
CONSTITUTION OF WELLINGTON SOLDIERS MEMORIAL CLUB LIMITED

ABN 92 000 977 891

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Constitution

1. NAME OF COMPANY

1.1 The name of the Company is Wellington Soldiers Memorial 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 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 which may be made or passed by the Board.

2.5 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 as far as they apply to that person.

2.6 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. DEFINITIONS

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

- (a) **“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
- (b) **“Appointed Director”** means a director appointed under Rule 28.1.
- (c) **“Australian Defence Force”** has the meaning given by the Registered Clubs Act.
- (d) **“Board”** means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.
- (e) **“By-Laws”** shall mean the By-laws made in accordance with this Constitution.

- (f) **“Club”** means Wellington Soldiers Memorial Club Limited ABN 92 000 977 891.
- (g) **“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.
- (h) **“Constitution”** means this Constitution.
- (i) **“Elected Director”** means a director on the Board referred to in Rules 27.1(a), 27.1(b)(i) and 27.1(c)(i) elected to office in accordance with Rules 27.2 and 28.
- (j) **“Financial member”** means a member who has renewed their membership of the Club by the relevant due date, and/or who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates (if any are required).
- (k) **“Full member”** means any person who is in one of the categories of membership referred to in Rule 10.3.
- (l) **“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.
- (m) **“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.
- (n) **“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.
- (o) **“Month”** except where otherwise provided in this Constitution means calendar month.
- (p) **“Non financial member”** means a member who has not renewed their membership of the Club by the relevant due date, and/or has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.
- (q) **“Office”** means the general administrative office of the Club.
- (r) **“Quarter”** means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December.
- (s) **“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.
- (t) **“Rules”** means the rules comprising this Constitution.

- (u) **“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.
- (v) **“Special Resolution”** has the meaning assigned thereto by the Act. To be passed, a Special Resolution must receive at least seventy five percent (75%) of the votes cast by members eligible to vote on the Special Resolution.
- (w) **“Sub club”** means any sub club that pursuant to a resolution of the Board under Rule 30.10 is or has been established by the Club.

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

4. **OBJECTS**

4.1 The objects of the Club are to:

- (a) To acquire and take over the assets, liabilities and facilities of the unincorporated club known as “Wellington Soldiers Memorial Club”.
- (b) To provide, maintain and conduct a Club for the benefit of members and their guests and for this purpose to provide suitable premises, recreational, refreshment and sporting facilities and accommodation.
- (c) To acquire by purchase, lease or otherwise any interest in land, tenements or hereditaments of any estate or tenure and to hold, sell, charge, let, mortgage, turn to account or otherwise deal with any such property acquired or held by the Club at any time subject to the Liquor Act and Registered Clubs Act.
- (d) To construct, maintain, repair, let on hire, alter or demolish any building structure or works as may be necessary or convenient for the purposes of the Club and for the benefit of members or to comply with any direction of any local government or statutory authority.
- (e) To purchase, hire, exchange, manufacture, repair sell or charge any fixtures, fittings, chattels and articles of a perishable or permanent nature, which are necessary or conducive to the operation and enjoyment of the Club.
- (f) To apply for, operate transfer or renew any necessary licences to enable the Club to purchase, store, sell and otherwise deal with wine spirits and fermented and all other types of liquor, and to conduct bar facilities within the Club subject to the provisions of any Statute, Rule, Regulation or direction of any licensing authority at present in force or to be applied and to do all things necessary to comply with any such provisions or directions.
- (g) To apply for, operate, transfer or renew any necessary licence to enable the Club to purchase, use and operate poker machines or similar appliances approved or as may be approved under relevant legislation and to do all things necessary to comply with all provisions, regulations and directions to use and operate such machines or appliances.
- (h) To apply for, purchase or otherwise acquire any licenses, concessions or rights from any person, body, corporation or authority which may directly or indirectly

benefit the Club, and to use develop or otherwise deal with such licences, concessions or rights once obtained and to oppose any bills, proceedings or applications, which may seem calculated directly or indirectly to prejudice the Club's interests.

