and Provisional members (except Honorary members) shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 58.
 - (b) Unless the guest is a minor, on each day that a guest is introduced to the Club the name and address of the guest shall entered in the Register of Guests and the person introducing the guest into the Club that member shall countersign that entry.
 - (c) No person shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a person introduce any guest who is a member then suspended or who has been expelled from the Club pursuant to Rule 43 or who has been refused admission to or turned out of the Club pursuant to Rule 55.
 - (d) Each person introducing a guest shall be responsible for the conduct of the guest they introduce to the Club.
 - (e) The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
 - (f) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of the person who introduced them.
 - (g) A guest shall at all times remain in the reasonable company of the person who countersigned the entry in the Register of Guests in respect of that guest.
 - (h) A guest shall not remain on the premises of the Club any longer than the person who countersigned the entry in the Register of Guests in respect of that guest.
 - (i) The Secretary may refuse a guest of a person admission to the Club or require a guest of a person to leave the premises of the Club (or any part thereof) without giving any reason.
58. 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.
59. For the purposes of Rule 58 "responsible adult" means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
 - (a) a parent, step-parent or guardian of the minor;

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

BOARD OF DIRECTORS

60. The Board shall consist of:
- (a) a Chairperson, a Vice Chairperson and five (5) Ordinary directors elected in accordance with Rule 64; and
 - (b) up to two (2) Board Appointed Directors.
61. The Board may appoint up to two (2) Board Appointed Directors to the Board in accordance with Rule 60(b). The following provisions shall apply in respect of Board Appointed Directors:
- (a) The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of Board Appointed Directors.
 - (b) A Board Appointed Director only has to satisfy the eligibility requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed to the Board and does not have to satisfy any eligibility requirement for a director contained in this Constitution.
 - (c) The Board cannot appoint a Board Appointed Director if such an appointment would cause the number on the Board to exceed nine (9) directors.
62. (a) Subject to Rule 62(b) and Rule 63, only Life members and financial Club members who have a Director Identification Number (unless exempted) on the proposed date of his or her election or appointment to the Board and have been members for the five (5) consecutive calendar years immediately preceding the date on which they are to be elected or appointed to the Board shall be entitled to stand for and be elected or appointed to the Board.
- (b) In order to be eligible to be elected or appointed to the Board a financial Club member must be either:
- (i) a person who is actively engaged in sport for the Club or for an affiliated Sub Club; or
 - (ii) a person who has been an active player of sport for the Club or for an affiliated Sub Club; or
 - (iii) a person who is or has been actively engaged in the promotion, control or management of sport for the Club or for an affiliated Sub Club.
63. A member:
- (a) who holds a position on any committee or on the board of another registered club that operates gaming machines and is located inside twenty (20) kilometres from the Club's Hammondville premises; or
 - (b) is an employee of the Club; or
 - (c) who is currently under suspension pursuant to Rules 43, 44, 45, 46 or 55; or

- (d) who holds a position on the committee or an executive position on any Sub Club,

shall not be eligible to stand for or be elected to the Board.

ELECTION OF BOARD

- 64. (a) Registered Clubs Act 1976 – Schedule 4 – Rules for Election to the Board for a Term of 3 Years.
 - (i) With effect from the Annual General Meeting held in 2013 the Board will be elected in accordance with Schedule 4 of the Registered Clubs Act;
 - (ii) All members of the Board elected at that meeting will be divided into three groups in accordance with Rule 64(b).
 - (iii) The groups referred to in Rule 64(a)(ii):
 - (1) shall be determined by drawing lots, and
 - (2) shall be as nearly as practicable equal in number, and
 - (3) shall be designated as group 1, group 2 and group 3 in the order they are drawn. Group 3 will be drawn last and, where the total number of the Board is not divisible by three, will have the greatest number of Directors.
- (b) Unless otherwise disqualified, the members of the Board:
 - (i) in group 1 shall hold office for 1 year, and
 - (ii) in group 2 shall hold office for 2 years, and
 - (iii) in group 3 shall hold office for 3 years.
- (c) At each Annual General Meeting held while this Rule 64 is in force (other than the first such meeting) the number of the members required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified, hold office for 3 years.
- (d) **Casual Vacancies**
 - (i) A person who fills a casual vacancy in the office of a member of the Board elected in accordance with this Rule 64 shall, unless otherwise disqualified, hold office until the next succeeding Annual General Meeting.
 - (ii) The vacancy caused at an Annual General Meeting by a person ceasing to hold office under Rule 64(d)(i) shall be filled by election at the Annual General Meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the Annual General Meeting.
- (e) A person whose term of office as a member of the Board under this Rule 64 expires is not for that reason ineligible for election for a further term.
- (f) If this Rule 64 is revoked:

- (i) at an Annual General Meeting—all the members of the Board cease to hold office, or
- (ii) at a meeting other than an Annual General Meeting — all the members of the Board cease to hold office at the next succeeding Annual General Meeting,

and an election shall be held at the meeting to elect the members of the Board.

