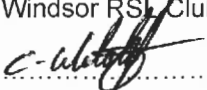


I, Chris Whiteley, General Manager, certify that this and the following 28 pages is a true and correct copy of the Constitution of Windsor RSL Club Ltd as amended by Special Resolution passed at the Annual General Meeting of Windsor RSL Club Limited held on 31 August 2025.

  
Chris Whiteley  
Chief Executive Officer/Secretary

Date

04/09/2025

## CORPORATIONS ACT

**A Public Company Limited by Guarantee  
and not having a Share Capital**

## CONSTITUTION

of

**WINDSOR RSL CLUB LTD**

**ACN 000 811 290**

## NAME

1. The name of the Club is "Windsor RSL Club Ltd".

## DEFINITIONS

2. In this Constitution, unless the context otherwise requires:

**"Act"** means the *Corporations Act 2001* (Cth).

**"Australian Defence Force"** includes the armed forces of the Commonwealth, however described.

**"authorised person"** has the meaning given by the Liquor Act.

**"Authority"** means the Independent Liquor & Gaming Authority or any body or person which replaces it or exercises its functions.

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

**"By-law"** means and includes regulations.

**"Business Day"** means any day except Saturday, Sunday or a bank or public holiday in New South Wales.

**"Club"** means Windsor RSL Club Ltd.

**"Club Licence"** means a club licence under Section 10 of the Liquor Act.

**"Club member"** means a person elected to that class of membership in accordance with this Constitution.

**"Club Notice Board"** means a noticeboard located on the Club's premises on which notices are displayed for the information of members.

**"Constitution"** means and includes these Rules.

**"Director"** means a director of the Club duly elected or appointed to the Board.

**"Full member"** means a person who is an Ordinary member or Life member of the Club.

**"Golfing member"** means a member who chooses to pay golf membership.

**"Junior member"** means a person elected to that class of membership in accordance with this Constitution.

**"Life member"** means a person who is currently listed on the Club's membership register as a Life member or who has been duly elected to Life membership in accordance with Rule 27.

**"Liquor Act"** means the *Liquor Act 2007* (NSW).

**"Ordinary member"** means a member of the Club other than a Life member, Honorary member, Temporary member or Provisional member.

**"Patron"** means a person appointed in accordance with Rule 61 of this Constitution.

**"Registered Clubs Act"** means the *Registered Clubs Act 1976* (NSW).

**"RSL"** means the Returned and Services League of Australia.

**"RSL member"** means a person elected to that class of membership in accordance with this Constitution.

**"RSL or Services Club"** means:

- (a) an RSL, Services, Ex-services, Memorial, Legion or other similar club that is a registered club; or
- (b) a registered club that has objects similar to, or that has amalgamated with, a club of the kind referred to in paragraph (a).

**"Secretary"** has the meaning given by Section 4 of the Registered Clubs Act and includes the Chief Executive Officer, Acting Chief Executive Officer, General Manager, Acting General Manager, Secretary Manager, Acting Secretary Manager, Honorary Secretary or Acting Honorary Secretary.

**"Special Resolution"** has the same meaning as in the Act.

**"State RSL"** means the Returned and Services League of Australia (New South Wales Branch) Incorporated.

**"Windsor Golf"** means Windsor Country Golf Club Limited ACN 000 386 872, being the registered club that existed prior to its amalgamation with the Club.

## **INTERPRETATION**

3. In this Constitution, unless the context otherwise requires:
- (a) a reference to:
    - (i) one gender includes the others;
    - (ii) the singular includes the plural and the plural includes the singular;
    - (iii) a day or a month means a calendar day or calendar month;
    - (iv) 'writing' or 'written' includes modes of reproducing or representing words in a visible form;
    - (v) legislation includes but is not limited to a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument under it;
  - (b) the meaning of any general language is not restricted by any accompanying example, and the words 'includes', 'including', 'such as', 'for example' or similar words are not words of limitation;
  - (c) headings and the index are for convenience only and do not form part of this Constitution or affect its interpretation.

## **REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT**

- 4. The "replaceable rules" contained in the Act are excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.
- 5. The Club is established for the objects set out in this Constitution.
- 6. The Club shall be a non-proprietary Club.
- 7. Subject to the provisions of Sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a Director or a member of a committee of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
- 8. Subject to the provisions of Section 10(1)(j), Section 10(7), and any other applicable section of the Registered Clubs Act, only the Club and its members are entitled to derive, directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the licensed premises of the Club.
- 9. The Secretary, or an employee, or a member of the Board or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- 10. An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
- 11. Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this Rule does not apply in respect of the sale, supply or disposal of liquor to any person

at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.

12. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
13. A person under the age of 18 years shall not use or operate gaming machines on the premises of the Club.

### **OBJECTS**

14. The objects for which the Club is established are:
  - (a) to provide for members and their guests a social and sporting club and to afford to members and their guests the usual privileges, advantages, convenience and accommodation of a registered club;
  - (b) to support the Windsor sub-Branch of the RSL NSW or its successor;
  - (c) to promote and support such charities, societies, organisations and appeals as the Club may decide to support;
  - (d) to promote community activities for the betterment of the Hawkesbury and surrounding areas;
  - (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, hire, lease or otherwise dispose of any property of the Club;
  - (g) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques, warrants or other negotiable or transferable instruments;
  - (h) to give any guarantee or enter into any bond in connection with the affairs of the Club and indemnify any person or persons who may incur or have incurred any personal liability for the benefit of the Club;
  - (i) to apply for and hold a Club Licence and any other licences, certificates or permits as may be required or available under law;
  - (j) to subscribe to and become a member of and co-operate with any other club, association or organisation whether incorporated or not whose objects are altogether or in part similar to those of the Club, if such club, association or organisation prohibits the distribution of its income and property amongst members to an extent at least as great as those imposed on the Club under or by virtue of rule 15 of this Constitution;
  - (k) to acquire membership of and to arrange for the representation of the Club on any corporation or body formed for the purpose of promoting the interests of the clubs;
  - (l) to amalgamate with, or otherwise acquire the business and assets of, any other registered club, company, institution or association;
  - (m) to promote health and well-being initiatives in the Hawkesbury;
  - (n) to promote youth sport in the Hawkesbury for the development of mind and body;
  - (o) to encourage the growth and prosperity of the Hawkesbury region;

- (p) to carry on all such activities as may be necessary or convenient for the objects of the Club or any of them; and
- (q) to do all other lawful acts, deeds, matters and things and enter into and make such arrangements as may be incidental or conducive to the attainment of the objects of the Club,

and in the interpretation of this Rule the meaning and effect of any object is not restricted by any other object, each object is to be construed and have effect as an independent power, and this Rule is to be construed so as to widen and not restrict the powers of the Club.

### **INCOME AND PROPERTY**

15. The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Club, provided:
- (a) that nothing prevents the payment in good faith of:
    - (i) interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member; or
    - (ii) remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club;
  - (b) further, that no member of the Board or of any committee of the Board shall be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee, and, no remuneration shall be given by the Club to any member of the Board or of any committee; and
  - (c) further, that nothing in this Rule shall be construed as preventing:
    - (i) the payment of an honorarium in respect of special honorary services rendered to the Club;
    - (ii) the repayment of out-of-pocket expenses; or
    - (iii) payment of interest on money lent, or hire of goods, or rent for premises demised to the Club.

### **WINDING UP**

16. The liability of the members of the Club is limited.
17. Each member of the Club undertakes to contribute to the assets of the Club in the event of the Club being wound up during the time that he or she is a member, or within 1 year after he or she ceases to be a member, for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$4.
18. If upon winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property, that property must not be paid to or distributed among the members of the Club but must be given or transferred to:

- (a) another entity or entities having similar objects to those of the Club and the rules of which prohibit the distribution of income and property among the members to an extent at least as great as imposed on the Club under this Constitution; and
  - (b) if effect cannot be given to Rule 18(a), to one or more charitable objects.
19. The entity or entities, or charitable object or objects, to which distribution is made under Rule 18(a) will be:
- (a) determined by the members in General Meeting at or before the time of the winding up or dissolution of the Club; or
  - (b) if the members do not make such a determination, determined by a court of competent jurisdiction.

### **MEMBERSHIP**

20. A person must not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member, Temporary member or Provisional member.
21. A person who is under the age of 18 years must not be admitted to any class of Ordinary membership unless admitted as a Junior member of the Club.
22. The persons who at the date of the Special Resolution adopting this Constitution are entered in the register of Full members of the Club and such other persons as the Board admits to membership in accordance with this Constitution, are the members of the Club.
23. Unless and until otherwise determined by the Board, Ordinary membership of the Club consists of the following classes:
- (a) RSL member.
  - (b) Club member.
  - (c) Golfing member.
  - (d) Junior member.
24. The Board may by way of By-law from time to time, create sub-categories of Golfing membership or Junior membership and set out the specific social and playing rights and privileges for each such sub-category.
25. All persons who, as at the date on which the Authority transferred the Club Licence of Windsor Golf to the Club:
- (a) were financial Full members of Windsor Golf; and
  - (b) whose names were entered into the register of members of Windsor Golf,
- shall, for the purposes of Section 17AC(2) of the Registered Clubs Act, be identified in the Club's Register of Members as 'Windsor Golf members'.

