
Constitution

SUTHERLAND UNITED SERVICES CLUB LTD

ACN 001 028 771

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1. HISTORY AND NAME OF CORPORATION

The name of the Company is Sutherland United Services Club Ltd.

2. STATUS OF THE COMPANY AND THE CONSTITUTION

2.1 Constitution of the Club and purpose

- (a) This is the constitution of the Club and it is established for the purposes set out in this Constitution.
- (b) A copy of this Constitution of the Club will be supplied to a Member on a request being made to the CEO, and if demanded by the CEO from that Member, on payment of any fee that may be prescribed by the Corporations Act.

2.2 Preliminary matters

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

2.3 Replaceable Rules

This Constitution displaces the Replaceable Rules, accordingly, none of the Replaceable Rules apply.

3. INTERPRETATION

3.1 Definitions

In this Constitution, these terms have the following meanings:

Aged Member	has the meaning set out in Rule 12(a)
Annual General Meeting	an annual general meeting of the Company which is required by the Corporations Act.
Authority	means the Independent Liquor and Gaming Authority constituted under the <i>Gaming and Liquor Administration Act 2007</i> (NSW).
Auditor	the person appointed for the time being as the auditor of the Club.
Authorised Person	has the meaning given under sections 77(1)-(2) of the Liquor Act.
Board	the Directors present at a meeting, duly convened as a Board meeting, at which a quorum is present.
By-Laws	means the By-Laws of the Club for the time being in force.
Business Day	a day which is not a Saturday, Sunday or bank or public holiday in New South Wales.
CEO	any person appointed for the time being as the Chief Executive Officer and Secretary of the Club.

Club	means Sutherland United Services Club Ltd ACN 001 028 771.
Club Member	has the meaning set out in Rule 10(a)
Communication	notice or other communication or information to be provided to Members by the Club, including without limitation: (a) any “Notice of Meeting” for a general meeting of Members; (b) any notice of, or information about, a meeting of the Club; (c) any notice of, or information about an election of the Club; (d) any notice of, or information about an election of the Board of Directors; (e) any notice of, or information about an election of a Committee of the Club.
Constitution	the constitution for the time being of the Club as constituted by this document and any resolutions of the Club modifying this document.
Corporations Act	<i>Corporations Act</i> 2001 (Cth).
Director	a person who is a Director for the time being of the Club.
Directors	means more than one Director.
Executive	means the President and Vice-President.
Ex-Service Member	has the meaning set out in Rule 11(a)
Ex Service Personnel	means any person who meets the criteria set out in Rule 11(b).
Financial Member	is a Member who is not a Non-Financial Member.
Full Member	means an Ordinary Member or Life Member.
Full membership	means Ordinary membership or Life membership.
Gaming Machines Act	means the <i>Gaming Machines Act</i> 2001 (NSW).
Honorary Member	a person who has been made an honorary member by the Board pursuant to Rule 15(a) together with all those persons listed as Honorary Members in the Register of Members as at the date of the approval of the Special Resolution adopting this new Constitution.
Life Member	has the meaning set out in Rule 14(a).
Liquor Act	means the <i>Liquor Act</i> 2007 (NSW).
Manager	means any person appointed under section 66 of the Liquor Act 2007 to manage a premises of the Club.

Member	a person who is a Full Member, a Provisional Member, an Honorary Member, or a Temporary Member of the Club and is registered in the Register of Members.
Members	means more than one Member.
Member's Guarantee Amount	an amount equal to \$2.00.
Membership	being a Member of the Club.
Non-Financial Member	means a Member who is a non-financial Member pursuant to Rule 17.1.
Ordinary Member	means a Member of the Club other than a Life Member, Honorary Member, Temporary Member or Provisional Member.
Perpetual Member	has the meaning set out in Rule 13(a).
Provisional Member	means a person who has been granted Provisional membership of the Club pursuant to Rule 9(a).
RCA	<i>Registered Clubs Act 1976 (NSW).</i>
Registered Clubs Accountability Code	means the code set out in Schedule 2 of the Registered Clubs Regulation 2015 (NSW) pursuant to clause 41C of the RCA.
Register of Members	the register or registers of Members maintained pursuant to the Corporations Act and/or the RCA.
Regulations	Registered Clubs Regulation 2025 (NSW).
Replaceable Rules	the replaceable rules applicable to a public company limited by guarantee as set out in the Corporations Act.
Secretary	includes the Acting Secretary, Secretary Manager, Acting Secretary Manager and CEO.
Special Resolution	has the meaning given to it in the Corporations Act which requires at least 75% of the votes cast by Members entitled to vote on the resolution to be in favour for the resolution to pass.
Temporary Member	has the meaning set out in Rule 8(a).
Special Qualification	has the meaning given to it in Rule 27.1(b) of the Constitution.
Top Executive	has the meaning given to it in the Registered Clubs Accountability Code.

3.2 Interpretation

In this Constitution:

- (a) the words “including”, “include” and “includes” are to be construed without limitation;
- (b) a reference to legislation is to be construed as a reference to that legislation and any regulation made under it, any subordinate legislation under it and any regulation made

under that subordinate legislation, and that legislation and regulations and subordinate legislation and regulations as amended, re-enacted or replaced for the time being;

- (c) a reference to a “person” includes a corporate representative appointed pursuant to section 250D of the Corporations Act;
- (d) headings are used for convenience only and are not intended to affect the interpretation of this Constitution;
- (e) a word or expression defined in the Corporations Act and used, but not defined, in this Constitution has the same meaning given to it in the Corporations Act;
- (f) In relation to a requirement in this Constitution for a person to “be present” or “in person” then that person satisfies such requirements in relation to meetings and voting being held by electronic means if they attend or vote, as the case may be, electronically in a manner as permitted by this Constitution and such meeting is permitted.

4. OBJECTS, PURPOSE AND REGISTERED CLUBS ACT

4.1 Objects

The objects for which the Club is established are:

- (a) to be a non-proprietary members’ club conducted in good faith as a club for the benefit of Members and their guests;
- (b) to provide for Members and their guests a social club with any or all the usual facilities of a club at the discretion of the Board and to the extent from time to time deemed appropriate by the Board including but not limited to:
 - (i) residential accommodation;
 - (ii) sporting accommodation;
 - (iii) other accommodation;
 - (iv) food, liquid and other refreshments;
 - (v) liquor service in accordance with any club liquor licence held by the Club from time to time under the provisions of the Liquor Act;
 - (vi) gaming in accordance with relevant legislation including the Gaming Machines Act;
 - (vii) provision for sporting, musical and educational activities; and
 - (viii) other social amenities;
- (c) to conduct commercial activities of any kind in order to support these objects;
- (d) to conduct memorial services on Anzac Day (25 April);
- (e) to purchase hire lease or otherwise acquire for the purposes of the Club any real or personal property and any rights and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them;
- (f) to give sell mortgage exchange hire lease (not being premises covered by Certificate of Registration) or otherwise dispose of the property of the Club or any part or parts thereof;
- (g) to invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments;

- (h) to make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments;
- (i) to borrow money from time to time and for such purposes to give debentures liens mortgages charges or other security over the whole or any part of the property real or personal of the Club;
- (j) in furtherance of the objects of the Club to apply for and obtain and hold a club Licence or any other licence or licences or certificate of registration under the RCA or any other Act or Laws for the time being operative and for such purpose or purposes to appoint if necessary or desirable a Secretary/Manager or Managers or other officer or officers to act as Licensee or Licensees and hold the Licence or Licences or Certificate of Registration on behalf of the Club;
- (k) to raise and collect funds by private subscription, public appeal, art unions, donation or otherwise, and to accept any bequest or gift of property money or goods;
- (l) to erect maintain improve alter or demolish any building or buildings for the purposes of the Club;
- (m) to promote the interests and assist in the welfare work of all bona fide Ex Service Personnel organisations;
- (n) to hold, promote, assist or encourage sales of work, bazaars, entertainment, competitions, displays, public and other meetings either in pursuance of the objects of the Club or any other purpose;
- (o) to engage or appoint with or without remuneration such personnel as may be found necessary for the proper working, administration and carrying on of the Club;
- (p) to assist and donate to charitable organisations in such manner as shall be from time to time determined;
- (q) to amalgamate with or to participate in any amalgamation with, another registered club or clubs;
- (r) in furtherance of the objects of the Club to apply for, and obtain and hold one or more club liquor licences under the Liquor Act and conduct itself as a registered club in conformity with the RCA;
- (s) to do and engage in any activity that a club may lawfully do or engage in; and
- (t) to do all such acts deeds matters and things and enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.

4.2 Where may the Club operate?

The Club may own, occupy or operate any and all premises wherever located that it reasonably decides are appropriate to the pursuit of its objects.

4.3 How may the Club pursue its objects?

The Club may do anything that is legally permitted to help pursue or implement its objects and may also do anything incidental to its objects or the pursuit of them.

4.4 Specific legislation prevails

This Constitution is subject to the provisions of the RCA, the Liquor Act, the Gaming Machines Act and the Corporations Act, and if there is any inconsistency then to the extent necessary to conform with any mandatory provision of that legislation or any other legislation, then the provisions of the legislation prevail over the provisions of this Constitution and this Constitution must be read and applied with the minimum necessary changes to conform with the mandatory provisions of legislation.

