

**CONSTITUTION
OF
PENSURST RSL CLUB LIMITED
ACN 624 659 838**

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Constitution

1. NAME OF COMPANY

1.1 The name of the Company is Penshurst RSL Club Limited.

2. PRELIMINARY

2.1 The Company is a company limited by guarantee and shall be a non-proprietary company.

2.2 The Company is established for the purposes set out in this Constitution.

2.3 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.

2.4 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

3. ACKNOWLEDGEMENT

3.1 The Club acknowledges that:

- (a) Penshurst RSL Sub-Branch of the Returned Services League of Australia (New South Wales Branch) (**Sub-Branch**) originally owned the premises;
- (b) the premises were sold by the Sub-Branch to the Club in 1994; and
- (c) the Sub-Branch and the Club entered into a Deed of Accommodation.

3.2 The Deed of Accommodation requires the Club to provide the Sub-Branch with an office space and certain other administrative assistance.

4. DEFINITIONS

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

“**Act**” means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or

modifying the Corporations Act however that provision may be amended in that legislation.

“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.

“Club” means Penshurst RSL Club Limited ACN *[insert]*.

“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.

“Full member” means any person who is in one of the categories of membership referred to in Rule 11.3.

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

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

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

“Office” means the general administrative office of the Club.

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

“RSL” means the Returned Services League of Australia (NSW Branch) Incorporated.

“Rules” means the Rules comprising this Constitution.

“Secretary” includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer 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. To be passed, a Special Resolution must receive at least seventy five per cent (75%) of the votes cast by members eligible to vote on the Special Resolution.

“Sub club” means any sub club that pursuant to a resolution of the Board under Rule 31.10 is or has been established by the Club.

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

- (a) the member's subscription or any part thereof has not been paid in accordance with Rule 17.4; or
- (b) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of fourteen (14) days from service on that member of a notice from the Club requiring payment thereof; and

In either case that member shall be and remain non-financial for the purposes of Rule 18 until the full amount owing is paid to the Club.

4.3 Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

5. OBJECTS

5.1 The objects of the Club are:

- (a) the operation, maintenance and carrying on of a club registered pursuant to the provisions of the Registered Clubs Act, 1976 and the Act, to be known as Penshurst R.S.L. Club Limited;
- (b) the provision and maintenance of club rooms, buildings, grounds, facilities and other amenities for the recreation of members and their guests;
- (c) the provision and maintenance of other recreational facilities for social, literary and other lawful purposes for the benefit of members and their guests;
- (d) to hold or arrange sporting matches, games and competitions and offer and grant to contribute towards the provision of trophies, awards and distinctions and the provision of such other recreational facilities as the Board may determine from time to time;
- (e) to hold a Club Certificate of Registration or other licence for the sale of spirits or other liquors and to carry on the business of restaurant keepers, wine and spirit merchants, licensed victuallers, sellers of tobacco, cigarettes and cigars;
- (f) to hold any necessary authorities and licences to keep and operate poker machines and to conduct any other form of gaming permitted in the premises

of a registered club including but without limiting the generality of this rule, Keno and TAB;

- (g) the promotion and carrying out of such charitable activities or undertakings as the Board may determine from time to time;
- (h) to carry on a Youth Club for the benefit of the youth of the district;
- (i) to carry on a Senior Members Club for the benefit of the members and their families;
- (j) to further the objects of the Returned and Services League of Australia;
- (k) to make such payments to community development and support as provided for in the Registered Clubs Act.

6. LIMITED LIABILITY

6.1 The liability of the members is limited.

7. MEMBERS' GUARANTEE

7.1 Each member undertakes to contribute an amount not exceeding two dollars (\$2.00) if the Club is wound up:

- (a) while he or she is a member of the Club; or
- (b) within one year of the date that he or she ceases to be a member.

7.2 The contribution referred to in Rule 7.1 shall be for the:

- (a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
- (b) costs, charges and expenses of winding up.

8. APPLICATION OF PROPERTY ON DISSOLUTION

8.1 If the Club is wound up or dissolved and if, after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:

- (a) not be transferred, paid to or distributed among the members of the Club;
- (a) be given or transferred to some other non-profit institution or organisation which shall prohibit the distribution of its income and property amongst its

members to an extent at least as great as is imposed on the Club under or by virtue of these Rules, such institution or organisation to be determined by:

- (i) the members before the time of the dissolution; or in default thereof,
- (ii) by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or require jurisdiction in the matter.

9. PROPERTY AND INCOME OF THE CLUB

- 9.1 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.
- 9.2 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.
- 9.3 Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club

because of the grant to the Club of, or the fact that the Club has applied for, such a licence.

- 9.4 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.
- 9.5 Subject to Rule 9.6 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; or
 - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
 - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
- 9.6 A director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:
- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act; or
 - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.

10. LIQUOR & GAMING

- 10.1 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 10.1 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.
- 10.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- 10.3 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- 10.4 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.
- 10.5 Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club

and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.