- (i) To advance the interests of members and to make donations for charitable purposes generally.
- (j) To co-operate with, assist and grant reciprocal concessions to other clubs or local bodies with objects similar to those of the Club and to assist any other club or local body with projects, promotions or exhibitions intended to provide funds or benefits for the local community served by the Club.
- (k) To engage or employ servants or agents of the Club, with or without remuneration and to dismiss or otherwise determine such engagement or employment and to indemnify all directors, managers, secretaries and other servants or agents out of Club funds for all expenses, costs and liabilities incurred by such person or persons whilst transacting business on behalf of the Club or in promoting its objects.
- (l) To invest and deal with the moneys of the Club not immediately required in such manner as may from time to time be determined.
- (m) To borrow or raise and give security for money by the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Club, secured upon its assets or otherwise by mortgage or charge.
- (n) To draw, make, accept, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures or other negotiable or transferable instruments.
- (o) To pay all costs, charges and expenses incurred in incorporating the Club and matters incidental thereto.
- (p) To open and conduct banking accounts, and to effect insurances or assurances against risk, damage or loss of the Club premise or property, or the death or illness of any manager, secretary, servant or agent of the Club.
- (q) To raise and collect funds by private subscriptions, public appeal, art unions or otherwise and to accept any legacy, bequests, devise or gift of property whether subject to any special trust or not for all or any of the objects of the Club, provided that in case the Club shall take or hold any property which may be the subject of any Trust the Club shall only deal with the same in such manner as is allowed by the law having regard to such Trust.
- (r) To give any guarantee or enter into any bond in connection with the affairs of the Club and to indemnify any person or persons who may incur or have incurred any personal liability for the benefit of the Club.
- (s) To hold, promote, assist or encourage such sports, games, amusements, entertainments, competitions, displays, public and other meetings and to take or hire any public hall or other buildings for any such purpose and to procure or authorise the delivery of lectures or addresses calculated to benefit the Club or any branch of its work and to distribute gratuitously or for payment literature or any kind connected with or calculated to assist any of the objects of the Club.

- (t) To undertake and execute any trusts or any agency business which may appear to the Club to be of benefit to any of its objects.
- (u) To establish support or contribute to any association, institution fund, trust and conveniences calculated to benefit employees or past employees of the Club or the dependents or connections of any such persons, and to grant pensions and allowances, and to make payments towards insurances.
- (v) To do all things as are incidental or conducive to the attainment of the above objects.

5. LIMITED LIABILITY

5.1 The liability of the members is limited.

6. MEMBERS' GUARANTEE

6.1 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.

6.2 The contribution referred to in Rule 6.1 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.

7. APPLICATION OF PROPERTY ON DISSOLUTION

7.1 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:

- (a) not be transferred, paid to or distributed among the members;
- (b) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.

7.2 The institution or institutions referred to in Rule 7.1(b) shall be determined by:

- (a) the members of the Club in general meeting (by special resolution) at or before the time of dissolution; or in default thereof
- (b) the Supreme Court of New South Wales.

8. PROPERTY AND INCOME OF THE CLUB

- 8.1 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.
- 8.2 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.
- 8.3 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.
- 8.4 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.
- 8.5 Subject to Rule 8.6 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.
- 8.6 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.

9. LIQUOR & GAMING

- 9.1 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 9.1 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.
- 9.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

- 9.3 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- 9.4 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.
- 9.5 Subject to Section 73(2) 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.
- 9.6 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.
- 9.7 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 provisions of Rule 20 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

10. **MEMBERSHIP**

- 10.1 Deleted.
- 10.2 No person under the age of eighteen (18) years shall be admitted as a member of the Club.
- 10.3 The Full membership of the Club shall be divided into the following categories:
- (a) Life members; and
 - (b) Club members.
- 10.4 Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:
- (a) Provisional members; and
 - (b) Honorary members;
 - (c) Temporary members.
- 10.5 The number of Full members having the right to vote in the election of the Board shall be not less than such minimum prescribed by the Registered Clubs Act.

CLUB MEMBERS

- 10.6 Club members shall be persons who have attained the age of eighteen (18) years and are elected to Club membership of the Club together with all those persons listed as Ordinary members in the register of members as at the date of the approval of the special resolution adopting this new Constitution.

10.7 Club members are entitled to:

- (a) such playing and 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 Rules 27.5 to 27.7 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

10.8 A Life member shall be any member who in consideration of long or meritorious service to the Club or any other commendable reason has been granted Life membership of the Club in accordance with this Constitution.

10.9 Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).