65. The election of the members of the Board shall take place in the following manner:

- (a) The Secretary shall cause a notice to be displayed on the Club Notice Board and on the Club's website at least twenty one (21) days immediately preceding the Annual General Meeting, calling for nominations of Club members (who meets the eligibility requirements in Rules 62 and 63) or Life members wishing to stand for election to the Board.
- (b) Any two Club members or Life members of the Club shall be at liberty to nominate any other Club member (who meets the eligibility requirements in Rule 62 and 63) or Life member to serve as a member of the Board. The nomination which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary at least fourteen (14) days immediately preceding the Annual General Meeting.
- (c) A list of such nominations, with the proposers' and seconders' names, shall be posted in either the premises or the registered office of the Club for at least seven (7) days immediately preceding the Annual General Meeting.
- (d) If the full number of candidates for the various positions on the Board is not nominated by the close of nominations, then those candidates who are nominated shall be declared elected to the relevant positions and additional nominations ,may with the consent of the nominee or nominees be made and the unfilled positions shall be casual vacancies for the purposes of Rule 98.
- (e) If there is more than the required number of nominations by the close of nominations, an election by ballot shall take place but if there be only the requisite number nominated then the Chair shall declare those nominated duly elected.
- (f) At all times the Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 65 and 66.

ELECTION OF CHAIRPERSON AND VICE CHAIRPERSON

66. Immediately following each Annual General Meeting at which an election of Directors is required, the Board shall meet and elect from amongst their number the Chairperson and Vice Chairperson.

MANDATORY TRAINING FOR DIRECTORS

- 67. (a) A member of the Club who becomes a Director of the Club must complete such training as may be prescribed by the Regulation, within twelve (12) months of becoming a member of the Board.
- (b) The required training or any other course of instruction for Directors for the purposes of this Rule 67 shall be at the expense of the Club.

POWERS OF THE BOARD

68. The Board shall be responsible for the management of the business and affairs of the Club.
69. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made.
70. Without derogating from the general powers conferred by Rule 69, the Board shall have power from time to time:
 - (a)
 - (i) To delegate any of its powers to committees consisting of such director or directors and/or such Full members of the Club together with persons who are not members but who have particular skills or expertise which they may apply to the relevant committees and senior management staff of the Club as the Board may from time to time think fit and may from time to time revoke such delegation.
 - (ii) Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board.
 - (iii) The Chairperson shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.
 - (iv) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairperson of the meeting shall have a second and casting vote.
 - (v) The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 69 or by any regulation made by the Board pursuant to this Rule 69.
 - (vi) Any Committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.
 - (vii) The Board may by resolution:
 - (1) remove committee members from office; and
 - (2) dissolve any committee.
 - (b) To make such By-Laws not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:

- (i) Such matters as the Board are specifically by this Constitution empowered to regulate by By-Law.
 - (ii) The general management, control and trading activities of the Club.
 - (iii) The control and management of the Club premises.
 - (iv) The conduct of members and guests of members.
 - (v) The privileges to be enjoyed by each category of members.
 - (vi) The relationship between members and Club employees.
 - (vii) Establishing and dealing with pre-nomination requirements (including training sessions) for members wishing to become directors of the Club.
 - (viii) Implementing prohibitions on electioneering by members with respect to the election of directors of the Club.
 - (ix) And generally all such matters as are commonly the subject matter of the Constitution or By-Laws or which by the Constitution are not reserved for decision by the Club in general meeting.
- (c) To enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - (e) To secure the fulfillment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (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, including authorizing who may approve the making of a payment in another manner (including by electronic means).
 - (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
 - (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.