4.5 Registered Clubs Act and Gaming Machines Act requirements

- (a) If any part of this Constitution becomes unlawful under the provisions of the RCA, the Liquor Act or the Gaming Machines Act then this Constitution must be read as if the unlawful part is not part of this Constitution. This does not limit Rule 4.4.
- (b) At all times the Membership of the Club must consist of or include not less than the number of Members within the definition of “ordinary members” under the RCA, as is prescribed in respect of the Club by section 12 of the RCA.
- (c) At all times the Club must have at least one set of premises of which it is the bona fide occupier for the purposes of the Club and which are provided and maintained from the funds of the Club (the **RCA Premises**, which refers to each set of premises of the Club for which the Club holds a club liquor licence under the Liquor Act).
- (d) The RCA Premises must contain accommodation appropriate for the purposes of the Club.
- (e) The RCA Premises must contain a properly constructed bar room but must not contain a separate area for the sale or supply of liquor to be carried away from those premises to which area there is direct access from outside any building that is part of those premises.
- (f) No Member, whether or not a member of the Board or of any committee, is entitled or may derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full Member of the Club, except to the extent permitted by and in conformity with the provisions of the RCA. However, this provision does not prohibit any profit, benefit or advantage that is permissible under sections 10(1)(j), 10(6), 10(6A) or 10(7) of the RCA.
- (g) No person other than the Club and Members is entitled to derive, directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the premises of the Club unless the profit, benefit or advantage is in the form of:
 - (i) reasonable and proper interest paid to a lender on any loan made to the Club that is secured against the premises of the Club; or
 - (ii) reasonable and proper rent or occupation fees paid to the owner of the premises of the Club,being, in either case, a payment arising out of dealings reasonably carried out, or contracts reasonably made, with the Club in the ordinary course of its lawful business.
- (h) The CEO, or any Club employee, or any Director or member of any committee, of the Club is not entitled to receive, either directly or indirectly, any payment calculated by reference to:
 - (i) 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; or

- (ii) the keeping or operation of approved gaming machines in the Club.
- (i) All of the rules deemed to apply to the Club by section 30 of the RCA apply.
- (j) The membership of the Board must not exceed the maximum number of persons permitted by Section 10(k1) of the RCA.
- (k) The Club must comply with the reporting requirements imposed on the Club under section 38 of the RCA (including requirements relating to the financial statements and accounts of the Club and the information to be disclosed by the Club).
- (l) The Club must comply with the accountability, disposal of property and termination of contracts requirements imposed on the Club by Part 4A of the RCA including without limitation the requirements of the Registered Clubs Accountability Code.
- (m) The business conducted on the RCA Premises of the Club must not be managed or controlled by any person or body other than:
 - (i) the Board; or
 - (ii) the CEO; or
 - (iii) a Manager of the particular premises; or
 - (iv) if the Club becomes under official management or receivership or in liquidation, a person acting in a capacity referred to in section 41(1) of the RCA in respect of the Club; or
 - (v) a temporary administrator appointed under section 41A of the RCA; or
 - (vi) a person who is exercising functions relating to the management of the business or affairs of the Club under a management contract within the meaning of section 5 of the Registered Clubs Accountability Code.
- (n) The Club must at all times in all respects be conducted in good faith as a Club.
- (o) No employee of the Club may vote at any meeting of the Members or of the Board or at any election of the Board, or nominate for or hold office as a member of the Board.
- (p) An employee of the Club must not vote at any election of the governing body of another club or association if any member of that governing body would, as a result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of the Club.
- (q) Voting by proxy is not permitted at any meeting of Members or at any meeting of the Board or any Club committee or in any election of the members of the Board.
- (r) The number of Full Members having the right to vote in the election of the Board shall at all times comprise no less than 25% of the Full Members of the Club.
- (s) Any profits or other income of the Club must be applied only to the promotion of the objects of the Club and must not be paid to or distributed among the Members of the Club.
- (t) Liquor must not be sold, supplied, or disposed of on the premises of the Club to any person, other than a Member, except on the invitation and in the company of a Member, provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under section 23 of the RCA.
- (u) Liquor must not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

- (v) A person under the age of 18 years must not use or operate approved gaming machines on the premises of the Club.
- (w) The Club must not share any receipts arising from the operation of an approved gaming machine or make any payment or part payment by way of commission or an allowance from or on any such receipts, except as permitted by section 73(2) of the Gaming Machines Act.
- (x) The Club must not grant any interest in an approved gaming machine to any other person, except as permitted by section 74(2) of the Gaming Machines Act.
- (y) The Club must comply with the requirements of the *Gaming Machines Regulation 2019* including in relation to all gaming machine harm minimisation measures.

5. MEMBER'S LIABILITY

5.1 Liability to contribute

Subject to this Constitution, each person who is a Member, and each person who was a Member during the year ending on the day of the commencement of the winding up of the Club, undertakes to contribute to the property of the Club for:

- (a) payment of debts and liabilities of the Club;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) any adjustment of the rights of the contributories among Members.

5.2 Limited liability

The amount that each Member or past Member is liable to contribute is limited to the amount of the Member's Guarantee Amount.

6. MEMBERS – GENERAL PROVISIONS

6.1 Number of Members

At all times, the Membership of the Club must consist of or include not less than the number of Members within the definition of "ordinary members" under the RCA, as is prescribed in respect of the Club by section 12 of the RCA.

6.2 Becoming a Member

Subject to the Corporations Act, a person becomes a Member on the registration of that person's name in the Register of Members.

6.3 Application for and Restriction on Membership

- (a) The Board may prescribe the form of the application for Membership.
- (b) An application for Membership must be in writing signed by the applicant and if the Board has prescribed the form of the application for Membership, be in that prescribed form.
- (c) The applicant for Membership must lodge with the Membership application form the appropriate entrance fee (if any) and subscription with the application form.

- (d) The name of persons proposed for election as an Ordinary Member must be displayed in a conspicuous place on the premises of the Club for at least 1 week before their election in accordance with the requirements of section 30(2)(a) the RCA.
- (e) An interval of at least 2 weeks shall elapse between the proposal of a person shall not be admitted as an Ordinary Member unless that person is elected to membership by the Board of the Club, or by a duly appointed election committee of the Club.
- (f) The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
- (g) The Board or election committee may reject any application for Membership without assigning any reason for such rejection.
- (h) 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 of the Club may prescribe and shall contain the following particulars:
 - (i) the full name of the applicant;
 - (ii) the residential address of the applicant;
 - (iii) the date of birth of the applicant;
 - (iv) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
 - (v) the signature of the applicant; and
 - (vi) such other particulars as may be prescribed by the Board from time to time.
- (i) Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:
 - (i) the joining fee (if any) and the appropriate annual subscription (if any);
 - (ii) 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.
- (j) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application form and shall cause the application to be sent to the Secretary.
- (k) A person whose application has been signed by an authorised officer of the Club in accordance with paragraph (j) above who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
- (l) The full name of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
- (m) 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.
- (n) 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 the entrance fee and first annual subscription to be forwarded or posted to such person.

- (o) 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
- (p) A person whose application for Membership has been rejected will not be entitled to again apply for Membership within one year from the date of the rejection, and any such application will be void.
- (q) The Board has the power to make By-Laws regulating all matters in connection with the election of a Member not otherwise provided by this Constitution.
- (r) When a person has been elected to Membership, the CEO will enter that person's name and details in the Register of Members. The Member so elected is deemed to have agreed to be bound by this Constitution and the By-Laws from time to time in force.
- (s) A person must not be admitted to Membership except in accordance with the provisions of this document.
- (t) All classes of Membership are open to both males and females.
- (u) No person under the age of 18 years may be admitted to Membership.

6.4 Types of Membership

The Membership of the Club will be divided into the following categories:

- (a) Ordinary members, with the classes of Ordinary membership being until otherwise determined by the Board:
 - (i) Club members;
 - (ii) Ex-Service members;
 - (iii) Aged members;
 - (iv) Perpetual members,
- (b) Life members;
- (c) Provisional members;
- (d) Honorary members; and
- (e) Temporary members.

6.5 Consideration for application for Membership

Subject to the specific provision which relates to each category of Membership set out in this Constitution, at the first meeting of the Board after an application for Membership has been received by the Board, the Board must consider the application and either accept, subject to conditions or reject the application.

6.6 Registration as Member

If the Board accepts an application for Membership, as soon as practicable, the Board must register the name of the person in the Register of Members and record any conditions imposed on that person's Membership.

6.7 Conduct of Members

The Board may regulate the conduct of the Members and in doing so may:

- (a) make By-Laws and issue codes of conduct ("Code of Conduct") for the continuation of sound practice; and
- (b) investigate the conduct of any Member and provide sanctions for those Members who do not comply with the rules of any such By-Law or Code of Conduct.

6.8 Entrance Fees, Subscriptions and Levies

- (a) Membership subscriptions must be paid annually in advance or may, if the Board so directs and approves, be paid by monthly, quarterly or half-yearly instalments in advance or for more than one year in advance. The Board will from time to time prescribe the time and manner of payment and all other related matters not especially provided for in this Constitution.
- (b) The applicability and amount of annual subscriptions, if any, and other payments payable by Members of the Club shall be such as the Board may from time to time determine. The fees payable by, or by any class of, Ordinary membership for the Club shall be an amount determined by the Board at its discretion, these fees may differ for each class of Ordinary membership.
- (c) The Board may at any time or times suspend or reduce the payment of entrance fees or levies either generally or in respect of individual cases, and has the discretionary power to fix and determine or waive the entrance fees or levies chargeable to any member under any special circumstances that may arise.

6.9 Register of Members

- (a) The Club must ensure that a register of Full Members is maintained which include the full name and address of the Full Member, as well as the date that Full Member last paid a membership fee to the Club, if applicable, if they are an Ordinary Member and required to pay a membership fee.
- (b) A register of persons who are Honorary Members of the Club (other than honorary members referred to in section 30A of the RCA) is to be kept in accordance with section 31(1)(b) of the RCA.
- (c) A register of persons of or above the age of 18 years who enter the premises of the Club as guests of Members shall be kept in accordance with section 31(1)(c) of the RCA
- (d) A register of persons who are Temporary Members of the Club (other than temporary members referred to in section 30(10) of the RCA or in section 30B of the RCA) is to be kept in accordance with section 31 of the RCA.
- (e) A register of Temporary Members of the Club (other than Temporary Members referred to in section 30(10) or in section 30B of the RCA) who attend the Club each day is to be kept in accordance with section 31 of the RCA either as a separate register or as part of the register referred to in (d) above.
- (f) A register of persons who are admitted as Temporary Members of the Club for an extended period as referred to in section 30B is to be kept in accordance with section 31 either as a separate register or as part of the register referred to in (d) above.

6.10 Transfer of Membership

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

6.11 Absentee List

The Board may make special arrangements not inconsistent with the RCA as to the amount and payment of subscriptions of any Member leaving or returning to the Commonwealth of Australia or residing outside of Australia. The Member will be placed on the Absentee List.

6.12 Change of Address

A Member must advise the CEO of any change in his or her address in a manner as stipulated by the CEO from time to time.

7. RIGHTS OF MEMBERS ARE NON-TRANSFERABLE

The rights and obligations of a Member are personal and are not transferable.

8. TEMPORARY MEMBERS

- (a) The following persons in accordance with procedures established by the Board may be made Temporary Members of the Club:
 - (i) any person whose ordinary place of residence in New South Wales is not less than such minimum distance as may be determined from time to time by the Board by By-law pursuant to this Constitution;
 - (ii) a full member (as defined in the RCA) of any other registered club or interstate club (as defined in the RCA) 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; and
 - (iii) any person over eighteen (18) years of age.
- (b) Temporary Members shall not be required to pay a joining fee or annual subscription.
- (c) Temporary Members are entitled to:
 - (i) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
 - (ii) bring into the non-restricted areas of the Club premises as the guest of that Temporary Member a minor (someone under the age of 18):
 - (A) who at all times while on the Club premises remains in the company and immediate presence of that Temporary Member;
 - (B) who does not remain on the Club premises any longer than that Temporary Member; and

- (C) in relation to whom the Temporary Member is a responsible adult.
- (d) Temporary Members are not entitled to:
 - (i) attend or vote at general meetings (including annual general meetings) of the Club;
 - (ii) nominate for or be elected to the Board;
 - (iii) vote in the election of the Board;
 - (iv) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (v) propose or nominate any eligible Member for any Office of the Club; or
 - (vi) propose or nominate any eligible Member for Life Membership.
- (e) The CEO or the senior employee then on duty may terminate the Membership of any Temporary Member at any time without notice and without having to provide any reason.
- (f) No person under the age of eighteen (18) years may be admitted as a Temporary Member of the Club.