10.6 Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

11. MEMBERSHIP

11.1 The number of members of the Club shall not be less than the minimum number required under the Registered Clubs Act.

11.2 No person under the age of eighteen (18) years shall be admitted as a member of the Club.

11.3 Unless and until otherwise determined by the Board of the Club, the Full membership of the Club shall be divided into the following categories:

- (a) Life members;
- (b) RSL members; and
- (c) Associate members.

11.4 Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:

- (a) Provisional members;
- (b) Honorary members; and
- (c) Temporary members.

11.5 The number of Full members having the right to vote in the election of the Board shall be not less than twenty-five (25) per cent of all Full members of the Club.

RSL MEMBERS

11.6 RSL members shall be persons who:

- (a) have attained the age of eighteen (18) years; and
- (b) are Service members or Affiliate members of the Penshurst Sub-Branch of the RSL; and
- (c) have made application for membership of the Club in accordance with this Constitution; and
- (d) have been duly admitted to membership of the Club as an RSL member.

11.7 RSL members are entitled to:

- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time; and

- (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
- (c) subject to Rule 28.3 nominate for and be elected to hold office on the Board;
- (d) vote in the election of the Board;
- (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (f) propose, second, or nominate any eligible member for any office of the Club;
- (g) propose, second or nominate any eligible member for Life membership;
- (h) introduce guests to the Club.

ASSOCIATE MEMBERS

11.8 Associate members shall be persons who:

- (a) have attained the age of eighteen (18) years; and
- (b) have made application for membership of the Club in accordance with this Constitution; and
- (c) have been duly admitted to membership of the Club as an Associate member.

11.9 Associate members are entitled to:

- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time; and
- (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
- (c) subject to Rule 28.3, nominate for and be elected to hold office on the Board;
- (d) vote in the election of the Board;
- (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (f) propose, second, or nominate any eligible member for any office of the Club;
- (g) propose, second or nominate any eligible member for Life membership;
- (h) introduce guests to the Club.

LIFE MEMBERS

11.10 A Life member shall be any member who:

- (a) has been a member of the Club (including whilst the Club was a co-operative) or an entity with which the Club has had an intimate and historical relationship for at least ten (10) years;
- (b) is of good standing; and
- (c) in consideration of long or meritorious service to the Club,

is elected at any general meeting (including an Annual General Meeting) by at least two-thirds of the members who, being present and entitled to vote, do so vote in favour of the member becoming a Life member of the Club.

- 11.11 Candidates for Life membership shall be proposed by one and seconded by another Life member, financial RSL member or financial Associate member and submitted to the Board for approval.
- 11.12 If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- 11.13 If a nomination for Life membership is not approved by the Board, the nomination shall not be submitted to a general meeting of the Club.
- 11.14 Every Life member shall be entitled to all the rights and privileges of a RSL member.
- 11.15 A Life member shall be relieved of payment of any annual subscription.
- 11.16 No more than one (1) member shall be made a Life member of the Club in any one (1) financial year.

12. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

- 12.1 The Board has the power on the application of any member to transfer that member to another category of membership (other than Life membership) if that member has the qualifications for that other category of membership.
- 12.2 Any application for transfer of membership pursuant to Rule 12.1 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club.
- 12.3 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- 12.4 The Club shall not be required to notify a person if they have been transferred to another class of membership of the Club pursuant to Rule 12.1. If a member fails to

be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

13. PROVISIONAL MEMBERS

13.1 A person in respect of whom:

- (a) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and
- (b) who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form, may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

13.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form

being given to the Secretary or should that person's application for membership be refused (whichever is the sooner):

- (a) that person shall cease to be a Provisional member of the Club; and
- (b) the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.

13.3 Provisional members are entitled to:

- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.

13.4 Provisional members are not entitled to:

- (a) attend or vote at general meetings of the Club; or
- (b) nominate for or be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second or nominate any eligible person for membership of the Club;
- (f) propose, second, or nominate any eligible member for any office of the Club;
- (g) propose, second or nominate any eligible member for Life membership.

14. HONORARY MEMBERS

14.1 The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:

- (a) the patron or patrons for the time being of the Club; or
- (b) any prominent citizen or local dignitary visiting the Club;
- (c) any person who is a member of the Australian Defence Force (as defined in the Registered Clubs Act which includes the Armed Forces of the

Commonwealth) and who produces evidence that the person is a member of the Australian Defence Force.

- 14.2 Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.
- 14.3 Honorary members who are not Full members of the Club are entitled to:
- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
 - (b) introduce guests to the Club.
- 14.4 Honorary members who are not Full members of the Club are not entitled to:
- (a) attend any meeting of the Club except on the invitation of the Board;
 - (b) vote at any meeting of the Club; or
 - (c) nominate for or be elected to the Board or any office in the Club;
 - (d) vote in the election of the Board;
 - (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (f) propose, second or nominate any eligible person for membership of the Club;
 - (g) propose, second or nominate any eligible member for any office of the Club; or
 - (h) propose, second or nominate any eligible member for Life membership.