10.10 Candidates for Life membership shall be proposed by one and seconded by another Club member or Life member and submitted to the Board for approval.

10.11 If a nomination for Life membership is approved by the Board, the nomination shall be transferred 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.

10.12 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.

10.13 If a nomination for Life membership is approved by a resolution passed by a simple majority of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club.

10.14 Every Life member shall be entitled to all the rights and privileges of a Club member.

10.15 A Life member is relieved from the payment of any annual subscription.

11. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

11.1 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.

- 11.2 Any application for transfer of membership pursuant to Rule 11.1 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.
- 11.3 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- 11.4 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 11.1. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

12. **PROVISIONAL MEMBERS**

12.1 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.

12.2 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.

12.3 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.

12.4 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 member for any office of the Club;
- (f) propose, second or nominate any eligible member for Life membership.

13. HONORARY MEMBERS

13.1 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 produces evidence that he or she is a serving member of the Australian Defence Force;
- (d) any person who is a former member of the Australian Defence Force and who produces evidence that he or she is:
 - (i) a Service Member of the RSL; and
 - (ii) a member of at least one other RSL or services club.

13.2 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.

13.3 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.

13.4 Honorary members who are not Full members of the Club are not entitled to:

- (a) vote at any meeting of the Club; or
- (b) nominate for or be elected to the Board or any office in the Club;
- (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 member for any office of the Club;
- (f) propose, second or nominate any eligible member for Life membership.

14. TEMPORARY MEMBERS

14.1 Subject to any exemptions contained in the Registered Clubs Regulation or any

exemptions approved by the relevant regulatory body, 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.

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

14.3 A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 18.1(c) on the first day that they enter the Club's premises during that period.

14.4 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 25.12, introduce guests into the Club.

14.5 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 member for any office of the Club; or
- (f) propose, second or nominate any eligible member for Life membership.

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

- 14.7 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 14.1(c).

15. ELECTION OF MEMBERS

- 15.1 A person shall not be admitted as a Club member of the Club unless that person:
- (a) satisfies the requirements for the category of membership for which they are applying; and
 - (b) is elected to membership by a resolution of the Board of the Club, or a duly appointed election committee of the Club.
- 15.2 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
- 15.3 The Board or election committee may reject any application for membership without giving any reason.
- 15.4 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; and
 - (b) the residential address of the applicant;
 - (c) the email address of the applicant;
 - (d) the telephone number of the applicant;
 - (e) the date of birth of the applicant;
 - (f) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
 - (g) the signature of the applicant;
 - (h) such other particulars as may be prescribed by the Board from time to time.
- 15.5 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 (if any); 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.
- 15.6 The authorised officer of the Club to whom the application for membership for each category of 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.

- 15.7 A person whose application has been signed by an authorised officer of the Club in accordance with Rule 15.6 and who has paid the Club the joining fee (if any) and the first annual subscription (if any) for the class of membership applied for may become a Provisional member.
- 15.8 The full name 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.
- 15.9 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.
- 15.10 The Club shall not be required to notify a person if they have been elected to membership. 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.

16. JOINING FEES, SUBSCRIPTIONS AND LEVIES

- 16.1 For the purposes of section 30 (2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, and other payments (excluding levies) (if any) payable by members of the Club.
- 16.2 In accordance with the Registered Clubs Act, the Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.
- 16.3 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.
- 16.4 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.
- 16.5 Any person who has not paid his or her joining fee, subscription, levy or other payment by the due date shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club and the provisions of Rule 20.1 and Rule 20.3 shall not apply to such resolution.

17. NON-FINANCIAL MEMBERS

- 17.1 Notwithstanding any Rule contained in this Constitution, a Non-Financial member 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) 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.

18. REGISTERS OF MEMBERS AND GUESTS

18.1 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 address;
 - (iii) the date on which the entry of the member's name in the register is made;
 - (iv) for the purposes of the Registered Clubs Act only, 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 (other than those persons admitted to Honorary membership pursuant to Rules 13.1(c) and (d)) which shall be kept in accordance with Section 31(1)(b) 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 14.1(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.

19. NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS

19.1 Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change to their details.

20. DISCIPLINARY PROCEEDINGS

20.1 Subject to Rule 20.3, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:

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

20.2 Any use of social media or other electronic communication by a member or their guest that is or can be construed as negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club.