9. PROVISIONAL MEMBERS

- (a) A person in respect of whom:
 - (i) an application form for Membership duly completed in accordance with this Constitution has been given to the Club; and
 - (ii) who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of Membership referred to in the application 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.
- (b) Should a person who is admitted as a Provisional Member not be elected to Membership of the Club within ten (10) weeks from the date of the application form being given to the CEO or should that person's application for Membership be refused (whichever is the sooner):
 - (i) that person shall cease to be a Provisional Member of the Club; and
 - (ii) the joining fee (if any) and subscription submitted with the application shall be returned to that person.
- (c) Provisional Members are entitled to:
 - (i) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
 - (ii) introduce guests into the Club if the Provisional Member is an applicant for a class of Membership which is permitted to do so.
- (d) Provisional Members are not entitled to:
 - (i) attend or vote at general meetings of the Club; or
 - (ii) nominate for or be elected to hold Office on the Board;
 - (iii) vote in the election of the Board;
 - (iv) vote on any Special Resolution (including a Special Resolution to amend this Constitution);

- (v) propose or nominate any eligible Member for any Office of the Club; or
- (vi) propose or nominate any eligible Member for Life Membership.

10. CLUB MEMBERS

- (a) Club Members shall be persons who have attained the age of eighteen (18) years and are elected or transferred 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.
- (b) Club Members are entitled to:
 - (i) such privileges and advantages of the Club as may be determined by the Board from time to time; and
 - (ii) attend and vote at general meetings (including annual general meetings) of the Club;
 - (iii) subject to the Rules in relation to Board membership in this Constitution, nominate for and be elected to hold Office on the Board;
 - (iv) vote in the election of the Board;
 - (v) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (vi) propose, or nominate any eligible Member for any Office of the Club;
 - (vii) propose or nominate any eligible Member for Life Membership;
 - (viii) introduce guests to the Club.

11. EX-SERVICE MEMBERS

- (a) Ex-Service members shall be persons who have attained the age of eighteen (18) years who have the qualifications referred to in Rule 11(b) of this Constitution and are elected to Ex-Service membership or are transferred by the Board to Ex-Service membership from another class of Full membership of the Club.
- (b) Persons who satisfy the Board that they have either:
 - (i) served in the Australian Defence Force for at least two (2) years and were not dishonourably discharged; or
 - (ii) served in the Australian Defence Force for less than two (2) years and:
 - (A) were medically discharged; and
 - (B) saw active duty overseas,are the only persons eligible to be elected or transferred by the Board to Ex- Service membership.
- (c) Ex-Service members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- (d) Ex-Service members are entitled to:
 - (i) such privileges and advantages of the Club as may be determined by the Board from time to time; and

- (ii) attend and vote at general meetings (including annual general meetings) of the Club;
- (iii) subject to the Rules in relation to Board membership in this Constitution, nominate for and be elected to hold Office on the Board;
- (iv) vote in the election of the Board;
- (v) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (vi) propose, or nominate any eligible Member for any Office of the Club;
- (vii) propose or nominate any eligible Member for Life Membership; and
- (viii) introduce guests to the Club.

12. AGED MEMBERS

- (a) Aged members shall be persons who have attained the age of sixty-five (65) years and prior to the date of adoption of this Constitution were elected to Aged membership or were transferred by the Board to Aged membership from another class of Full membership of the Club.
- (b) From the date of adoption of this Constitution no further persons may be elected to or transferred to Aged membership category, however existing Aged members may remain Aged members subject to ongoing payment of any such entrance fee (if any) and any annual subscription as determined by the Board from time to time pursuant to Rule 12(c) of this Constitution.
- (c) Aged members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- (d) Aged members are entitled to:
 - (i) such privileges and advantages of the Club as may be determined by the Board from time to time; and
 - (ii) attend and vote at general meetings (including annual general meetings) of the Club;
 - (iii) subject to the Rules in relation to Board membership in this Constitution, nominate for and be elected to hold Office on the Board;
 - (iv) vote in the election of the Board;
 - (v) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (vi) propose, or nominate any eligible Member for any Office of the Club;
 - (vii) propose or nominate any eligible Member for Life Membership; and
 - (viii) introduce guests to the Club.

13. PERPETUAL MEMBERS

- (a) Perpetual members shall be persons who have been an Ordinary Member of the Club for five (5) or more years and attained the age of seventy-five (75) years and prior to the date of adoption of this Constitution were elected to Ex-Service membership or were transferred by the Board to Perpetual membership from another class of Full membership of the Club.

- (b) From the date of adoption of this Constitution no further persons may be elected to or transferred to the Perpetual membership category, however existing Perpetual members may remain Perpetual.
- (c) Perpetual members shall pay no entrance fee nor annual subscription.
- (d) Perpetual members are entitled to:
 - (i) such privileges and advantages of the Club as may be determined by the Board from time to time; and
 - (ii) attend and vote at general meetings (including annual general meetings) of the Club;
 - (iii) subject to the Rules in relation to Board membership in this Constitution, nominate for and be elected to hold Office on the Board;
 - (iv) vote in the election of the Board;
 - (v) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (vi) propose, or nominate any eligible Member for any Office of the Club;
 - (vii) propose or nominate any eligible Member for Life Membership; and
 - (viii) introduce guests to the Club.

14. LIFE MEMBERS

- (a) A Life Member shall be any Member who in consideration of long, outstanding or meritorious service to the Club or any other commendable reason has been granted Life Membership of the Club in accordance with this Constitution together with all those persons listed as Life Members in the Register of Members as at the date of the approval of the Special Resolution adopting this new Constitution.
- (b) Life Membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- (c) Candidates for Life Membership must be proposed by one Financial Member who is a Full Member of the Club, and seconded by another Financial Member who is a Full Member of the Club.
- (d) If a nomination for Life Membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all Members eligible to vote at that meeting.
- (e) 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.
- (f) If a nomination for Life Membership is approved by a resolution passed by a two thirds majority of the Members present and voting at the general meeting the person nominated shall thereby be a Life Member of the Club.
- (g) Every Life Member shall be entitled to all the rights and privileges of an Ordinary Member.
- (h) A Life Member is relieved from the payment of any annual subscription.
- (i) Not more than two Ex-Service Members shall be made Life Members in any one (1) financial year.

15. HONORARY MEMBERS

- (a) The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board from time to time:
 - (i) the patron or patrons for the time being of the Club provided that this number shall not exceed six (6); or
 - (ii) Visiting members of the Commonwealth Defence Forces and visiting members of R.S.L. or Ex-Servicemen's Clubs for the duration of such visit or one month whichever should first expire; or
 - (iii) any prominent citizen or local dignitary visiting the Club for a special occasion or a special function,any person who is admitted to the Club as an Honorary Member of the Club for the day the person attends the Club premises in accordance with Rule 15(e).
- (b) 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.
- (c) Honorary Members who are not Full Members of the Club are entitled to:
 - (i) such social privileges and advantages of the Club as the Board may determine from time to time; and
 - (ii) introduce guests to the Club.
- (d) Honorary Members who are not Full Members of the Club are not entitled to:
 - (i) vote at any meeting of the Club; or
 - (ii) nominate for or be elected to the Board or any Office in the Club;
 - (iii) vote in the election of the Board;
 - (iv) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (v) propose or nominate any eligible Member for any Office of the Club; and
 - (vi) propose or nominate any eligible Member for Life Membership.
- (e) Any person attending the Club premises:
 - (i) who produces evidence that the person is a serving member of the Australian Defence Force is taken to have been admitted as an Honorary Member of the Club for the day the person attends the Club premises and must sign the member register as required by the Club;
 - (ii) who is a former member of the Australian Defence Force, and produces evidence that the person is a service member of the RSL and a member of at least one other RSL or services club, is taken to have been admitted as an Honorary Member of the Club for the day the person attends the Club premises and must sign the member register as required by the Club,and in relation to 15(e)(i) and (ii) above Rules 8(a) and (b) will not apply provided the requirements of the sub-clauses are satisfied;
- (f) The Board or the CEO has the power to cancel the Membership of any Honorary Member without notice and without being required to give reasons.

16. AMALGAMATIONS

16.1 Application

The provisions of this Rule 16 apply whenever the Club completes an amalgamation with another registered club (the “Amalgamating Club”) in conformity with the provisions of the RCA and the Liquor Act.

16.2 Recognition of Members

Each member of the Amalgamating Club who was a financial full member of the Amalgamating Club on the date of the completion of the amalgamation between the Amalgamating Club and this Club:

- (a) may be admitted as a Member of this Club (as the case permits) by being duly recorded in the Club’s records as being such a Member without being required to be proposed or seconded for election nor elected by the Board and with any entrance fee or initial annual subscription being treated as paid and discharged by virtue of the assets received from the Amalgamating Club and despite any other provision of this Constitution (but this does not preclude the Board from refusing admission to any particular member or former member of the Amalgamating Club);
- (b) on being recorded as a Club Member, has all the rights and privileges of other Club Members and the same obligations as other Members, subject to any other express provision of this Constitution;
- (c) whilst they continue to be a Member, must for the purposes of the RCA be identified in the Club’s records by a descriptor chosen by the Board that identifies them as a former member of the Amalgamating Club;
- (d) despite anything to the contrary elsewhere in this Constitution, may not within three years after their admission to Membership of the Club under this Rule 16 vote on any Special Resolution to amend this Constitution (and pursuant to section 136(3) of the Corporations Act, it is a requirement that a Special Resolution does not have the effect of amending this Constitution unless the voting on the resolution is in compliance with this provision); and
- (e) if they were formerly a life member of the Amalgamating Club, may be so identified in this Club’s records but they are not thereby entitled to Life Membership of this Club.
- (f) Notwithstanding anything contained in Rule 16.2(a) any member of the Amalgamating Club who, at completion of the amalgamation between the Amalgamating Club and the Club, is at that time then either duly turned out, suspended or expelled from the Club, is not entitled to attend and use the facilities of the Club located at 7 East Parade, Sutherland (“Main Club Premises”) until such time as:
 - (i) the person is again permitted to enter the Main Club Premises; or
 - (ii) the period of suspension from the Main Club Premises has been served; or
 - (iii) the Board of the Club has overturned the person’s expulsion from the Main Club Premises or has readmitted the person to membership of the Club.