- (j) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club and subject to the requirements of the Registered Clubs Act, to lease, license, sell or otherwise dispose of all or any of the land and buildings or other property or rights to which the Club may be entitled from time to time.
- (k) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.
- (l) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (m) To set the entrance fees and annual or other subscriptions and fees payable by all members.
- (n) To fix a charge or charges for the use of property or services of the Club by its members.
- (o) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (p) To establish Sub Clubs or affiliate with Sub Clubs with such objects, powers and composition as the Board may by resolution determine from time to time as appropriate, or affiliate with a new or established Club or Clubs whose objects, powers, and composition in the view of the Board are suitable for such Club to become a Sub Club.
- (q)
 - (i) To allow each of the Sub Clubs established pursuant to paragraph (p) or those already in existence to conduct, manage and control sport or other activities for which they were respectively established within or ancillary to the Club;
 - (ii) To allow the Sub Clubs to create rules and by-laws for the control and regulation of the sporting and social activities of such Sub Clubs.
 - (iii) To permit any such Sub Club to adopt a name distinctive of such Sub Club (provided it be described as a Sub Club or an affiliated Sub Club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
 - (iv) Each such Sub Club may open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.

- (v) Each such Sub Club shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board.
- (vi) The Board may by resolution:
 - (1) remove Sub Club members from office; and
 - (2) dissolve any Sub Club.
- (r) To affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.
- (s) To appoint a selector or selectors whose duty it will be to select crews to represent the Club in regattas and races
- (t) To appoint a coach or coaches to train any crew selected to represent the Club in regattas and races.
- (u) 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 therein contained or relating to their behaviour, clothing and dress whilst on the said premises.

PATRONS

71. The Board may appoint or remove a patron or patrons from time to time. A patron who is not a full member of the Club shall be deemed to be an Honorary member of the Club and subject to this Constitution shall remain an Honorary member while they remain as a patron.

BY-LAWS

72. (a) Any By-law made under Rule 70(b) or any other Rule shall:
- (i) come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board;
 - (ii) be placed on the Club's web site; and
 - (iii) be deemed to be consistent with this Constitution.
- (b) The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

PROCEEDINGS OF THE BOARD

73. The Board may meet together in person and/or by electronic means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each Quarter for the transaction of business.
74. A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meetings shall be recorded in the Minutes of the meeting (in electronic form or otherwise).
75. The Chairperson shall preside as chairperson at every meeting of the Board. If the Chairperson is not present within ten (10) minutes of the time appointed for holding the

meeting or is unwilling or unable to act then the Vice Chairperson shall preside as chairperson of the meeting. If the Vice Chairperson is not present or is unwilling or unable to act then the directors present shall elect one of their number as chairperson for that meeting.

76. The quorum for meetings of the Board shall be four (4) directors present either personally or by the use of other technology referred to under Rule 82.
77. The Chairperson may at any time and the Secretary upon the request of a director shall convene a meeting of the Board.
78. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
79. The continuing directors on the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
80. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
81. A resolution in writing consented to by the required majority of 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 be circulated by such means consented to by the required majority of the directors. A resolution circulated in accordance with this Rule 81 must be circulated to all directors by the means consented to and shall be passed when the required majority of the directors give their consent in favour of the resolution. The consent by a director under this Rule 81 may be given by any reasonable means including, but not limited to, a director using an electronic signature. A resolution passed by the Board under this Rule 81 must be recorded in the Minutes as having been passed under this Rule 81 and note the resolution, the majority required to pass the resolution, the actual majority of directors that gave their consent in favour of the resolution and the manner in which each Director gave their consent in favour of the resolution.
82. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.
83. In addition to Rule 81, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.

MATERIAL PERSONAL INTERESTS OF DIRECTORS

84. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:

- (i) declare the nature of the interest at a meeting of the Board; and
 - (ii) comply with Rule 84(b).
- (b) Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (i) must not vote on the matter; and
 - (ii) must not be present while the matter is being considered at the meeting.

REGISTERED CLUBS ACCOUNTABILITY CODE

85. The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 85. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 85, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.
86. For the purposes of Rules 87 to 92, the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

CONTRACTS WITH TOP EXECUTIVES

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

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

88. (a) Subject to any restrictions contained in the Registered Clubs Act and Rule 89, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (b) A “pecuniary interest” in a company for the purposes of this Rule 88 does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY AND MANAGERS

89. Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:

- (a) the Secretary or a manager; or
- (b) any close relative of the Secretary or a manager;
- (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

LOANS TO DIRECTORS AND EMPLOYEES

90. The Club must not:

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

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

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

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

- 92. (a) A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
 - (i) any material personal interest that the director has in a matter relating to the affairs of the Club; and
 - (ii) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
 - (iii) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
 - (iv) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.
- (b) The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 92.