20.3 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 20.1; 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 20.3 by notice in writing 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) 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,

even though the member is absent, but having regard to any representations which may have been made to it in writing by the member charged.

- (e) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.
- (f) When the Board has 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.
- (g) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty.
- (h) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a simple majority of the directors present in person vote in favour of such motion by secret ballot.
- (i) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 20.
- (j) 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.

20.4 If a notice of charge is issued to a member pursuant to Rule 20.3(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.

20.5 Subject to Rules 20.6 and 20.7, 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.

20.6 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 20.5.

20.7 The provisions of Rules 20.1 and 20.3 shall not apply to any member suspended or expelled pursuant to Rule 20.5.

ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

- 20.8 If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.
- 20.9 In respect of any suspension pursuant to Rule 20.8, the requirements of Rule 20.3 shall not apply.
- 20.10 If the Secretary (or his or her delegate) exercises the power pursuant to Rule 20.8, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:
- (a) The member has been suspended as a member of the Club; and
 - (b) The period of suspension;
 - (c) the privileges of membership which have been suspended; and
 - (d) if the member wishes to do so, the member may request by notice in writing sent to the Secretary) the matter be dealt with by the Board pursuant to Rule 20.3.
- 20.11 If a member submits a request under Rule 20.10(d)
- (a) The member shall remain suspended until such time as the charge is heard and determined by the Board; and
 - (b) The Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 20.3.
- 20.12 The determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).
- 20.13 This Rule 20 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 23 of this Constitution and the powers contained in Section 77 of the Liquor Act.

21. **DISCIPLINARY COMMITTEE**

- 21.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 20 to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.
- 21.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 20 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 20, except in Rule 20.3(j) shall be read as being references to the Disciplinary Committee.
- 21.3 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 20 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:

- (a) the procedure set out in Rule 20 is followed; and
- (b) the member is notified that the Board is exercising the power under this Rule 21.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.

21.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 21.1 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.

22. MEMBER UNDER SUSPENSION

22.1 Any member whose membership is suspended pursuant to Rules 20 or 21 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.

23. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

23.1 In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 23.5, 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;
- (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.

23.2 If pursuant to Rule 23.1 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 23.5) 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.

23.3 Without limiting Rule 23.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 23.1(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.

23.4 Without limiting Rule 23.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 23.1(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.

23.5 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.

24. **RESIGNATION AND CESSATION OF MEMBERSHIP**

24.1 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.

24.2 A resignation pursuant to Rule 24.1 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.

24.3 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.

25. **GUESTS**

- 25.1 Subject to Rule 25.2, all members shall have the privilege of introducing guests to the Club.
- 25.2 A Temporary member may introduce a guest only in accordance with Rule 25.12.
- 25.3 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 18.1.
- 25.4 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- 25.5 No member shall introduce any person as a guest:
- (a) who has been expelled from the Club pursuant to Rules 20 or 21; or
 - (b) whose membership is then suspended pursuant to Rules 20 or 21;
 - (c) who is then refused admission to or being turned out of the Club pursuant to Rule 23.
- 25.6 Members shall be responsible for the conduct of any guests they may introduce to the Club.
- 25.7 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.
- 25.8 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.
- 25.9 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.
- 25.10 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.
- 25.11 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.
- 25.12 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.
- 25.13 For the purposes of Rule 25.12(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.

26. PATRONS

- 26.1 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.
- 26.2 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. BOARD OF DIRECTORS

- 27.1 Subject to Rule 36, the Board shall comprise:
- (a) from the 2025 Annual General Meeting of the Club until the first casual vacancy occurring on the Board, nine (9) Elected Directors comprising a President, a Vice President, a Treasurer and six (6) ordinary directors.
 - (b) from the date of the first casual vacancy occurring on the Board and until the second casual vacancy in the office of an Elected Director occurring on the Board, up to nine (9) Directors comprising:
 - (i) eight (8) Elected Directors being a President, a Vice President, a Treasurer and five (5) ordinary directors; and
 - (ii) up to one (1) Appointed Director.
 - (c) from the date of the second casual vacancy in the office of an Elected Director occurring on the Board and thereafter, up to nine (9) Directors comprising:
 - (i) up to seven (7) Elected Directors being a President, a Vice President, a Treasurer and four (4) other Elected Directors; and
 - (ii) up to two (2) Appointed Directors.
- 27.2 Pursuant to the Registered Clubs Act and the Registered Clubs Regulation the election of Elected Directors shall be in accordance with Rule 28 and Elected Directors shall hold office in accordance with and subject to Schedule 4 to the Registered Clubs Act, which is repeated below:

SCHEDULE 4

DEFINITIONS

1. *In this Schedule -*

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

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

"year" means the period between successive general meetings.