17. NON-FINANCIAL MEMBERS

17.1 Definitions

For the purposes of this Rule and the Constitution, a Member is not a Financial Member, and therefore is a Non-Financial Member if:

- (a) the Member's subscription or any part thereof has not been paid in accordance with this Constitution or any other By-Law or rule determined by the Board from time to time; or
- (b) any money (other than a Member's subscription) owing by that Member to the Club has remained unpaid at the expiration of fourteen (14) days from service on that Member of a notice from the Club requiring payment thereof; and

in either case that Member shall be and remain non-financial for the purposes of this Constitution and any By-Law or rule determined by the Board from time to time until the full amount owing is paid to the Club.

17.2 Non-Financial Members

Notwithstanding any Rule contained in this Constitution, any Member who is a Non-Financial Member shall not be entitled to:

- (a) attend or vote at any meeting of the Club or any Sub-club;
- (b) nominate or be elected or appointed to the Board or any committee of a Sub-club;
- (c) vote in the election of the Board or any committee of a Sub-club;
- (d) propose or nominate any eligible Member for any office of the Club or any Sub-club;
- (e) propose or nominate any eligible Member for Life Membership.

17.3 Cessation of Membership

If the Member's subscription or other money remains unpaid after three (3) months from the due date for payment (or any longer period of time which is set out in a By-law or rule determined by the Board from time to time), the Non-Financial Member will cease to be a Member of the Club.

18. DISCIPLINARY PROCEEDINGS

- (a) Subject to Rule 18(b), the Board shall have power to charge, reprimand, fine, suspend, expel or accept the resignation of any Member, if that Member:
 - (i) in the reasonable opinion of the Board, has failed to, refused or neglected to comply with any of the provisions of this Constitution, any By-Law or any Code of Conduct adopted by the Club from time to time; or
 - (ii) is, in the opinion of the Board:
 - (A) guilty of any conduct prejudicial to the interests of the Club; or
 - (B) guilty of conduct which is unbecoming of a Member; or
 - (C) guilty of any conduct which renders the Member unfit for Membership.
- (b) The following procedure shall apply to disciplinary proceedings of the Club:

- (i) A Member shall be notified of:
 - (A) any charge against the Member pursuant to Rule 18(a); and
 - (B) the date, time and place of the meeting of the Board at which the charge is to be heard.
- (ii) The Member charged shall be notified of the matters in paragraph (i) of this Rule 18(b), by notice in writing at least seven (7) days before the meeting of the Board at which the charge is to be heard.
- (iii) The Member charged shall be entitled to:
 - (A) attend the meeting for the purpose of answering the charge; and
 - (B) submit to the meeting written representations for the purpose of answering the charge.
- (iv) If the Member fails to attend such meeting:
 - (A) the charge may be heard and dealt with and the Board may decide on the evidence before it; and
 - (B) 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.
- (v) 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.
- (vi) When the Board has made a decision as to whether the Member is guilty or not, if the Member charged is not at the meeting, the Board must inform the Member of the Board's decision by notice in writing.
- (vii) 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.
- (viii) No motion by the Board to reprimand, fine, suspend or expel a Member shall be deemed to be passed unless two-thirds of the Directors present in person vote in favour of such motion.
- (ix) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 18 .
- (x) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reasons for its decision.
- (c) If a notice of charge is issued to a Member pursuant to Rule 18(b):
 - (i) the Board by resolution; or
 - (ii) the CEO (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 or for eight (8) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the Member concerned.
- (d) Subject to Rules 18(e) and 18(f), a Member who:
 - (i) incurs a debt to the Club; and

- (ii) fails to discharge such debt within fourteen (14) 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.
- (e) A Member shall be notified, by notice in writing, 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 18(d).
- (f) The provisions of Rules 18(a) and 18(b) shall not apply to any Member suspended or expelled pursuant to Rule 18(d).

19. DISCIPLINARY COMMITTEE

- (a) The Board may by resolution delegate all of the powers and functions given to the Board by Rule 18 to a Disciplinary Committee comprising not less than three (3) Directors of the Club selected by the Board.
- (b) The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 19 save that:
 - (i) a quorum of the Disciplinary Committee shall be two (2) Directors of the Club; and
 - (ii) all references to the Board in Rule 19, except in Rule 18(b)(x) shall be read as being references to the Disciplinary Committee.
- (c) 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 18 on the Member charged in substitution for that imposed by the Disciplinary Committee provided that:
 - (i) the procedure set out in Rule 18 is followed; and
 - (ii) the Member is notified that the Board is exercising the power under this Rule within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.
- (d) The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 19(a) 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.

20. MEMBER UNDER SUSPENSION

Any Member whose Membership is suspended pursuant to Rules 18 or 19 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 or nominate any eligible Member for any office of the Club or any Sub-club; and
- (g) propose or nominate any eligible Member for Life Membership.

21. REMOVAL OF THE PERSONS FROM THE PREMISES OF THE CLUB

- (a) In addition to any powers under section 77 of the Liquor Act, the CEO or, subject to Rule 21(c), an Authorised Person of the Club, may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any Member:
 - (i) who is rough, offensive, intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - (iii) who loans money for profit or other benefit, or engages in loan sharking, on any part of the premises of the Club;
 - (iv) who engages in link chasing activities, even money betting or activities which the CEO suspects may be evidence of possible money laundering;
 - (v) who engages in, or who the CEO suspects of engaging in, behaviour which may constitute sexual harassment, racial discrimination or other discriminatory type behaviour;
 - (vi) who the CEO suspects may under the circumstances benefit from a break in playing of the gaming machines on the premises for responsible gambling purposes;
 - (vii) whose presence on the premises of the Club renders the Club or the CEO liable to a penalty under the Liquor Act;
 - (viii) who hawks, peddles or sells any goods on the premises of the Club;
 - (ix) who, within the meaning of the *Smoke-free Environment Act 2000* (NSW), smokes while on any part of the premises that is smoke-free;
 - (x) who vape while on any part of the premises that is smoke free;
 - (xi) who uses, or has in his or her possession or is suspected of having, either currently or previously, in his or her possession, while on the premises of the Club any substance that the CEO suspects of being a prohibited drug or prohibited plant;
 - (xii) 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;
 - (xiii) who has engaged in conduct which may be prejudicial to the interests of the Club or which may be conduct unbecoming of a Member or render the person unfit for Membership; or
 - (xiv) who they believe, in their absolute discretion, is behaving or may behave in a manner which is or could affect the health and safety of others.
- (b) If pursuant to Rule 21(a) a person (including a Member) has been refused admission to, or has been turned out of, the premises of the Club, the CEO of the Club or (subject to Rule 21(c)) an Authorised Person of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (c) Without limiting 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:

- (i) in the absence of the CEO from the premises of the Club the senior employee then on duty instead of the CEO; and
 - (ii) any employee authorised by the CEO to exercise such power.
- (d) Without limiting Rule 21(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 21(a)(i), 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.
- (e) Without limiting Rule 21(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 21(a)(i), the person must not:
 - (i) remain in the vicinity of the Club; or
 - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- (f) The term “vicinity” referred to in 21(e) above means a distance of fifty (50) metres from any point of the boundary of the Club’s licensed premises.

22. CESSATION OF MEMBERSHIP

22.1 Cessation of Membership of a natural person

A person ceases to be a Member:

- (a) if the person resigns as a Member in accordance with this Constitution;
- (b) if the person is expelled as a Member in accordance with this Constitution;
- (c) if the person dies;
- (d) if the person is subject to assessment or treatment under any mental health law and the Board resolves that the person should cease to be a Member;
- (e) if the person’s whereabouts are unknown for more than six (6) months and the Board resolves that the person should cease to be a Member; or
- (f) if the person becomes a bankrupt.

22.2 Resignation of Member

A Member may resign from the Club by informing the Club of the same. The Member’s resignation will take effect from the date on which the Member has informed the Club.

23. GENERAL MEETINGS

23.1 Annual General Meetings

- (a) The Club must hold an Annual General Meeting of its Members at least once 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.
- (b) The business of the Annual General Meeting shall be as follows:
 - (i) confirmation of the minutes of the previous general meeting;
 - (ii) receipt and consideration of the reports prescribed by the Corporations Act;
 - (iii) appointment (if required) of the Auditor;

- (iv) any business of which due notice has been given; and
- (v) election (if required) of the Board.

23.2 Director convening a general meeting

- (a) The Board may, whenever it considers fit, convene a general meeting.
- (b) The Board will when calling a general meeting of the Club determine whether the general meeting is to be held:
 - (i) at one or more physical venues; or
 - (ii) at one or more physical venues and using virtual meeting technology; or
 - (iii) using virtual meeting technology only.

23.3 Meetings requested by Members

- (a) If the Board receives a request from a Member or Members with at least five (5) percent (5%) of the votes that may be cast at any general meeting, the Board must convene a general meeting within twenty-one (21) days after the date of receipt of that request.
- (b) The request must detail any proposed resolution, the names of the Members requesting the meeting and be signed by all of the Members making the request. For this purpose, signatures of the Members may be contained in more than one document.
- (c) A general meeting requested by the Members must be held no later than two (2) calendar months after the request is received.
- (d) A general meeting of the Members of the Club must be held for a proper purpose.

23.4 Notice of general meeting

At least 21 days' notice of a general meeting must be given to the Members, Directors and Auditor (if any). The notice must:

- (a) state the date, time and place (or places) of the meeting;
- (b) state the general nature of the business to be conducted at the meeting; and
- (c) state any proposed resolutions.

23.5 Place

- (a) The place at which a general meeting of the Club is held is taken to be:
 - (i) if the general meeting is held at only one physical venue (whether or not it is also held using virtual meeting technology)—that physical venue; or
 - (ii) if the general meeting is held at more than one physical venue (whether or not it is also held using virtual meeting technology)—the main physical venue of the meeting as set out in the notice of the meeting; or
 - (iii) if the general meeting is held using virtual meeting technology only—the registered office of the Club.

23.6 Time

The time at which the general meeting is held is taken to be the time at the place at which the meeting is taken to be held in accordance with Rule 23.5.

23.7 Present

A member who attends the general meeting of the Club (whether at a physical venue or by using virtual meeting technology) is taken for all purposes to be present in person at the meeting while so attending.

23.8 Reasonable Opportunity to Participate

- (a) Any general meeting of the Club must give the members entitled to attend the general meeting, as a whole, a reasonable opportunity to participate in the meeting.
- (b) Without limiting the scope of subsection Rule 23.8(a), the effects of that sub-rule include that:
 - (i) The general meeting of the Club must be held at a time that is reasonable as:
 - (A) if the general meeting of the Club is held at only one physical venue (whether or not it is also held using virtual meeting technology)—that physical venue; or
 - (B) if the general meeting of the Club is held at more than one physical venue (whether or not it is also held using virtual meeting technology)—the main physical venue of the meeting as set out in the notice of the meeting; or
 - (C) if the general meeting of the Club is held using virtual meeting technology only—a physical venue at which it would be reasonable to hold the meeting.
- (c) Without limiting the scope of subsection Rule 23.8(a), the effects of that sub-rule include that:
 - (i) The general meeting of the Club must be held at a time that is reasonable:
 - (A) if the general meeting of the Club is held at only one physical venue (whether or not it is also held using virtual meeting technology)—at that physical venue; or
 - (B) if the general meeting of the Club is held at more than one physical venue (whether or not it is also held using virtual meeting technology)—at the main physical venue of the meeting as set out in the notice of the meeting; or
 - (C) if the general meeting of the Club is held using virtual meeting technology only—at a physical venue at which it would be reasonable to hold the meeting.
 - (ii) If the general meeting of the Club is held at only one physical venue (whether or not it is also held using virtual meeting technology), it must be reasonable to hold the meeting at that physical venue.
 - (iii) If the general meeting of the Club is held at more than one physical venue (whether or not it is also held using virtual meeting technology), it must be reasonable to hold the meeting at its main physical venue as set out in the notice of the meeting.