TRAINING DISCLOSURES

- 93. (a) The Club must make available to members:

- (i) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
 - (ii) the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.
- (b) The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

PROVISION OF INFORMATION TO MEMBERS

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

REMOVAL FROM OFFICE OF DIRECTORS

95. (a) The members in general meeting may by ordinary resolution:
- (i) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office;
 - (ii) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.
- (b) Any person appointed pursuant to sub paragraph (a)(ii) of this Rule 95 shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.
- (c) Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

VACANCIES ON BOARD

96. The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) dies.
 - (b) becomes insolvent under administration.
 - (c) is suspended from membership in accordance with Rules 43 to 53.
 - (d) is convicted of any offence referred to in Section 206B of the Act.
 - (e) fails to disclose in accordance with the Corporations Act or the Code the nature of any material personal interest in a matter that relates to the affairs of the Club.

- (f) 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.
 - (g) is absent from meetings of the Board for a continuous period of three months without leave of absence from the Board and the Board resolves that the office be vacated.
 - (h) by notice in writing given to the Secretary resigns from office as a director.
 - (i) fails to complete the mandatory training in accordance with Rule 67 and is not the exempt under the Regulation.
 - (j) becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act or the Liquor Act.
 - (k) ceases to be a member of the Club.
 - (l) was not eligible to stand for or be elected or appointed as a director.
 - (m) becomes an employee of the Club.
 - (n) has been assessed by a management liability underwriter and a loading on premium has been imposed or a higher than usual excess has been imposed in respect of that person.
 - (o) ceases to hold the necessary qualifications to be elected or appointed to the Board.
 - (p) does not have or ceases to have a Director Identification Number (unless exempted from doing so).
 - (q) is removed from office as a director in accordance with the Act and this Constitution.
97. The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced the quorum referred to in Rule 76, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
98. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office in accordance with Rule 64(d).

GENERAL MEETINGS

99. A general meeting of the members of the Club must be held for a proper purpose.
100. A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.
101. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.

- (b) The Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting.

In this Rule 101 the term "the request" shall mean the request referred to in this paragraph (b).

- (c) The request must:
 - (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within 21 days after the request is given to the Secretary. The meeting is to be held not later than 2 months after the request is given to the Secretary.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Secretary.
- (g) The meeting referred to in paragraph (f) of this Rule 101 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three months after the request is given to the Club.
- (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
- (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 101. 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.

- 102. (a) At least 21 days notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all full members who are entitled to attend and vote at that meeting and to the auditor.
- (b) A notice of a general meeting of the Club's members must:
 - (i) set out the place, date and time of the meeting; and
 - (ii) state the general nature of the meeting's business; and
 - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.

- (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 and placed on the Club's web site 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.
- (e) The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule 102 will not operate in relation to a meeting called pursuant to a request or requisition of members.
- (f) The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.
- (g) The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.
- (h) If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.

ANNUAL GENERAL MEETINGS

- 103. 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 120(b);
 - (c) to declare the results of the election of the Board or conduct any further election which may be necessary;
 - (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) to approve the reimbursement of directors' expenses.
 - (f) to deal with any other business of which due notice has been given to the members.
- 104. The Secretary shall cause all items of business and notices of motion referred to in paragraph (a) to be presented to the Board and 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.
- 105. (a) The Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.

- (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.
- (c) The chairperson:
 - (i) is responsible for the conduct of the general meeting; and
 - (ii) shall determine the procedures to be adopted and followed at the meeting;
 - (iii) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.

MEMBERS' RESOLUTIONS

- 106. (a) The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
 - (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at a general meeting;
- (b) The notice must:
 - (i) be in writing; and
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy;
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
- 107. (a) If the Secretary has been given notice of a resolution under Rule 106, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given;
- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting;
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting;
- (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.