2. Repealed.

First general meeting under triennial rule

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

Subsequent general meetings

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

Casual vacancies

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

Re-election

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

Revocation of triennial rule

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

27.3 Subject to Rules 27.1, 27.4, 27.5 and 27.6 the following members shall be entitled to stand for and be elected or appointed to the Board:

- (a) Life members; and
- (b) Club members.

27.4 Subject to Rules 27.5 and 36, only Life members and financial Club members are eligible to be elected to the Board.

27.5 A member who is:

- (a) an employee; or
- (b) currently under suspension pursuant to Rules 20 or 21;
- (c) not a Financial member,

shall not be eligible to stand for or be elected or appointed to the Board as an Elected Director or Appointed Director.

27.6 A member is ineligible to be nominated for or be elected or appointed to the Board as an Elected Director if that member:

- (a) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of three (3) months within the period of three (3) years immediately prior to nomination, election or appointment to the Board; or
- (b) has at any time been convicted of an indictable offence;
- (c) is a former employee of the Club whose services were terminated by the Club for misconduct;
- (d) was an employee of the Club, or any club that has amalgamated with the Club

within the period of three (3) years immediately prior to nomination, election or appointment to the Board.

- (e) has not been a financial member of the Club for a continuous period of at least 12 months except Life members.

27.7 Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

27.8 A member shall not be entitled to be elected or appointed to the Board if he or she does not hold a Director Identification Number on the proposed date of election or appointment to the Board.

28. **ELECTION OF BOARD**

28.1 The election of Elected Directors shall (subject to 27.2) be conducted in the following manner:

- (a) The Board shall appoint a Returning Officer 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 in accordance with paragraph (c) of this Rule 28.1, shall be prominently posted on the Club Notice Board;
- (c) Nominations shall close at least twenty-one (21) 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 as an Elected Director shall be made in writing and signed by one and seconded by another financial Club member or Life member and signed by the nominee who shall thereby signify his or her consent to the nomination;
- (e) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.
- (f) The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the information form has been completed correctly.
- (g) A nomination can be withdrawn at any time prior to the close of nominations;
- (h) The Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board within 48 hours after nominations have closed;
- (i) If the full number of candidates available for election on the Board is not nominated then those candidates who are nominated shall be declared elected and any remaining positions shall be deemed to be casual vacancies and can be filled by the Board in accordance with Rule 36.3;
- (j) If there be only the requisite number nominated for the available positions those

candidates shall be declared duly elected;

- (k) If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of that position;
- (l) The Returning Officer shall supervise the preparation of ballot papers;
- (m) The order in which names appear on the ballot paper shall be determined by lot;
- (n) The ballot shall be conducted on such days and during such times as shall be determined by the Board from time to time;
- (o) The Returning Officer shall supervise the issue of ballot papers;
- (p) 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;
- (q) Members shall place their ballot papers in the ballot box provided at the Club;
- (r) The Returning Officer shall supervise the safe custody of ballot papers returned;
- (s) The Returning Officer shall supervise the examination of ballot papers;
- (t) The decision of the Returning Officer as to the formality or informality of any vote shall be final;
- (u) The Returning Officer shall supervise the counting of votes;
- (v) In the event of an equality of votes for the last available position, 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 Annual General Meeting;
- (x) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 28.1;
- (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 28.1;
- (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 36.3.
- (aa) At the first meeting of the Board held after each Annual General Meeting the Elected Directors shall elect from amongst themselves, the President, the Vice President and the Treasurer. The Elected Directors elected to those positions shall, subject to the terms of this Constitution, hold those positions until the conclusion of the next Annual General Meeting.
- (bb) If the office of the President, the Vice President and the Treasurer becomes vacant for any reason, the Elected Directors and any person appointed to fill the vacancy in the office of an Elected Director remaining on the Board shall elect

from amongst themselves an Elected Director to fill the vacancy in office.