15. TEMPORARY MEMBERS

- 15.1 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
 - (b) A full member (as defined in the Registered Clubs Act) of any registered club which has objects similar to those of the Club.
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that

day when he or she so attends the premises of the Club until the end of that day.

(d) Any interstate or overseas visitor.

15.2 Temporary members shall not be required to pay a joining fee or annual subscription.

15.3 Temporary members are entitled to:

(a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and

(b) subject to Rule 26.12, introduce guests into the Club.

15.4 Temporary members are not entitled to:

(a) attend or vote at general meetings (including Annual General Meetings) of the Club;

(b) nominate for or be elected to the Board;

(c) vote in the election of the Board;

(d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);

(e) propose, second or nominate any eligible person for membership of the Club;

(f) propose, second or nominate any eligible member for any office of the Club; or

(g) propose, second or nominate any eligible member for Life membership.

15.5 The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason.

15.6 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 15.1(c).

16. ELECTION OF MEMBERS

16.1 A person shall not be admitted as a RSL member or as an Associate member of the Club unless that person is elected to membership by a resolution of the Board of the Club, or a duly appointed election committee of the Club.

16.2 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.

16.3 The Board or election committee may reject any application for membership without giving any reason.

- 16.4 Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board may prescribe and shall contain the following particulars:
- (a) the full name of the applicant;
 - (b) the residential address of the applicant;
 - (c) the date of birth of the applicant;
 - (d) the occupation of the applicant;
 - (e) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
 - (f) the signature of the applicant; and
 - (g) such other particulars as may be prescribed by the Board from time to time.
- 16.5 Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:
- (a) the joining fee (if any) and the appropriate subscription; and
 - (b) evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.
- 16.6 The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
- 16.7 A person whose application has been signed by an authorised officer of the Club in accordance with Rule 16.6 and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
- 16.8 The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.
- 16.9 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.
- 16.10 When a person has been elected to membership, the Secretary must cause notice of such election to be given personally or posted to such person. If a person fails to be

elected to membership the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.

17. JOINING FEES, SUBSCRIPTIONS AND LEVIES

- 17.1 Joining fees, subscriptions, levies and other payments payable by members of the Club shall be such as the Board may from time to time determine provided that the annual subscription shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
- 17.2 In accordance with the Registered Clubs Act, the Board may from time to time, determined that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.
- 17.3 Any person elected during the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
- 17.4 All joining fees, subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board from time to time.
- 17.5 Any person who has not paid his or her joining fee, subscription, levy or other payment within a period of one (1) month upon which it shall fall due for payment shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club and the provisions of Rule 21.1 and Rule 21.2 shall not apply to such resolution.
- 17.6 The Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the joining fee, subscription, levy or other payment in Rule 17.4.
- 17.7 The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any members leaving or returning to the State of New South Wales or residing outside that State. Such members shall be placed on the Absentee List.
- 17.8 The Board shall have power to make charges and levies on members for general or special purposes provided that any charge or levy in excess of \$50 in any 12 month

period must first be approved by members at a general meeting before the levy or charge can be imposed by the Board.

18. NON-FINANCIAL MEMBERS

18.1 Notwithstanding any Rule contained in this Constitution, any member who is not a Financial Member (as defined in Rule 4.1) shall 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) 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.

19. REGISTERS OF MEMBERS AND GUESTS

19.1 The Club shall keep the following registers:

- (a) A register of persons who are Full members which shall be kept in accordance with section 31(1) (a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
 - (i) the name in full; and
 - (ii) the occupation;
 - (iii) the address;
 - (iv) the date on which the entry of the member's name in the register is made;
 - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
- (b) A register of persons who are Honorary members which shall be kept in accordance with Sections 31(1)(b) and 31(1)(b1) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
 - (i) the name in full or the surname and initials; and
 - (ii) the address.

- (c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 15.1(c)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
 - (i) the name in full or the surname and initials; and
 - (ii) the address;
 - (iii) the signature of the member.
- (d) A register of persons of or over the age of eighteen (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. This register shall set forth in respect of each of those guests:

- (i) the name in full or the surname and initials; and
- (ii) the address;
- (iii) the date on which the entry of the guest's name in the register is made;
- (iv) the signature of the member introducing the guest.

20. ADDRESSES OF MEMBERS

20.1 Members must advise the Secretary of the Club of any change in their address within seven (7) days of changing their address as recorded in the register referred to in Rule 19.1(a).

21. DISCIPLINARY PROCEEDINGS

21.1 Subject to Rule 21.2, the Board shall have power to reprimand, fine, suspend for a maximum period of up to 12 months, expel or accept the resignation of any member, if that member:

- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
- (b) is, in the reasonable opinion of the Board;
 - (i) guilty of any conduct prejudicial to the interests of the Club; or
 - (ii) guilty of conduct which is unbecoming of a member.