- (iv) If the general meeting of the Club is held at more than one physical venue (whether or not it is also held using virtual meeting technology), the technology used to hold the meeting at more than one physical venue must be reasonable.
- (v) If the general meeting of the Club is held using virtual meeting technology (whether or not it is held at one or more physical venues), that virtual meeting technology must:
 - (A) be reasonable; and
 - (B) allow the Members who are entitled to attend the general meeting of the Club, and do attend the general meeting of the Club using that virtual meeting technology, as a whole, to exercise orally and in writing any rights of those members to ask questions and make comments.

23.9 Notice of resumption of an adjourned meeting

If a general meeting is adjourned for 30 days or more, at least 30 days' notice must be given to the Members, Directors and Auditor of the day, time and place (or places) for the resumption of the adjourned general meeting.

23.10 Withdrawal of Resolution

- (a) 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 resolution would be contrary to the Corporations Act.

23.11 Postponement or cancellation of general meeting

- (a) Subject to this Constitution and the Corporations Act, the Board may change the place (or places) of, postpone or cancel a general meeting.
- (b) If a general meeting is convened pursuant to a request by Members, the Board may not postpone or cancel the general meeting without the consent of the requesting Members.

23.12 Notice of change, postponement or cancellation of meeting

- (a) If the Directors have convened a general meeting, the Board may change the place (or places) of the general meeting, postpone or cancel the general meeting. If a Director has convened a general meeting, only the Director who convened the general meeting may change the place (or places) of the general meeting, or postpone or cancel the general meeting.
- (b) If the Board changes the place (or places) of a general meeting, notice must be given to each Member and each person entitled to receive notice of the meeting of the new place (or places) of the meeting.
- (c) If the Board postpones a general meeting, notice must be given to each Member and each other person entitled to receive notice of the new date, time and place (or places) of the meeting.
- (d) If the Board cancels a general meeting, notice must be given to each Member and each other person entitled to receive notice of general meetings.

23.13 Omission to give notice relating to general meeting

No resolution passed at or proceedings at any general meeting will be invalid because of any unintentional omission or error in giving or not giving notice of:

- (a) that general meeting;
- (b) any change of place (or places) of that general meeting;
- (c) postponement of that general meeting including, the date, time and place (or places) for the resumption of the adjourned meeting; or
- (d) resumption of that adjourned general meeting.

24. PROCEEDINGS AT GENERAL MEETINGS

24.1 Quorum

- (a) A quorum at a general meeting:
 - (i) convened in accordance with Rules 23.1 or 23.2 is twenty (20) or more Members present in person; or
 - (ii) convened in accordance with Rule 23.3(a), forty (40) or more Members present in person.

24.2 Lack of quorum

- (a) If a quorum is not present within thirty (30) minutes after the time appointed for a general meeting (or any longer period of time as the chair may allow), the general meeting:
 - (i) if convened on the request of Members, is dissolved; or
 - (ii) in any other case:
 - (A) is adjourned to be resumed on a day, time and place (or places) as the chair determines or if the chair is not present as the Directors at the meeting may determine; or
 - (B) if the Directors do not so determine, no Director is present, or no Director present determines:
 - (1) the date for the resumption of the adjourned general meeting will be on the same day in the next week;
 - (2) the time for the resumption of the adjourned general meeting will be at the same time as the adjourned meeting; and
 - (3) the place (or places) for the resumption of the adjourned general meeting, will be at the same place (or places) as the adjourned meeting.
- (b) If a quorum is not present within thirty (30) minutes after the time appointed for the resumption of the adjourned general meeting, then the Members present shall be a quorum and may transact any business for which the meeting was called.

24.3 Chairing general meetings

- (a) The chair of the general meeting will be the President.

- (b) If the chair is not present within thirty (30) minutes after the time appointed for any general meeting or if the chair is unwilling or unable to act as chair for the whole or any part of that general meeting, the Directors present may elect a Director present to chair that general meeting.
- (c) If no Director is elected or if all the Directors present decline to take the chair for the whole or any part of that general meeting, the Members present may elect a Member present (in person) to chair for the whole or any part of that general meeting. If the Members do not so elect a chair, the meeting will be adjourned to be resumed on the same day, at the same time and at the same place (or places) in the following week.

24.4 Conduct of general meetings

The chair of each general meeting has charge of conduct of that meeting, including the procedures to be adopted and the application of those procedures at that meeting.

24.5 Adjournment

- (a) The chair of a general meeting may adjourn the meeting to another date, time and place (or places) if it appears to the chair that it is likely to be impracticable to hold or to continue to hold the meeting because of the number of Members who wish to attend but who are not present.
- (b) If a majority of Members present at a general meeting in person determine that the meeting should be adjourned, the chair must adjourn the meeting to another date, time and place (or places) determined by the chair.
- (c) No business may be transacted on the resumption of an adjourned or postponed general meeting other than the business left unfinished at the adjourned or postponed general meeting.

24.6 Admission

- (a) The chair of a general meeting may refuse admission to (or turn out), anyone who is not entitled under this Constitution to be at that meeting and also turn out any Member if they:
 - (i) seek to activate an audio or visual recording device or have a camera, tape recorder or video camera or other audio or visual recording device;
 - (ii) have a placard or banner;
 - (iii) have any article which the chair considers to be dangerous, offensive or liable to cause disruption;
 - (iv) refuse to produce or to permit examination of any article, or the contents of any article in their possession;
 - (v) is intoxicated or approaching intoxication or under the influence of alcohol or any other substance or drug; or
 - (vi) behave or threaten to behave in a dangerous, disorderly, inappropriate, offensive or disruptive manner.
- (b) The chair of a general meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting and may require the adoption of any procedures which are in his or her opinion reasonably necessary or desirable for:

- (i) proper and orderly debate or discussion including limiting the time that a person present may speak on a motion or other item of business before the meeting; and
 - (ii) the proper and orderly casting or recording of votes, whether on a show of hands, or any equivalent indication determined by the Board if a Member is attending such general meeting virtually, or on a poll.
- (c) Subject to sections 250S and 250T of the Corporations Act, the chair of a general meeting may at any time he or she considers it reasonably necessary or desirable for the proper and orderly conduct of the meeting:
 - (i) terminate debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote;
 - (ii) allow debate or discussion on any business, question, motion or resolution being considered by the meeting to continue; and
 - (iii) decline to take or act on a point of order or procedural motion (and so there is no doubt, it is recorded that nothing in this Rule 24.6 takes anything away from the duty of the chair under sections 250S and 250T of the Corporations Act and to ensure the proper and fair conduct of the meeting including in relation to debating and voting on motions on the notice paper).
- (d) The chair 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.
- (e) If the Club's Auditor or a representative of the Club's Auditor is at the meeting, the chair of the 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.

25. VOTING

25.1 Entitlement to vote

- (a) The roll of the Club's Full Members who are entitled to attend and vote at a general meeting is to be frozen for the purposes of that meeting at the time and date when the notice for that meeting is dispatched by the Club. The CEO must arrange for the freezing of the roll in accordance with this provision.
- (b) Each Full Member entitled to vote at a general meeting may vote in person. Each Full Member has one vote, whether on a show of hands, or any equivalent indication determined by the Board if a member is attending such general meeting virtually, or on a poll.
- (c) If on any ordinary resolution an equal number of votes is cast for and against a resolution, the chair has a casting vote in addition to any vote cast by the chair as a Member.

25.2 Proxy votes

No Member is entitled to appoint a proxy to attend the general meeting on the Member's behalf.

25.3 Voting on resolution

- (a) At any general meeting, a resolution put to a vote must be determined by a show of hands, or any equivalent indication determined by the Board if a Member is attending such general meeting virtually, unless a poll is demanded in accordance with this Constitution.
- (b) The Board may allow a person entitled to vote at any general meeting to vote in person or by electronic means.

25.4 Objection to right to vote

- (a) A challenge to a right to vote at a general meeting:
 - (i) may only be made at that general meeting; and
 - (ii) must be determined by the chair.
- (b) A determination made by the chair in relation to a challenge to a right to vote is binding on all Members and is final.

25.5 Minutes

Unless a poll is demanded in accordance with this Constitution, a declaration by the chair that a resolution has, on a show of hands, or any equivalent indication determined by the Board if a member is attending such general meeting virtually, been:

- (a) carried;
- (b) carried unanimously;
- (c) carried by a particular majority; or
- (d) lost or not carried by a particular majority,

is conclusive evidence of the fact declared. An entry to that effect made in the minutes book of the Club signed by the chair is evidence of that fact unless the contrary is proved.

25.6 Disputes to be resolved by chair

The chair will determine any dispute in relation to any vote, and the determination of the chair is binding on all Members and is final.

26. POLL

26.1 Chair may determine to take a poll

The chair of a general meeting may determine that a poll be taken on any resolution.

26.2 Right to demand poll

A poll may be demanded on any resolution at a general meeting other than the election of a chair or the question of an adjournment by:

- (a) at least five (5) Members entitled to vote on the resolution; or
- (b) Members with at least five percent (5%) of the votes that may be cast on the resolution on a poll.

26.3 Procedure for demanding poll

- (a) A poll may be demanded:
 - (i) before a vote on a show of hands or any equivalent indication determined by the Board if a member is attending such general meeting virtually, is taken;
 - (ii) before the result of a vote on a show of hands, or any equivalent indication determined by the Board if a member is attending such general meeting virtually, is declared; or
 - (iii) immediately after the result of a vote on a show of hands, or any equivalent indication determined by the Board if a member is attending such general meeting virtually, is declared.
- (b) If a poll is demanded on the election of a chair or on the question of an adjournment, it must be taken immediately. If a poll is demanded on any other matter, it may be taken in the manner and at the time and place (or places) as the chair directs.
- (c) Other than where a poll is demanded on the election of a chair or the question of an adjournment, a demand for a poll may be withdrawn at any time by the person or persons who demanded it. A demand for a poll which is withdrawn does not invalidate the result of a show of hands, or any equivalent indication determined by the Board if a member is attending such general meeting virtually, declared before the demand for the poll was made.
- (d) A demand for a poll does not prevent the general meeting continuing for the transaction of any business other than the question on which a poll has been duly demanded.