- 28.2 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 28.1.
- 28.3 The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 28.1 is not strictly complied with provided there is no substantive injustice for any candidates.

29. APPOINTMENT OF DIRECTORS BY THE BOARD

- 29.1 In accordance with Rules 27.1(b)(ii) and 27.1(c)(ii), and section 30(1)(b1) of the Registered Clubs Act, the Board may, under this Rule 29 appoint up to two (2) persons as Appointed Directors on the Board as would bring the number of directors of the Board to any number less than or equal to nine (9).
- 29.2 A person appointed under Rule 29.1:
- (a) may only be appointed for a term of no more than three (3) years, and
 - (b) must be a Life member or financial Full member of the Club at the time of, and for the duration of, his or her appointment, and
 - (c) is not eligible for re-appointment under Rule 29.1, including re-appointment after the end of that term.
- 29.3 Within 21 days of an appointment being made under Rule 29.1, a notice must be clearly displayed on a Club Notice Board and on the club's website (if any) that states:
- (a) the reasons for the person's appointment, and
 - (b) the person's relevant skills and qualifications, and
 - (c) any payments to be made to the person in connection with his or her appointment.
- 29.4 An appointment made under Rule 29.1 is not an appointment to a casual vacancy made for the purposes of Rule 36.3.
- 29.5 If the Board elects to make an appointment under Rule 29.1, the appointment must comply with the requirements of the Registered Clubs Act and Registered Clubs Regulation 2015.

30. POWERS OF THE BOARD

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

GENERAL POWERS

30.2 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

30.3 Without limiting the general powers conferred by Rule 30.2, the Board shall have power from time to time to:

- (a) make, alter and repeal By-Laws pursuant to Rule 30.16;
- (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 (j) 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 provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and 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) engage, appoint, control, remove, discharge, suspend, determine and dismiss managers, employees, officers, representatives and agents in respect to permanent, temporary or special services and to determine the duties, pay, salary or other remuneration. The Board may delegate these powers (or any of them) to the Secretary or other officer or committee of the Club;
- (m) impose levies on all members;
- (n) set the joining fees, subscriptions and other payments payable by all members;
- (o) fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution;
- (p) affiliate with any sporting club or sporting organisation whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on each sporting club or social sporting association.

COMMITTEES

30.4 Without limiting the general powers conferred by Rule 30.2, 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;

or any combination thereof. The Board shall also have the power to revoke any such delegation.

30.5 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may impose.

30.6 The President 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.

30.7 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 29 or by any by-law made by the Board pursuant to this Rule 29.

30.8 The quorum for a meeting of any committee shall be a majority of the committee members.

30.9 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

30.10 Without limiting the general powers conferred by Rule 30.2, 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 30.10 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.
- (f) require that a person shall not be able to join a Sub Club including the current Diggers Swimming club and the Diggers Golf club unless they are a financial member of the Club.

30.11 Any of the Sub clubs established pursuant to Rule 30.10 or those already in existence must conform to any regulation or restriction that the Board may impose.

30.12 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 38 and 39.

30.13 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.

30.14 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.

30.15 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

30.16 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.

30.17 Without limiting the generality of Rule 30.16 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) the use of social media and other forms of electronic communication by members and guests of members;
- (i) 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.

30.18 Any By-law made under Rule 30.16 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.

30.19 The Board shall cause a copy of all By-laws to be made available to any member on request and without any charge.

31. PROCEEDINGS OF THE BOARD

31.1 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 at least once in each Quarter for the transaction of business.

31.2 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.

31.3 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. 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.

31.4 The quorum for a meeting of the Board shall be the greater of four (4) directors or a majority of the members of the Board present in person and/or by electronic means.

- 31.5 The President may at any time and the Secretary upon the request of not less than two (2) directors shall convene a meeting of the Board.
- 31.6 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 chairman of the meeting shall have a second or casting vote.
- 31.7 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.
- 31.8 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.
- 30.8A. In addition to Rule 30.8 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.
- 31.9 A meeting of the Board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time.

32. MATERIAL PERSONAL INTERESTS OF DIRECTORS

- 32.1 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:
- (a) declare the nature of the interest at a meeting of the Board; and
 - (b) comply with Rule 32.2.
- 32.2 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:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.
- 32.3 The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of Rule 31.2.