21.2 The following procedure shall apply to disciplinary proceedings of the Club:

- (a) A member shall be notified of:
 - (i) any charge against the member pursuant to Rule 21.1; and
 - (ii) the date, time and place of the meeting of the Board at which the charge is to be heard.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 21.2 by notice in writing by a prepaid letter sent by post to the member's

last known address at least seven (7) days before the meeting of the Board at which the charge is to be heard.

- (c) The member charged shall be entitled to:
 - (i) attend the meeting for the purpose of answering the charge; and
 - (ii) 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. 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. 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. The Board may delegate the power to deal with an application for consent for representation by either a general delegation or by a delegation in relation to a specific charge. 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. The member is not entitled to representation in relation to the consideration of the application for consent.
- (e) If the member fails to attend such meeting:
 - (i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and
 - (ii) the Board may impose any penalties, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- (f) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.
- (g) When the Board has made a decision as to whether the member is guilty or not, if the member charged is at the meeting, the Board must inform the member of the Board's decision.
- (h) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the

Board in relation to an appropriate penalty for the charge of which the member has been found guilty.

- (i) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion.
- (j) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 21.
- (k) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision. No appeal whatsoever shall lie from a decision of the Board pursuant to this Rule and any member reprimanded, suspended, or expelled pursuant to this said Rule shall have no right of action whether at law or in equity or other remedy whatsoever against the Club or Board or any member thereof by reason of such reprimand, suspension, expulsion or by reason of any act done or notice given prior to or consequent on or incidental to the same.

21.3 If a notice of charge is issued to a member pursuant to Rule 21.2(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 and such suspension shall be promptly notified in writing to the member concerned.

21.4 Subject to Rules 21.5 and 21.6, a member who:

- (a) incurs a debt to the Club; and
- (b) fails to discharge such debt within seven (7) days from service on that member of a notice from the Club in writing requiring payment thereof may, by resolution of the Board, be suspended or expelled from membership.

21.5 A member shall be notified, by notice in writing sent by post to the member's last known address, at least seven (7) days before the meeting of the Board at which the

resolution is to be considered of the Board's intention to suspend or expel the member pursuant to Rule 21.4.

- 21.6 The provisions of Rules 21.1 - 21.3 do not apply in connection with any proposal to suspend or expel a member pursuant to Rule 21.4.

22. DISCIPLINARY COMMITTEE

- 22.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 21 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; or
- (d) any combination of (a), (b) and (c) above,

selected by the Board.

- 22.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 21 save that:

- (a) a quorum of the Disciplinary Committee shall be three (3) directors of the Club; and
- (b) all references to the Board in Rule 21, except in Rule 21.2(k) shall be read as being references to the Disciplinary Committee.

- 22.3 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 22.1 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.

23. MEMBER UNDER SUSPENSION

23.1 Any member whose membership is suspended pursuant to Rules 21 or 22 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 eligible member for any office of the Club or any Sub club;
- (g) propose, second or nominate any eligible member for Life membership.

24. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

24.1 In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 24.5, 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:

- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
- (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
- (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
- (d) who hawks, peddles or sells any goods on the premises of the Club;
- (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
- (f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant or substance.
- (g) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.

24.2 If pursuant to Rule 24.1 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 Rule 24.5) 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.

24.3 Without limiting Rule 24.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 24.1(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.

24.4 Without limiting Rule 24.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 24.1(a), the person must not:

- (a) remain in the vicinity of the Club; or
- (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

24.5 Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:

- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
- (b) any employee authorised by the Secretary to exercise such power.

25. RESIGNATION AND CESSATION OF MEMBERSHIP

25.1 A member may at any time resign from his or her membership of the Club by either:

- (a) giving notice in writing to the Secretary; or
- (b) 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.

25.2 A resignation pursuant to Rule 25.1 shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.

25.3 Any member who has resigned pursuant to 24.1 will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.

26. GUESTS

26.1 Subject to Rule 26.2, all members shall have the privilege of introducing guests to the Club.

26.2 A Temporary member may introduce a guest only in accordance with Rule 26.12.

26.3 Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the particulars required by Rule 19.1.

26.4 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.

26.5 No member shall introduce any person as a guest:

- (a) who has been expelled from the Club pursuant to Rules 21 or 22; or
- (b) whose membership is then suspended pursuant to Rules 21 or 22;

- (c) who has been refused admission to or being turned out of the Club pursuant to Rule 24.
- 26.6 Members shall be responsible for the conduct of any guests they may introduce to the Club.
 - 26.7 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.
 - 26.8 No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
 - 26.9 A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
 - 26.10 A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
 - 26.11 The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
 - 26.12 A Temporary member may bring into the non-restricted areas of the Club premises as the guest of that Temporary member a minor:
 - (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and
 - (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.
 - 26.13 For the purposes of Rule 26.12(c), "responsible adult" means an adult who is:
 - (a) a parent, step-parent or guardian of the minor; or
 - (b) the minor's spouse or de facto partner;
 - (c) for the time being, standing in as the parent of the minor.