27. APPOINTMENT AND REMOVAL OF DIRECTORS

27.1 Number of Directors

- (a) The number of Directors elected must not be less than four (4) and not more than six (6) and will consist of
 - (i) the President;
 - (ii) a Vice-President;
 - (iii) a Treasurer; and
 - (iv) three (3) other Directors,
- (b) Subject to Rule 27.1(a), one (1) Director shall be elected from the Members who are Ex-Service members (such qualification being hereinafter referred to as the “Special Qualification”).
- (c) The Board may appoint up to two (2) persons to be members of the Board in addition to the six (6) Directors referred to in Rule 27.1 pursuant to the Registered Clubs Act and Registered Clubs Regulation.
- (d) subject to (h) below, if at the close of nominations each year for the election of the Board there is only one candidate who has the Special Qualification then that candidate will be declared elected and if applicable the ballot shall be conducted for any remaining elected positions on the Board.
- (e) subject to (h) below, if at the close of nominations for the election of the Board there are more candidates who have the Special Qualification than required:

- (i) the candidate who receive the highest number of votes from among the candidates with the Special Qualification will be declared elected; and
 - (ii) votes in favour of the other candidates with the Special Qualification will be counted on the same basis as candidates who do not have the Special Qualification, that is, those candidates will be declared elected or not elected according to the number of votes cast in favour of each candidate on the first past the post basis.
- (f) Notwithstanding paragraph (b) of this Rule 27.1, in the event that at the close of nominations for the election of the Board prior to each Annual General Meeting there are less than the required number of candidates with the Special Qualification to satisfy the requirement in Rule 27.1(c), then the ballot will still proceed and members who do not have the Special Qualification may be elected to the position or positions which are not filled by candidates with the Special Qualification.
- (g) In the event that a Director with the Special Qualification ceases to be a Director of the Club the Board has the power pursuant to Rule 27.10 to appoint a person not holding the Special Qualification to fill the casual vacancy until the next General Meeting.
- (h) Any candidate holding the Special Qualification shall not be elected to the position of President or Vice-President unless they have received a higher number of votes among the candidates for those offices. If the candidate with the Special Qualification is required to be elected to the Board to satisfy clause 27.1(b), then if that person is not elected, by the numbers, to the position of President or Vice-President then that person will be elected as a Director.
- (i) The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of any person appointed to the Board pursuant to Rule 27.1(b).
- (j) The Board shall, from and including the election of the Board to be held in 2025, be elected in accordance with Schedule 4 of the RCA set out below.

SCHEDULE 4

1 Definitions

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)

3 First general meeting under triennial rule

(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.

4 Subsequent general meetings

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.

5 Casual vacancies

(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.

6 Re-election

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.

7 Revocation of triennial rule

(1) 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.

(2) The triennial rule cannot be revoked by a Club if the rule is taken to apply to the Club pursuant to a regulation made for the purposes of section 30(1)(a1).

27.2 Eligibility to be a Director

To be eligible to be nominated to stand for election to the Board or to be appointed by the Board, a person must:

- (a) have been a Financial Member for a continuous period of not less than three (3) years who is an Ordinary Member or Life Member of the Club, unless otherwise as approved by the Board;
- (b) have been a Full Member of the Club for not less than three (3) years;
- (c) not currently be under suspension;
- (d) not be an employee of the Club nor have been an employee of the Club at any time during the prior three (3) years ;
- (e) has a director identification number, as required by the Corporations Act, at the close of the nominations or proposed date of appointment to the Board;
- (f) not be insolvent or under administration;
- (g) not have been convicted on indictment of an offence against an Australian law;
- (h) not have been convicted of fraud;
- (i) not have been disqualified from managing a corporation;
- (j) not otherwise be disqualified from holding office as a Director of the Club;
- (k) have attended any pre-nomination information session as prescribed by the Board;
- (l) have already have completed the mandatory training as set out in Rule 27.4 (Mandatory Training); and
- (m) has not been a contractor to the Club, or a director or owner of a contractor to the Club, at any time during the prior three (3) years.

27.3 Nomination and appointment of Directors

A nomination for election of a Member to the Board must:

- (a) be in writing and signed by two (2) nominators (who must each be Ordinary Members or Full Members who are Financial Members) and be signed by the nominee to signify consent to the nomination; and
- (b) include the following information (and by signing the nomination the nominee consents to the communication of this information to Members as part of the election process):
 - (i) the nominee's full name;
 - (ii) the nominee's Membership number of the Club;
 - (iii) a profile of no more than 100 words describing the nominee's involvement in Club activities and the experience and skills the nominee will bring to the role of Director of the Club; and
 - (iv) a recent passport style photograph of the nominee.
- (c) The CEO must immediately after the time set down for the closing of nominations, post the names of the candidates on the notice board of the Club.
- (d) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected.
- (e) If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be casual vacancies and such vacancies may be filled in accordance with Rule 27.10.

- (f) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed elected.
- (g) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (h) The Board shall appoint a Returning Officer to take charge of the ballot. The Returning Officer may appoint up to four (4) assistant Returning Officers who may be Members of the Club, provided that no person who is a candidate or the proposer or seconder of a candidate shall be an assistant Returning Officer.
- (i) The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of returned ballot papers and the counting of votes after the ballot is closed and shall report the result of the ballot to the chair of the Annual General Meeting;
- (j) The ballot for the election for the Board shall be open during such times as the Board shall from time to time determine provided that:
 - (i) the ballot shall be open for at least three (3) days, at times specified by the Board, prior to the commencement of the Annual General Meeting; and
 - (ii) the ballot shall close no later than 9pm on the day prior to the date of the Annual General Meeting; and
 - (iii) Notice of the times when the ballot will be open will be included in the notice of Annual General Meeting that is sent to Members.
- (k) The position of the names of candidates on the ballot paper shall be determined by lot by the Returning Officer in the presence of the Assistant Returning Officers;
- (l) Any Member who wishes to vote in the election of the Board before the Annual General Meeting must attend at the Club during the times when the ballot is open when, upon a request to the Returning Officer, the Member shall be given a ballot paper by the Returning Officer.
- (m) A Member of the Club shall mark the ballot paper in accordance with instructions from the Returning Officer appearing on the ballot paper.
- (n) The Returning Officer shall give to each assistant Returning Officer reasonable notice of the time and place for the examination of ballot papers and the counting of the ballot;
- (o) The Returning Officer shall first examine each ballot paper and any invalid ballot papers shall be discarded from the ballot but shall not be destroyed;
- (p) The decision of the Returning Officer as to the validity of any ballot paper shall be final;
- (q) After the ballot papers have been examined they shall be counted and the candidate for each position with the highest number of votes shall be elected.
- (r) If there shall be an equality of votes for any candidates then the Returning Officer, with the assistance of the assistant Returning Officers shall determine by lot the candidate or candidates who is, or are, to be elected;
- (s) After the Returning Officer has reported the result of the ballot to the chair of the Annual General Meeting the chair shall forthwith announce the result to the meeting.
- (t) The Board may make By-Laws not inconsistent with this Constitution in relation to the procedures for the conduct of the ballot.

- (u) Any candidate for election will be entitled to submit to the CEO a statement in writing stating:
 - (i) those qualifications and/or experience that the candidate has and which the candidate considers relevant to the position of a Director of the Club;
 - (ii) that candidate's reasons for seeking election as a Director of the Club, provided the statement referred to in paragraphs (i) and (ii) of this subrule (u) is:
 - (A) restricted to a length determined by the CEO;
 - (B) does not in the opinion of the CEO contain any material that is defamatory or offensive; and
 - (C) delivered to the CEO of the Club with the candidate's nomination form.
- (v) The statement shall be printed and copied at the expense of the Club and copies shall be displayed on the Club notice board and be made available to any Member who requests to receive copies of the statements.
- (w) 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 27. Any By-Law so made, may be set aside by resolution of the Club at a general meeting subject to the Notice of intention to propose such resolution having been given.
- (x) A person must not canvass for votes (on their own behalf or on behalf of another person) or distribute "how to vote" material relating to a Board election within the Club's premises, or within twenty five (25) metres of any entry to the Club's premises, or any other property accredited to conduct elections within the Club's premises or any other property owned or occupied by the Club.

27.4 Mandatory training

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 RCA.

27.5 Removal of Director

- (a) The Club may remove a Director by resolution at a general meeting.
- (b) At least two (2) months' notice must be given to the Club of the intention to move a resolution to remove a Director at a general meeting and the provisions of Section 203D of the Corporations Act shall be followed in relation to that meeting.
- (c) If notice of intention to move a resolution to remove a Director at a general meeting is received by the Club, a Director must be given a copy of the notice as soon as practicable.
- (d) The Director must be informed that the Director:
 - (i) may submit a written statement to the Club for circulation to the Members before the meeting at which the resolution is put to a vote; and
 - (ii) may speak to the motion to remove the Director at the general meeting at which the resolution is to be put to vote.
- (e) At least twenty one (21) days' notice must be given to the Members of a general meeting at which the resolution for the removal of a Director is proposed. The notice must set out the proposed resolution and the grounds for the proposed resolution.

27.6 Cessation of Directorship

A person ceases to be a Director and the office of Director is vacated if the person:

- (a) is removed from office as a Director by a resolution of the Club at a general meeting;
- (b) resigns as a Director in accordance with this Constitution;
- (c) if the person is of unsound mind or is subject to assessment or treatment under any mental health law and the Board resolves that the person should cease to be a Member;
- (d) dies;
- (e) is disqualified from acting as a Director under the Corporations Act including without limitation Section 206B of the Corporations Act;
- (f) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Corporations Act, the RCA or the Liquor Act;
- (g) becomes an employee of the Club;
- (h) fails to complete the mandatory training requirements for Directors as required by the RCA within the prescribed period (unless exempted);
- (i) ceases to be a Member of the Club; or
- (j) is absent from Board meetings for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the Director's Office should be vacated.

27.7 Code of Conduct

- (a) If it is alleged that a Director has breached the Code of Conduct then the Board may investigate the matter in accordance with its powers in Rule 6.7(b) and/or refer that Director to the Disciplinary Committee in which case the procedures in Rules 22, 23 and 24 apply.
- (b) In addition to Rule 31.6, a person ceases to be a Director and the Office of Director is vacated if the person ceases to be a Member as a result of the action taken by the Disciplinary Committee.

27.8 Rotation of Directors

- (a) A retiring Director is eligible for re-appointment.
- (b) Unless a resolution is passed to appoint some other person to fill the office of Director to be vacated by the retiring Director, a retirement by rotation at a general meeting does not become effective until the end of the meeting.

27.9 Resignation of Directors

A Director may resign from the office of Director by giving notice of resignation to the Club at its registered office.