33. REGISTERED CLUBS ACCOUNTABILITY CODE

- 33.1 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 32. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 32, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.
- 33.2 For the purposes of this Rule 32, 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.
- 33.3 The term “close relative” under clause 2 of the Registered Clubs Accountability Code within the Registered Clubs Regulation is defined as “close relative” of a person means-
- (a) a parent, child, brother or sister of the person, or
 - (b) a spouse or de facto partner of the person or of a person referred to in paragraph (a).

34. CONTRACTS WITH TOP EXECUTIVES

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

33A. CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

- 33A.1 Subject to any restrictions contained in the Registered Clubs Act and Rule 29.7, 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.
- 33A.2 A “pecuniary interest” in a company for the purposes of Rule 29.5 does not include any interest exempted by the Registered Clubs Act.

33B. CONTRACTS WITH SECRETARY AND MANAGERS

- 33B.1 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.

33C. LOANS TO DIRECTORS

33C.1 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.

33D. RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES

33D.1 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.

33D.2 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.

33E. DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

33E.1 A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:

- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
- (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
- (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
- (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.

33E.2 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 33.

33F. TRAINING DISCLOSURES

33F.1 The Club must make available to members:

- (a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
- (b) the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.

33F.2 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.

33G. PROVISION OF INFORMATION TO MEMBERS

33G.1 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.

35. REMOVAL FROM OFFICE OF DIRECTORS

35.1 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 an Elected Director in accordance with this Constitution.

35.2 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.

35.3 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.

36. VACANCIES ON BOARD

36.1 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;
- (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) fails to complete the mandatory training requirements for directors referred to in Rule 27.7 within the prescribed period (unless exempted);
- (i) is removed from office as a director in accordance with the Act and this Constitution;
- (j) does not hold a Director Identification Number (unless exempted from doing so).

36.2 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

36.3 Subject to Rules 27.5 and 27.6, 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. If the casual vacancy is in the office of an Elected Director, the person so appointed shall hold office in accordance with the triennial rule referred to in Rule 27.2. If the casual vacancy is in the office of an Appointed Director, the Board must comply with the requirements of Rule 29 when filling that vacancy.

37. GENERAL MEETINGS

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

37.2 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.

37.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.

37.4 (a) Subject to this Rule 37, 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;

(b) The Board only has to call a general meeting under this Rule if the request complies with this Rule 37 and a meeting held pursuant to the request would satisfy Rule 37.1;

(c) In this Rule 37.4 the term "the request" shall mean the request referred to in paragraph (a);

(d) 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.
- (e) 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;
 - (f) 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;
 - (g) 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;
 - (h) The meeting referred to in paragraph (f) of this Rule 37.4 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;
 - (i) 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

37.5 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.

37.6 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.

37.7 Neither:

- (a) the accidental omission to give notice of a meeting; nor
- (b) the non-receipt by any person of notice of a meeting;

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

37.8 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 that the results of the election of directors to the vacancies on the Board caused by the operation of the triennial rule referred to in Rule 27.2 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.

37.9 The chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.

37.10 If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

37.11 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.

37.12 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.

37.13 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.

37.14 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

37.15 The President shall be entitled to take the chair at every general meeting.

37.16 If the President is not present or is unwilling or unable to act then the Vice President

shall be entitled to take the chair of the meeting. If the Vice President is not present or is unwilling or is unable to act then the members of the Club present shall elect a member of the Board to preside as chairman of the meeting.

37.17 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 chairman of the meeting.

ATTENDANCE AND VOTING AT GENERAL MEETINGS

37.18 Subject to Rule 46, the Registered Clubs Act and Gaming Machines Act, Life members and financial Club members are entitled to attend and vote at a general meeting (and an Annual General Meeting) of the Club.

37.19 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.

37.20 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.

37.21 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall have a second or casting vote.

37.22 No member of the Club who is an employee of the Club shall be eligible to vote at any meeting of the Club.

37.23 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.