27. PATRONS

- 27.1 The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting.
- 27.2 If such Patron or Patrons are not members of the Club they shall thereupon be deemed to be Honorary members of the Club and, subject to this Constitution, shall remain Honorary members while they remain Patron.
- 27.3 There shall be no more than six (6) Patrons of the Club at any one time.

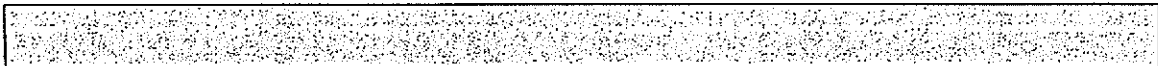
28. BOARD OF DIRECTORS

- 28.1 The Board of the Club shall consist of seven (7) directors comprising a President, a Vice President and five (5) other Board members.
- 28.2 Subject to Rules 28.3 the following members shall be entitled to stand for and be elected or appointed to the Board:
- (a) Life members;
 - (b) financial RSL members;
 - (c) financial Associate members.
- 28.3 In order to be eligible to be nominated, elected or appointed to hold office on the Board of the Club, the member must have been a financial member of the Club for a continuous period of at least five (5) years at the time of the nomination, election and appointment.
- 28.4 A member who is:
- (a) an employee;
 - (b) currently under suspension pursuant to Rules 21 or 22; or
 - (c) not a financial member,
- shall not be eligible to stand for or be elected or appointed to the Board.
- 28.5 A member is ineligible to be nominated for or be elected or appointed to the Board if that member:
- (a) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge;
 - (b) has, within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting, been found guilty by the

Board or the Board's duly constituted disciplinary committee of any charge and:

- (i) expelled; or
- (ii) suspended,
for a period in excess of three (3) months;
- (c) has at any time been convicted of an indictable offence;
- (d) is a former employee of the Club whose services were terminated by the Club for misconduct;
- (e) was an employee of the Club within the period of (10) years prior to nomination, election or appointment to the Board;
- (f) has failed to carry out any mandatory director training that he or she was required to carry out under the Registered Clubs Act as a director of the Club;
- (g) has at any time been declared ineligible or not a fit and proper person to hold the position of director or has had an order made against them to the same effect; and
- (h) has at any time been assessed by a management liability underwriter when determining directors and officers insurance so that a loading has been imposed on the usual premium or a higher than usual excess has been applied.

28.6 The Board shall be elected biennially in accordance with Rule 29.



29. ELECTION OF BOARD

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

- (a) The Board shall appoint a Returning Officer (who may be the Secretary of the Club) and at least two (2) scrutineers to take charge of the ballot. A

candidate for any position shall not be appointed as the Returning Officer or as a scrutineer.

- (b) Notice of the date and time of the last day for receiving nominations for office of President, Vice President and directors in accordance with paragraph (c) of this Rule 29.1, shall be posted on the Club Notice Board.
- (c) Nominations shall close at least twenty-eight (28) days prior to the date fixed for the Annual General Meeting and must be delivered to the Secretary on or before that date.
- (d) Nominations for election to the Board shall be made in writing and signed by one and seconded by another Life member, financial RSL member or financial Associate member and signed by the nominee who shall thereby signify his or her consent to the nomination.
- (e) A nomination can be withdrawn at any time prior to the close of nominations.
- (f) An eligible member may be nominated for more than one office.
- (g) The Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board.
- (h) If the full number of candidates is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and additional nominations shall with the consent of the nominee or nominees be made at the meeting for the position not so filled.
- (i) If there be only the requisite number nominated those candidates shall be declared duly elected.
- (j) If there be more than the required number nominated an election by secret ballot shall take place.
- (k) The Returning Officer shall supervise the preparation of ballot papers.
- (l) The order in which names appear on the ballot paper shall be determined by lot as drawn by the Returning Officer.
- (m) The ballot shall be conducted over the four (4) consecutive days comprising the Friday, Saturday, Sunday and Monday immediately prior to the date of

the Annual General Meeting during such times as shall be determined by the Board from time to time.

- (n) The Returning Officer shall supervise the issue of ballot papers.
 - (o) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
 - (p) Members shall place their ballot papers in the ballot box provided at the Club.
 - (q) The Returning Officer shall supervise the safe custody of ballot papers returned.
 - (r) The Returning Officer shall supervise the examination of ballot papers.
 - (s) The ballot shall be determined on a first past the post basis.
 - (t) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
 - (u) The Returning Officer shall supervise the counting of votes.
 - (v) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
 - (w) The Returning Officer shall report the result of the ballot to the meeting.
 - (x) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 29.1.
 - (y) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers set out in this Rule 29.1.
 - (z) If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 37.3.
- 29.2
- (a) A Member of the Club shall not distribute within the Club premises any "How to Vote" card. Any Member who acts in a contravention of this Rule 29 may be subject to disciplinary proceedings under Rule 20.
 - (b) A Member of the Club shall not allow his name to be used or published in the press or radio television or any other form of mass media in support of any Notice of Motion to be dealt with by Members at any Annual General Meeting or General Meeting or in support of his candidature or the candidature of any other Member for election to the Board of Directions. Any Member who acts

in contravention of this Rule 29 may be subject to disciplinary proceedings under Rule 20.