27.10 Casual vacancy

The Board may at any time appoint any Full Member who is otherwise qualified to be nominated for election to a position on the Board, to fill any casual vacancy. Any person appointed to fill a

casual vacancy under this Constitution holds office until the next Annual General Meeting (at which they must retire but will be eligible for re-election).

28. POWERS AND DUTIES OF BOARD

- (a) The Directors must abide by the Code of Conduct which is proposed and adopted by the Board from time to time.
- (b) Subject to this Constitution and the Corporations Act, the activities of the Club are to be managed by, or under the direction of, the Board.
- (c) The Board must hold a meeting of the Board at least once in each quarter of the year, being each period of three (3) months ending 31 March, 30 June, 30 September and 31 December, and minutes of all proceedings and resolutions of the Board shall be kept and entered in a book provided for the purpose.
- (d) Subject to this Constitution and the Corporations Act, the Board may exercise all powers of the Club that are not required to be exercised by the Club in a general meeting.
- (e) The Board may delegate any of its powers to:
 - (i) a Director;
 - (ii) a committee of Directors;
 - (iii) an employee of the Club;
 - (iv) any other person; or
 - (v) any combination thereof.The Board shall also have the power from time to time to revoke any such delegation.
- (f) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may from time to time impose.
- (g) The President shall be ex officio a member of all such committees and may nominate a Director to represent him or her on such committees.
- (h) Any committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chair of the meeting shall have a second and casting vote.
- (i) 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 28 or by any By-Law made by the Board pursuant to this Rule 28.
- (j) 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.

29. NEGOTIABLE INSTRUMENTS

All negotiable instruments and all receipts for money paid to the Club must be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Board may determine.

30. BENEFITS, REMUNERATION AND HONORARIUM

30.1 Benefits

- (a) Subject to the provisions of section 10(6) and section 10(6A) of the RCA, a Member, whether or not he or she is a Director or a member of any committee of the Club shall not be entitled to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full Member of the Club.
- (b) Subject to the provisions of section 10(7) of the RCA, a person, other than the Club or its Members, shall not be entitled 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.

30.2 Remuneration of Director

- (a) 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.
- (b) Subject to Rule 30.3, nothing in this Constitution shall prevent the payment:
 - (i) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club; or
 - (ii) in good faith of reasonable and proper remuneration to any Member of the Club in return for services actually rendered;
 - (iii) 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; or
 - (iv) of reasonable and proper rent for premises demised or let by any Member to the Club.

30.3 Honorarium

- (a) 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:
 - (i) an honorarium in accordance with section 10(6)(b) of the RCA; or
 - (ii) repayment of out of pocket expenses in accordance with section 10(6)(d) of the RCA.
- (b) Any honorarium must be approved by the Members at a general meeting of Members.
- (c) All out of pocket expenses must be approved by the Board.

31. BOARD MEETINGS

31.1 Convening meetings

- (a) In the ordinary course, the CEO will convene Board meetings in accordance with the determinations of the Board.
- (b) A Director may at any time convene a Board meeting by notice to the other Directors.

31.2 Notice of meetings

- (a) Reasonable notice of each Board meeting must be given to the Directors and each alternate entitled to receive notice (if any).
- (b) Each notice must state:
 - (i) the date, time and place (or places) of the Board meeting;
 - (ii) the general nature of the business to be conducted at the Board meeting; and
 - (iii) any proposed resolutions.

31.3 Omission to give notice

No resolution passed at or proceedings at any Board meeting will be invalid because of any unintentional omission or error in giving or not giving notice of:

- (a) that Board meeting;
- (b) any change of place (or places) of that Board meeting;
- (c) postponement of that Board meeting; or
- (d) resumption of that adjourned Board meeting.

31.4 Meetings using technology

- (a) A meeting of the Board may be called or held using any electronic means consented to by all the Directors but only if a person that speaks at the meeting can be heard by the other persons attending and the Directors attending, as a whole, have a reasonable opportunity to participate in the meeting.
- (b) The consent may be a standing one and a director may only withdraw his or her consent within a reasonable period before the meeting.
- (c) The Board may allow for Directors to vote at such meetings in person or by electronic means.

31.5 Quorum at meetings

A quorum at a Board meeting is at least a majority of the Directors present.

31.6 Chair of meetings

- (a) The chair will be the President.
- (b) If the chair is not present within thirty (30) minutes after the time appointed for a Board meeting or if the chair is unwilling or unable to act as chair for the whole or any part of that Board meeting, the Directors present may elect a Director present to chair that Board meeting.

31.7 Passing resolutions at meetings

- (a) A resolution of the Board must be passed by a majority of the votes cast by the Directors entitled to vote on the resolution.
- (b) Each Director present in person or by alternate is entitled to vote and has one vote.

31.8 Casting vote

If on any resolution an equal number of votes is cast for and against a resolution, the chair has a casting vote in addition to any vote cast by the chair as a Director.

31.9 Conduct of meetings

The chair of each Board meeting has charge of conduct of that meeting, of the procedures to be adopted and the application of those procedures at that meeting.

31.10 Written resolutions

The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document, with each document to be identical to each other document.

31.11 Minutes of meetings

- (a) Within one month after each Board meeting, the Directors must record or cause to be recorded in the minute books:
 - (i) the proceedings and resolutions of each Board meeting; and
 - (ii) all resolutions passed without a Board meeting.
- (b) The chair, or the chair of the next Board meeting, must sign the minutes within one month after the meeting.
- (c) The minute books must be kept at the registered office.
- (d) The Directors may inspect the minute books between the hours of 9.00 am and 5.00 pm on any Business Day. No amount may be charged for inspection.

31.12 Committee meetings rules

The rules of this Constitution relating to meetings (including without limitation, resolutions, virtual meetings and minutes) and proceedings of the Board with any necessary modifications apply to the meeting of any committee of the Board except that a quorum for a meeting of any committee is from time to time to be determined by the Board.

32. SUB-CLUBS

- (a) The Board shall have power to:
 - (i) establish Sub-clubs with such rules (including objects, powers and membership qualifications) as the Board may determine; and
 - (ii) allow Sub-clubs established pursuant to this Rule or those already in existence, to conduct, manage and control any activities for which they were respectively established;
 - (iii) allow Sub-clubs to create By-Laws for the control and regulation of the activities for which they are respectively established;
 - (iv) permit Sub-clubs to adopt a name (provided it be described as a Sub-club of the Club);

- (v) allow Sub-clubs to become affiliated with the bodies controlling the activities for which they were established on such terms and conditions (not inconsistent with this Constitution or the RCA) as such controlling bodies may require and to pay on behalf of the Club participation or affiliation fees to any such controlling bodies or as required by such bodies; and
- (vi) dissolve Sub-clubs at any time.
- (b) Any of the Sub-clubs established pursuant to this Rule or those already in existence must conform to any regulation or restriction that the Board may impose.
- (c) The chair shall be a member of all the committees of any Sub-clubs and may nominate a person or persons to represent him or her on one or more of those committees.
- (d) Subject to the general control and supervision of the Board, each Sub-club may manage its own affairs but shall:
 - (i) make regular reports to the Board (or otherwise as may be required by the Board); and
 - (ii) submit copies of all minutes and records to the Board.
- (e) 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 and the Board at all times retains the right, in its absolute discretion, to impose restrictions and controls in relation to the use of funds in any such bank account and under no circumstances is any Sub-club to invest any monies without the prior written approval of the Board, which can be withheld by the Board in its absolute discretion.
- (f) 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.
- (g) Any disciplinary action in respect of any member of the Sub-club shall be undertaken by the Board of the Club in accordance with Rule 18.

33. BY-LAWS

- (a) The Board may make such By-Laws not inconsistent with this Constitution as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-Laws.
- (b) Without limiting the generality of Rule 33 the Board may regulate:
 - (i) such matters as the Board are specifically by this Constitution empowered to regulate by By-law;
 - (ii) the general management, control and trading activities of the Club;
 - (iii) the control and management of the Club premises;
 - (iv) the conduct of Members and guests of Members;
 - (v) the privileges to be enjoyed by each category of Members;
 - (vi) the relationship between Members and Club employees;
 - (vii) the method and means of holding virtual and electronic meetings, as permitted by this Constitution, and any associated voting at such meetings;

- (viii) the method and means of sending documents in electronic form by electronic communication;
 - (ix) generally, all such matters as are commonly the subject matter of the Constitution or By-Laws or which by the Constitution are not reserved for decision by the Club in general meeting; and
 - (x) any By-Law made under this Rule 33 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 or website.
- (c) The Board shall cause a copy of all By-Laws to be made available to any Member on request and without charge to that Member.

34. REGISTERED CLUBS ACCOUNTABILITY CODE AND DIRECTORS' INTERESTS

34.1 Declaration of interest

- (a) A Director, Top Executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the Director, Top Executive or employee:
 - (i) a material personal interest the Director has in a matter relating to the affairs of the Club,
 - (ii) a personal or financial interest of the Director or Top Executive in a contract with the Club relating to the procurement of goods or services or major capital works,
 - (iii) a financial interest of the Director or Top Executive in a hotel situated within 40 kilometres of the Club's premises,
 - (iv) a gift valued at \$1,000 or more, or remuneration of \$1,000 or more, received by the Director, Top Executive or employee from an affiliated body of the Club (as defined in the Registered Club Accountability Code) or a person or body that has entered into a contract with the Club; and
 - (v) any other matters required to be disclosed by a Director, Top Executive or employee by the RCA or the Corporations Act.
- (b) Subject to 34.1(d), a Director must disclose any matter required to be disclosed by Rule 34.1(a) above within 21 days after the Director becomes aware of the matter by providing written notice of the same to the CEO.
- (c) The CEO must upon receipt of any disclosure made by a Director pursuant to Rule 34.1(b) above forward such disclosure to all other Directors of the Club and the Board must at the next meeting of the Board table such disclosure and record it in the minutes of the Board meeting.
- (d) A notice of a material personal interest must set out:
 - (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the affairs of the Club.
- (e) The Club must keep a register, in an approved form, containing details of the disclosures to the Club made pursuant to Rule 34.1(a) and pursuant to the requirements of the Registered Clubs Accountability Code.

34.2 Prohibition On Directors With Material Interest From Voting

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

34.3 Contracts With Directors or Top Executives

- (a) The Club must not enter into:
 - (i) a contract with a Director or with a company in which a Director or Top Executive of the Club has a pecuniary interest; or
 - (ii) a contract with a Director or Top Executive of the Club,unless the proposed contract is first approved by the Board of the Club.
- (b) A “pecuniary interest” in a company for the purposes of Rule 34.3(a) has the definition given to it by the Registered Clubs Accountability Code.