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

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

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

110. (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;
- (a) 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;
- (b) 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.
- (c) 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

111. (a) The Chairperson shall be entitled to take the Chair at every general meeting.
- (b) If the Chairperson is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then a Vice Chairperson shall preside as chairperson of the meeting.
- (c) If a Vice Chairperson is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board as chairperson of the meeting.
- (d) If the director is unwilling or unable to act then the members of the Club present shall elect a member to preside as chair of the meeting.
- (e) Notwithstanding Rules 111(a) to (d), at any general meeting of the Club, the Chair may nominate another Director or, with the consent of the Board, any other person in attendance at the meeting, whether a member of the Club or not, to chair all, or part of, the general meeting.
112. (a) At any general meeting of the Club (including an Annual General Meeting) convened by the Board, twenty (20) members present in person and eligible to vote shall be a quorum.
- (b) At any general meeting of the Club convened at the request of members pursuant to Rule 101(b) no less than fifty percent (50%) of the total number of members of the Club entitled to vote at the general meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (i) be dissolved if it was convened at the request of members pursuant to Rule 101(b); or
 - (ii) stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine.

- (d) If at any meeting adjourned pursuant to this Rule 112 a quorum is not present, the members present (being not less than two) shall be a quorum and may transact any business for which the meeting was called.
113. (a) Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.
- (b) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith.
- (c) A demand for a poll may be withdrawn.
- (d) At any general meeting (unless a poll is demanded) a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the 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.
114. The Club may record the proceedings of general meetings (including Annual General Meetings) using audio visual recording technology, but members are not entitled to do so.

PROXY VOTING PROHIBITED

115. A person shall not:
- (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
 - (b) Vote at any election including an election of a member or of the Board
- as the proxy of another person.

ADJOURNMENT OF GENERAL MEETINGS

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

MINUTES

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

ACCOUNTS

118. The Board shall:
- (a) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
 - (b) prepare, on a quarterly basis, financial statements that incorporate:
 - (i) the Club's profit and loss accounts and trading accounts for the quarter; and
 - (ii) a balance sheet as at the end of the quarter.
 - (c) cause the financial statements referred to in paragraph (b) of this Rule 118 to be submitted to a meeting of the Board.
 - (d) make the financial statements referred to in paragraph (b) of this Rule 118 available to members of the Club within seven (7) days of the statements being adopted by the Board.
 - (e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule 118.
 - (f) provide a copy of the financial statements referred to in paragraph (b) of this Rule 118 available to any member on the written request of the member.
119. The books of account shall be kept (in electronic form or otherwise) at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.

120. (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 in accordance with Part 2M.3 of the Corporations Act to those members who request that copies of the reports referred to in Rule 120(b).
- (b) In accordance with the Corporations Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
- (i) 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.

FINANCIAL YEAR

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

AUDITORS

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

SECRETARY

123. At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

EXECUTION OF DOCUMENTS

124. (a) The Club shall have a Seal.
- (b) The Board must provide for the safe custody of the Seal.
- (c) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) two members of the Board; or
 - (ii) one member of the Board and the Secretary.
- (d) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) two members of the Board; or
 - (ii) one member of the Board and the Secretary.

NOTICES

125. A notice of a general meeting (including the Annual General Meeting) of the Club may be given by the Club:
- (a) by sending it by any electronic means;
 - (b) by notifying the member, either personally, by post or electronically, that the notice is available and how the member can access the notice; or
 - (c) by sending a notification to the electronic address or telephone number (if any) nominated by the member advising the member that the notice of meeting is available and how the member can access the notice of meeting.
126. Any notice (including a notice issued under Rule 44(b) and other than a notice referred to in Rule 125) may be given by the Club to any member either:
- (a) by displaying a notice on the Club Notice Board;
 - (b) by displaying a notice on the Club's website;
 - (c) personally;
 - (d) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
 - (e) by sending it by any electronic means; or
 - (f) by notifying the member, either personally, by post or electronically, that the notice is available and how the member can access the notice.
127. Where a notice is sent by post to a member in accordance with Rule 126 the notice shall be deemed to have been received by the members:
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
128. Where a notice or notification that the notice is available is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.
129. Where a notice is given by displaying a notice on the Club Notice Board or by displaying a notice on the Club's website, the notice is taken to have been given on the day on which it was displayed.

INDEMNITY TO OFFICERS

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

INTERPRETATION

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

AMENDMENTS TO CONSTITUTION

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

MEETINGS AND VOTING

134. In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):
- (a) distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means, and
 - (b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
 - (c) allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.
135. If there is any inconsistency between Rule 134 and any other provision of this Constitution, Rule 134 shall prevail to the extent of that inconsistency.