- 29.3 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 29.1.

30. MANDATORY TRAINING FOR DIRECTORS

- (a) A member of the Club who becomes a Director of the Club after 1 July 2013, must, in accordance with the *Registered Clubs Regulation* 2009 and subject to any guidelines issued under the *Registered Clubs Regulation* 2009, complete such training as may be prescribed by the Regulation, within twelve (12) months of becoming a member of the Board.
- (b) Subject to any guidelines issued under the *Registered Clubs Regulation* 2009 in relation to Directors of the Club who, as at 1 July 2013, were already Directors:
- (i) at least 50% of the existing Directors must complete the required training by 30 June 2016,
 - (ii) all remaining Directors must complete the required training by 30 June 2018.
- (c) In this Rule 30:
- (i) **registered training organisation** means an NVR registered training organisation within the meaning of the National Vocational Education and Training Regulator Act 2011 of the Commonwealth.
 - (ii) **required training means:**
 - (A) the courses entitled "Director Foundation and Management Collaboration" and "Finance for Club Boards" conducted by or on behalf of Clubs NSW, or
 - (B) the units of competency entitled "Implement Board member responsibilities—BSBGOV401A", "Work within organisational structure—BSBGOV402A" and "Analyse finance reports and budgets—BSBGOV403A" conducted by a registered training organisation.
- (d) The required training or any other course of instruction for Directors for the purposes of this Rule 30 shall be at the expense of the Club.

31. POWERS OF THE BOARD

- 31.1 The Board shall be responsible for the management of the business and affairs of the Club.

GENERAL POWERS

- 31.2 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.

SPECIFIC POWERS

- 31.3 Without limiting the general powers conferred by Rule 31.2, the Board shall have power from time to time to:
- (a) make, alter and repeal By-Laws pursuant to Rule 31.17.
 - (b) enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (c) purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - (d) secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (e) institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (f) determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
 - (g) invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
 - (h) borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
 - (i) subject to paragraph (1) of this Rule, sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise).
 - (j) sell, lease, exchange or otherwise dispose of any land belonging to the Club with the sanction of a general meeting, and provided that the power of the

Board to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act.

- (k) appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (l) Subject to Rule 17.8 impose levies on all members.
- (m) set the joining fees, subscriptions and other payments payable by all members.
- (n) fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (o) affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.

COMMITTEES

- 31.4 Without limiting the general powers conferred by Rule 31.2, the Board shall have power to delegate any of its powers to committees consisting of any:
- (a) director; or
 - (b) member;
 - (c) employee;
 - (d) person who is not a member but who has a particular skill or expertise which they will apply to a committee;
 - (e) or any combination thereof. The Board shall also have the power to revoke any such delegation.
- 31.5 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may impose.
- 31.6 The Chairperson shall be a member of all such committees and may nominate a person or persons to represent him or her on one or more of those committees.
- 31.7 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not

superseded by this Rule 30 or by any by-law made by the Board pursuant to this Rule 30.

- 31.8 The quorum for a meeting of any committee shall be a majority of the committee members.
- 31.9 Any committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

SUB CLUBS

- 31.10 Without limiting the general powers conferred by Rule 31.2, the Board shall have power to:
- (a) establish Sub clubs with such Rules (including objects, powers and membership qualifications) as the Board may determine; and
 - (b) allow Sub clubs established pursuant to this Rule 31.10 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established;
 - (c) allow Sub clubs to create by-laws for the control and regulation of the sporting or other activities for which they are respectively established;
 - (d) permit Sub clubs to adopt a name (provided it be described as a Sub club of the Club);
 - (e) allow Sub clubs to become affiliated with the bodies controlling sports or other activities on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
- 31.11 Any of the Sub clubs established pursuant to Rule 31.10 or those already in existence must conform to any regulation or restriction that the Board may impose.
- 31.12 The Chairperson shall be a member of all the committees of Sub clubs and may nominate a person or persons to represent him or her on one or more of those committees.
- 31.13 Subject to the general control and supervision of the Board, each Sub club may manage its own affairs but shall:
- (a) make regular reports to the Board (or otherwise as may be required by the Board); and
 - (b) submit copies of all minutes and records to the Board for the purposes of Rules 31.9 and 39.
- 31.14 The Board may empower each Sub club to open and operate a bank account in the name of the Sub club in such bank or banks as the Board may approve provided that

the persons eligible to operate upon any such account shall be approved by the Board which may remove and replace such persons or any of them.

- 31.15 The Rules of each Sub club may be amended by the members of the Sub club provided that no amendment proposed or approved by the members of the Sub club shall have effect unless and until it is approved by resolution of the Board. The Rules

shall provide that any person seeking to be a member of a Sub club must first be a financial member of the Club.

- 31.16 Any disciplinary action taken by a Sub club in respect of any member of the Sub club shall be promptly reported to the Board together with the reasons for the action.