34.4 Contracts with Secretary and Manager

- (a) Subject to paragraph (b) of this Rule 34.4 the Club must not enter into a contract with:
 - (i) the Secretary or a Manager of the Club; or
 - (ii) any close relative (as defined in the Registered Clubs Accountability Code) of the Secretary or a Manager of the Club;
 - (iii) any company or other body in which the Secretary or a Manager of the Club or a close relative of the Secretary or a Manager of the Club has a controlling interest (as defined in the Registered Clubs Accountability Code).
- (b) Paragraph (a) of this Rule 34.4 does not prevent the Club entering into a contract with any of the above persons which is:
 - (i) a contract of employment as permitted by the RCA;
 - (ii) a result of an open tender process conducted by the Club; or
 - (iii) otherwise permitted by the RCA.

34.5 Employment Contracts with Top Executives

- (a) The Club must ensure that each Top Executive enters into a written contract of employment that deals with:
 - (i) terms of employment;
 - (ii) the role and responsibilities of the Top Executive;
 - (iii) remuneration; and
 - (iv) termination of employment.
- (b) Contracts of employment with Top Executives:
 - (i) will not have any effect until approved by the Board; and

- (ii) must be reviewed by an independent and qualified adviser before approved by the Board.

35. APPOINTMENT OF CEO

35.1 Appointment

- (a) The Club must at any time have one, but not more than one, Secretary who is to be the Chief Executive Officer (CEO) of the Club.
- (b) The Board has the power to appoint a natural person to act as CEO on the terms and for such period as the Board may determine subject to approval of the Authority for the person to act as Secretary of the Club in accordance with section 33 of the RCA.
- (c) The Secretary and any Manager of the Club must comply with any training requirements as required by the Registered Clubs Act or the Regulations.

35.2 Contracts with CEO

- (a) Subject to Rule 35.2(b), the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
 - (i) the CEO; or
 - (ii) any close relative (as defined in the Registered Clubs Accountability Code) of the CEO; or
any company or other body in which the CEO or a close relative of the CEO has a controlling interest (as defined in the Registered Clubs Accountability Code).
- (b) Rule 35.2(a) does not prevent the Club entering into a contract with any of the above persons which is:
 - (i) a contract of employment; or
 - (ii) otherwise permitted by the RCA.

36. REMOVAL AND REMUNERATION OF AUDITOR

36.1 Appointment of Auditor

If required by the Corporations Act, the Club must appoint an Auditor with such appointment and duties of the Auditor regulated in accordance with the Corporations Act.

36.2 Remuneration of Auditor

The remuneration of any Auditor may be determined by the Club at a general meeting. If the remuneration is not determined at a general meeting, it may be determined by the Directors at a Board meeting.

36.3 Removal of Auditor

- (a) The Club may remove any appointed Auditor by resolution at a general meeting.
- (b) At least two (2) months' notice must be given to the Club of the intention to move a resolution to remove any Auditor at a general meeting.
- (c) If notice of an intention to move a resolution to remove any Auditor at a general meeting is received by the Club, the Auditor must be given a copy of the notice as soon as practicable.
- (d) The notice of an intention must also inform any Auditor that the Auditor:
 - (i) may submit written representations to the Club within seven (7) days after receiving the notice and that the Auditor may request the Club to send a copy of the written representations to the Members before the resolution is voted upon; and
 - (ii) may speak at the general meeting or request that the written representations be read at the general meeting at which the resolution is to be put to a vote.

36.4 Auditor's attendance at general meetings

If the Club has appointed an Auditor in accordance with Rule 36.1, the Auditor must be notified of, and may attend, any general meeting. The Auditor is entitled to be heard at any general meeting it attends on any part of the business of the general meeting which concerns the Auditor even if the Auditor has retired at the meeting or the meeting has passed a resolution to remove the Auditor from office.

37. FINANCIAL RECORDS

37.1 Keeping of Financial Records

- (a) The Board must cause written financial records to be kept with respect to the financial affairs of the Club in accordance with the Corporations Act and the RCA including the preparation, 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, and
- (b) provide the financial statements referred to in Rule 37.1(a) above to the Board of the Club; and
- (c) make such financial statements available to the Members of the Club within 48 hours of the statements being adopted by the Board; and
- (d) indicate, by displaying a notice in the form approved by the Secretary of the Department of Industry (NSW) on the Club's premises and on the Club's website (if any), how the Members of the Club can access the financial statements, and
- (e) provide a copy of such financial statements to any Member of the Club or the Secretary of the Department of Planning, Housing and Infrastructure (NSW) on the request (in writing) of the Member or the Secretary of the Department of Planning, Housing and Infrastructure (NSW).

37.2 Annual General Meeting Reporting

The Board shall lay before the Annual General Meeting such reports as prescribed by the Corporations Act from time to time including but not limited to:

- (a) the financial report of the Club; and
- (b) the Directors' report;
- (c) the Auditor's report on the financial report (if the Club is required to appoint an Auditor under the Corporations Act),

in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting.

37.3 Provision of Information to Members

The Board must ensure that the Club complies with all requirements relating to the provision of information to Members of the Club as required by the Registered Clubs Accountability Code including without limitation sections 9 (Provision of information to Members) and 10 (Financial Statements) of the Registered Clubs Accountability Code.

37.4 Directors' access to financial records

Any Director may at any time access and inspect any financial record of the Club.

37.5 Access to financial records after ceasing to be a Director

The Board may determine that any person who is to cease or has ceased to be a Director may continue to have access to and inspect any financial record of the Club relating to the time during which the person was a Director.

38. NOTICES

38.1 General

Any notice, statement or other Communication under this Constitution must be in writing.

38.2 Sending

In addition to any other way allowed by the Corporations Act, a document, including without limitation any notice of or information about, a meeting or election of the Club, the Board or committee of the Club, Communication may be given by the Club to any Member either:

- (a) in physical form:
 - (i) personally delivered; or
 - (ii) by leaving it at, or by sending it by post to, the address of the Member recorded for that member in the Register of Members; or
 - (iii) if Rule 38.4 is satisfied - by sending by post to the address of the Member

recorded for that Member in the Register of Members sufficient information in physical form to allow the member to access the document electronically; or

- (b) in electronic form:
 - (i) if Rule 38.4 is satisfied - by sending the document in electronic form by means of an electronic communication; or
 - (ii) if Rule 38.4 is satisfied - by sending the Member sufficient information in electronic form, by means of an electronic communication, to allow the member to access the document electronically; or
 - (iii) if Rule 38.4 and Rule 38.5 are satisfied - by making the document readily available in electronic form on a website.

38.3 Receiving

Where a document is:

- (a) is given personally, the notice is taken to have been given to the Member on that day.
- (b) sent by post to a member in accordance with Rule 38.2 the document shall be deemed to have been received by the member:
 - (i) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (ii) in any other case, on the third (3rd) day following that on which the notice was posted.
- (c) sent by electronic means in accordance with Rule 38.2 the document shall be deemed to have been received by the member:
 - (i) in the case of an electronic communication which leaves an information system under the control of the Club or of the party who sent it on behalf of the Club, the day after it leaves such information system; and
 - (ii) in the case of an electronic communication which has not left an information system under the control of the Club or of the party who sent it on behalf of the Club, the day that such document was sent by the information system.

38.4 Accessible

This Rule is satisfied if, at the time a document is sent, it is reasonable to expect that the document would be readily accessible as to be useable for subsequent reference.

38.5 Available on Website

This Rule is satisfied if the document:

- (a) is a report mentioned in section 314 of the Corporations Act (annual financial reporting

by companies, registered schemes and disclosing entities to members); or

- (b) is in a class of documents specified in regulations made for the purpose of section 110D(3)(b) of the Corporations Act.

38.6 After Hours Communication

If a communication is given:

- (a) after 5.00 pm in the place of receipt; or
- (b) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt, it is taken as having been given at 9.00 am on the next day which is not a Saturday, Sunday or bank or public holiday in that place.

39. INDEMNITY AND INSURANCE

39.1 Indemnity

- (a) To the extent permitted by the Corporations Act and subject to the Corporations Act, the Club may indemnify each officer or any person who has been an officer of the Club out of the assets of the Club against any liability, loss, damage, cost or expense incurred or to be incurred by the officer in or arising out of the conduct of any activity of the Club or in or arising out of the proper performance of the officer's duties including any liability, loss, damage, cost, charge and expense incurred by that officer in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by the officer in which judgment is given in the officer's favour or in which the officer is acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the court to the officer.
- (b) This indemnity is not intended to indemnify any officer in respect of any liability in respect of which the Club must not give an indemnity, and should be construed and, if necessary, read down accordingly.

39.2 Documenting indemnity

The Club may enter into an agreement containing an indemnity in favour of any officer. The Board will determine the terms of the indemnity contained in the agreement.

39.3 Insurance

- (a) To the extent permitted by the Corporations Act and subject to the Corporations Act, the Club may pay any premium in respect of a contract of insurance between an insurer and an officer or any person who has been an officer of the Club in respect of the liability suffered or incurred in or arising out of the conduct of any activity of the Club and the proper performance by the officer of any duty.
- (b) If the Board determines, the Club may execute a document containing rules under which the Club agrees to pay any premium in relation to such a contract of insurance.

40. WINDING UP

- (a) If the Club has any assets after all its debts and liabilities are paid or discharged and it is about to be wound up or dissolved, then:
 - (i) those assets must not be transferred to, paid to, or distributed among, the Members; and
 - (ii) rather, those assets must be given, or transferred, to another organisation that has similar aims to those of the Club, and which is required to apply its income and assets to promoting those aims, and is prohibited by its Constitution from paying or distributing its income and assets amongst its members to an extent at least as great as the prohibition imposed on the Club by this Constitution.
- (b) The organisation or organisations referred to above must be determined by:
 - (i) the Full Members in general meeting (by ordinary resolution) at or before completion of the dissolution of the Club; or
 - (ii) the Supreme Court of New South Wales.

41. EXECUTION OF DOCUMENTS

The Club may execute a document (including a deed) if that document is signed by:

- (a) two (2) members of the Board; or
- (b) one (1) member of the Board and the Secretary.

42. AMENDING THIS CONSTITUTION

This Constitution can only be amended by way of a Special Resolution passed at a general meeting of the Members of the Club with Ordinary Members and Life Members being the only Members eligible to vote on any Special Resolution to amend this Constitution.

43. SPECIFIC LEGISLATION PREVAILS

- (a) This Constitution is subject to the provisions of the RCA, the Corporations Act, and if there is any inconsistency then to the extent necessary to conform with any mandatory provision of that legislation or any other legislation, then the provisions of the legislation prevail over the provisions of this Constitution and this Constitution must be read and applied with the minimum necessary changes to conform with the mandatory provisions of legislation.
- (b) If any part of this Constitution becomes unlawful under the provisions of the RCA, the Liquor Act or the Gaming Machines Act then this Constitution must be read as if the unlawful part is not part of this Constitution. This does not limit Rule 43(a).