37.24 Voting shall be on a show of hands unless a poll is demanded.

37.25 Five (5) members or the chairman may demand a poll.

37.26 A demand for a poll may be withdrawn.

37.27 If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairman directs.

37.28 The result of the poll shall be the resolution of the meeting at which the poll was demanded.

37.29 A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately.

37.30 At any general meeting (unless a poll is demanded) a declaration by the chairman 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 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

- 37.31 No business shall be transacted at any general meeting of members unless a quorum of members is present.
- 37.32 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.
- 37.33 If a quorum is not present within thirty (30) 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 37.4; or
 - (b) stand adjourned to the same day in the next week at the same time and place.
- 37.34 If at any meeting adjourned pursuant to Rule 37.33(b) a quorum is not present, the members present (being not less than 2) shall be a quorum and may transact any business for which the meeting was called.

ADJOURNMENT OF AND USE OF TECHNOLOGY FOR GENERAL MEETINGS

- 37.35 The chairman 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.
- 37.36 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 37.37 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.
- 37.38 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.
- 36.38A 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 will not operate in relation to a meeting called pursuant to a request or requisition of members.
- 36.38B 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.

36.38C 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.

36.38D 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.

38. MEMBERS' RESOLUTIONS AND STATEMENTS

RESOLUTIONS FROM INDIVIDUAL MEMBERS

38.1 Notwithstanding Rules 38.3 to 38.12, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.

38.2 The Secretary shall cause all items of business and notices of motion referred to in Rule 38.1 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.

MEMBERS' RESOLUTIONS

38.3 Subject to Rules 38.4 to 38.11 inclusive, the following may give the Secretary notice of a resolution that they propose to move at a general meeting:

- (a) members with at least 5% of the votes that may be cast on the resolution; or
- (b) at least one hundred (100) members who are entitled to vote at a general meeting.

38.4 The notice must:

- (a) be in writing; and
- (b) set out the wording of the proposed resolution;
- (c) be signed by the members proposing to move the resolution.

38.5 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.

38.6 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.

38.7 If the Secretary has been given notice of a resolution under Rule 38.3, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.

- 38.8 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.
- 38.9 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.
- 38.10 The members requesting the resolution 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.
- 38.11 The Club need not give notice of the resolution:
- (a) if it is more than 1,000 words long or defamatory; or
 - (b) if the Resolution is not within the power of the members to pass;
 - (c) 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.

MEMBERS' STATEMENTS

- 38.12 Subject to Rules 38.13 to 38.20 inclusive, members may request the Club to give to all its members a statement provided by the members making the request about:
- (a) a resolution that is proposed to be moved at a general meeting; or
 - (b) any other matter that may be properly considered at a general meeting.
- 38.13 The request must be made by either:
- (a) members with at least 5% of the votes that may be cast on the resolution; or
 - (b) at least one hundred (100) members who are entitled to vote at the meeting.
- 38.14 The request must be:
- (a) in writing; and
 - (b) signed by the members making the request;
 - (c) given to the Secretary.
- 38.15 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.
- 38.16 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.
- 38.17 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.

- 38.18 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.
- 38.19 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.
- 38.20 The Club need not comply with the request:
- (a) if the statement is more than 1,000 words long or defamatory; or
 - (b) 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.

39. MINUTES

- 39.1 The Club must keep minute books in which it records:
- (a) proceedings and resolutions of general meetings of the Club; and
 - (b) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
 - (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 chairman of the meeting or the chairman 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:
- (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 to be submitted to a meeting of the Board;
 - (d) make the financial statements referred to in paragraph (b) of this Rule 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; and
 - (f) provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member.
- 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 Division 4 of Part 2M.3 of the Act.
- 40.4 In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of December 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 and any sub club or other entity created under this Constitution shall commence on the first day of January in each year and end on the last day of December in 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 shall have a Seal.
- 44.2 The Board must provide for the safe custody of the Seal.
- 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 Without limiting the provisions of the Corporations Act, 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;
 - (c) by sending it to the electronic means of the member;
 - (d) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.
- 45.2 Where a notice is sent to a member in accordance with Rule 45.1(a), the notice is deemed to be received on the day it is given to the member.
- 45.3 Where a notice is sent to a member in accordance with Rules 44.1(b) and (c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.
- 45.4 Where a notice is sent to a member in accordance with Rule 44.1(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

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 can not 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 and financial Club members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.

49. **MEETINGS AND VOTING**

- 49.1 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/or
 - (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.
- 49.2 If there is any inconsistency between Rule 48.1 and any other provision of this Constitution, Rule 48.1 shall prevail to the extent of that inconsistency.