BY-LAWS

- 31.17 The Board may make such By-laws not inconsistent with this Constitution as are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.

- 31.18 Without limiting the generality of Rule 31.17 the Board may regulate:

- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law; and
- (b) the operations of the Club;
- (c) the control and use of the Club's premises;
- (d) the control and management of competitions;
- (e) the conduct of members and guests of members;
- (f) the playing and social privileges of each category of membership;
- (g) the conduct of members in relation to Club employees;
- (h) generally, all such matters as are commonly the subject matter of a constitution or by-laws or made under a constitution or which by this Constitution are not reserved for decision by the Club in general meeting.

- 31.19 Any By-law made under Rule 31.17 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

- 31.20 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.

32. PROCEEDINGS OF THE BOARD

- 32.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet at least once in each calendar month for the transaction of business.

- 32.2 A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a minute book provided for that purpose.

- 32.3 The President shall be entitled to take the chair at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President shall take the chair of the meeting. If the Vice President is not present or is unwilling or

unable to act then the directors present shall elect one of their number to take the chair for that meeting.

- 32.4 The quorum for a meeting of the Board shall be four (4) members of the Board.
- 32.5 The President may at any time and the Secretary upon the request of not less than three (3) directors shall convene a meeting of the Board.
- 32.6 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.
- 32.7 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.
- 32.8 A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.
- 32.9 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.

33. DECLARATIONS OF INTERESTS BY DIRECTORS

- 33.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
- (a) declare the nature of the interest at a meeting of the Board; and
 - (b) comply with Rule 33.7.
- 33.2 Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- 33.3 A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- 33.4 A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial

arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.

- 33.5 Rules 33.1 to 33.4 inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.
- 33.6 For the purpose of this Constitution, a 'material personal interest' includes, but is not limited to, the direct or indirect receipt of a financial benefit.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

- 33.7 Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.

34. CONTRACTS WITH DIRECTORS

- 34.1 In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or with a company or other

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

34.2 A "pecuniary interest" for the purposes of Rule 34.1 does not include any interest exempted by the Registered Clubs Act.

35. CONTRACTS WITH SECRETARY

35.1 Subject to Rule 35.2, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:

- (a) the Secretary; or
- (b) any close relative (as defined in the Registered Clubs Act) of the Secretary;
- (c) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).

35.2 Rule 35.1 does not prevent the Club entering into a contract with any of the above persons which is:

- (a) (a) a contract of employment; or
- (b) (b) otherwise permitted by the Registered Clubs Act.

36. REMOVAL FROM OFFICE OF DIRECTORS

36.1 The members in general meeting may by ordinary resolution:

- (a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office; and
- (b) 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.

36.2 Any person appointed pursuant to paragraph 35.1(b) shall hold office for the remainder of the term of office of the person he or she replaces.

36.3 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 (2) 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.

37. VACANCIES ON BOARD

37.1 The office of a member of the Board shall automatically be vacated if the person holding that office:

- (a) is disqualified for any reason referred to in Section 206B of the Act.
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (c) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.
- (d) by notice in writing given to the Secretary resigns from office as a director.
- (e) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
- (f) ceases to be a member of the Club.
- (g) becomes an employee of the Club.
- (h) 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.

37.2 The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

FILLING CASUAL VACANCY

37.3 Subject at all times to the requirements of Rule 28 the Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

38. GENERAL MEETINGS

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

38.2 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.

- 38.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- 38.4 (a) Subject to this Rule 38, the Board must call and arrange to hold a general meeting of the Club on the request of members with at least five percent (5%) of the votes that may be cast at the general meeting.
- (a) In this Rule 38.4 the term "the request" shall mean the request referred to in paragraph (a).
- (b) 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.
- (c) 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.
- (d) The Board must call the meeting within twenty one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
- (e) 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 twenty one (21) days after the request is given to the Secretary.
- (f) The meeting referred to in paragraph (f) of this Rule 38.4 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 (3) months after the request is given to the Club.

- (g) 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 of members without charge.

NOTICE OF GENERAL MEETINGS

- 38.5 At least twenty one (21) days' notice in writing of any general meeting of the members of the Club (including an Annual General Meeting) must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.
- 38.6 A notice of a general meeting of the members of the Club (including an Annual General Meeting) must:
 - (a) set out the place, date and time of the meeting; and
 - (b) state the general nature of the meeting's business;
 - (c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.
- 38.7 Neither:
 - (a) the accidental omission to give notice of a meeting; nor
 - (b) the non-receipt by any person of notice of a meeting;
 - (c) shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

ANNUAL GENERAL MEETINGS

- 38.8 The business of the Annual General Meeting shall be as follows:
 - (a) to receive and consider the minutes of the previous Annual General Meeting and the minutes of any other general meeting requiring confirmation; and
 - (b) to receive and consider the reports referred to in Rule 40.4;
 - (c) to declare the results of the election of the Board and/or conduct any further election as may be required by this Constitution;
 - (d) to appoint an auditor or auditors in the event that there be a vacancy in the office of Auditor;
 - (e) to approve the payment of honorariums (if any);
 - (f) to deal with any other business the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting.

- 38.9 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.
- 38.10 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.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

- 38.11 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.
- 38.12 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.
- 38.13 The auditor is entitled to be heard even if:
- (a) the auditor retires at the meeting; or
 - (b) the meeting passes a resolution to remove the auditor from office.
- 38.14 The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

CHAIR AT GENERAL MEETINGS

- 38.15 The President shall be entitled to take the chair at every general meeting.
- 38.16 If the President is not present or is unwilling or unable to act then the Vice President shall preside as chairperson of the meeting.
- 38.17 If the Vice President is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board to preside as chairperson of the meeting.
- 38.18 If a member of the Board is not present or is unwilling or unable to act then the members of the Club present shall elect a member to preside as chairperson of the meeting.

ATTENDANCE AND VOTING AT GENERAL MEETINGS

- 38.19 Subject to the Registered Clubs Act and Gaming Machines Act, Life members, financial RSL members and financial Associate members are entitled to attend and vote at a general meeting (and an Annual General Meeting) of the Club.
- 38.20 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.
- 38.21 Every member eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.

- 38.22 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.
- 38.23 No member of the Club who is an employee of the Club shall be eligible to vote at any meeting of the Club.
- 38.24 Subject to this Constitution, every question and ordinary resolution submitted to a meeting shall be decided by a simple majority of votes from those members present and voting at the meeting.
- 38.25 Voting shall be on a show of hands unless a poll is demanded.
- 38.26 Five (5) members or the chairperson may demand a poll.
- 38.27 A demand for a poll may be withdrawn.
- 38.28 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.
- 38.29 The result of the poll shall be the resolution of the meeting at which the poll was demanded.
- 38.30 A poll demanded on the election of the chairperson or on a question of adjournment shall be taken immediately.
- 38.31 At any general meeting (unless a poll is demanded) a declaration by the chairperson that:
- (a) a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority; and
 - (b) an entry to that effect in the book containing the minutes of the proceedings of the Club, shall, provided that the declaration reflects the show of hands,

be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

QUORUM FOR GENERAL MEETINGS

- 38.32 No business shall be transacted at any general meeting of members unless a quorum of members is present.
- 38.33 At any Annual General Meeting or general meeting of the Club convened by the Board twenty (20) members present in person and eligible to vote shall be a quorum.
- 38.34 At any general meeting of the Club convened at the request of members no less than fifty (50) members present in person and eligible to vote shall be a quorum.
- 38.35 If a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (a) be dissolved if it was convened at the request of members pursuant to Rule 38.4; or
 - (b) stand adjourned to the same day in the next week at the same time and place.
- 38.36 If at any meeting adjourned pursuant to Rule 38.35(b) a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

ADJOURNMENT OF GENERAL MEETINGS

- 38.37 The chairperson of a meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.
- 38.38 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 38.39 A resolution passed at an adjourned meeting is passed on the day it was passed and shall not be deemed to have been passed on any earlier day.
- 38.40 It shall not be necessary to give any notice of an adjourned meeting 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.

39. MINUTES

39.1 The Club must keep minute books in which it records:

- (a) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
- (b) proceedings and resolutions of general meetings of the Club; and
- (c) resolutions passed by directors without a meeting.

39.2 The Club must ensure that:

- (a) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and
- (b) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.

39.3 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.

40. ACCOUNTS AND REPORTING TO MEMBERS

40.1 The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.

40.2 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its

accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.

- 40.3 The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Part 2M.3 of the Act.
- 40.4 The Board shall, in accordance with Part 2M.3 of the Act, lay before the Annual General Meeting in respect of the financial year ending on the last day of December immediately prior to the Annual General Meeting:
- (a) the financial report of the Club; and
 - (b) the directors' report;
 - (c) the auditors' report on the financial report.

41. FINANCIAL YEAR

- 41.1 The financial year of the Club shall commence on the first day of January in each year and end on the last day of December in the same year or such other period as having regard to the Act, the Board may determine.

42. AUDITORS

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

43. SECRETARY

- 43.1 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.

44. EXECUTION OF DOCUMENTS

- 44.1 The Club may have a Seal.
- 44.2 If the Club has a Seal the Board must provide for its safe custody.
- 44.3 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:
- (a) two members of the Board; or
 - (b) one member of the Board and the Secretary.
- 44.4 The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (a) two members of the Board; or
 - (b) one member of the Board and the Secretary.

45. NOTICES

- 45.1 A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
 - (c) by sending it to the electronic address (if any) nominated by the member.
- 45.2 Where a notice is sent by post to a member in accordance with Rule 45.1 the notice shall be deemed to have been received by the members:
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- 45.3 Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.

46. INDEMNITY TO OFFICERS

- 46.1 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.
- 46.2 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 cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

47. INTERPRETATION

- 47.1 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.

48. AMENDMENTS TO CONSTITUTION

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