### **ELIGIBILITY FOR ORDINARY MEMBERSHIP**

26. The requirements for eligibility of persons for election to the following classes of Ordinary membership are:

(a) **RSL member**

Any person who is a financial member of the Windsor sub-Branch of the State RSL who makes application for membership in this class in accordance with this Constitution.

(b) **Club member**

Any person who is at least 18 years of age, who is not eligible to be elected as an RSL member, and who makes application for membership in this class in accordance with this Constitution.

(c) **Golfing member**

Any person who is at least 18 years of age, who is not eligible to be elected as an RSL member, and who makes application for membership in this class in accordance with this Constitution.

(d) **Junior member**

Any person who:

- (i) is under 18 years of age;
- (ii) who satisfies the Board that the person has an interest in taking active part in the sporting activities of the Club on a regular basis;
- (iii) from whose parent or guardian the Board receives written consent to that person becoming a Junior member of the Club and taking part, in the sporting activities of the Club; and
- (iv) who in the opinion of the Board is suitable to be elected to Junior membership.

**LIFE MEMBERS**

- 27. A person may, in recognition of their outstanding service to the Club, be elected to Life membership of the Club at an Annual General Meeting in accordance with Rule 28.
- 28. In order for a person to be elected as a Life member of the Club:
  - (a) the person must have been an Ordinary member of the Club for a continuous period of at least 10 years;
  - (b) the person must be nominated and seconded for Life membership by 2 financial Full members (excluding Junior members) of the Club;
  - (c) the nomination must be approved by the Board, and the Board shall refer the nomination to the next Annual General Meeting of the Club; and
  - (d) the nomination must be approved by a resolution of at least a 75% majority of those members present and voting on the resolution at that Annual General Meeting,
- 29. Each Life member shall be relieved of any obligation or liability to pay an entrance fee or annual subscription and will otherwise have the rights and obligations of the class of Ordinary membership to which the person belonged prior to their election to life membership.

## **RIGHTS OF MEMBERS**

30. Financial RSL members, Club members, Golfing members, and Life members are (subject to any further restrictions in this Constitution including under Rule 31) entitled to:
- (a) attend or to vote on any matter at any General Meeting;
  - (b) vote at the election of the Board; and
  - (c) be nominated for, elected to and hold office on the Board.
31. Any Golfing member who was a member of Windsor Golf but not also a member of the Club prior to the date of the amalgamation with Windsor Golf in 2021 will not be eligible, to:
- (a) nominate for, be elected to or hold office on, the Board of the Club for a period of five (5) years from 17 September 2021 (being the date on which the Authority transferred the Club Licence of Windsor Golf to the Club);
  - (b) vote on a Special Resolution for a period of five (5) years from 17 September 2021 (being the date on which the Authority transferred the Club Licence of Windsor Golf to the Club); or
  - (c) transfer to another class of membership of the Club unless they have been a member of the Club for five (5) continuous years.
32. No member who is a former employee of Windsor Golf will be eligible to nominate for, be elected to or hold office on the Board of the Club for a period of five (5) years from 17 September 2021 (being the date on which the Authority transferred the Club Licence of Windsor Golf to the Club), or for a period of five (5) years from the date of any person's cessation of employment with either the Club or Windsor Golf (whichever occurs later).
33. Junior members are only entitled to those playing privileges, facilities and amenities of the Club as determined by the Board from time to time subject to the Registered Clubs Act, but shall not be entitled to:
- (a) attend or to vote on any matter at any General Meeting;
  - (b) vote at the election of the Board; and
  - (c) be nominated for, elected to and hold office on the Board.
34. Each member who is entitled to vote has 1 vote on a show of hands or on a poll.
35. The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.
36. Not used.

## **HONORARY MEMBERS**

37. The following persons may be admitted as Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (a) the Patron or Patrons for the time being of the Club;
  - (b) any prominent citizen or local dignitary visiting the Club;

- (c) any person attending the Club premises who produces evidence that the person is a serving member of the Australian Defence Force, and that person is taken to have been admitted as an Honorary member of the Club for the day the person so attends the Club premises; and
  - (d) a former member of the Australian Defence Force who produces evidence that the person is a service member of the RSL and a member of at least one other RSL or Services Club, and that person is taken to have been admitted as an Honorary member of the Club for the day the person attends the Club premises.
38. Honorary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and are not entitled to vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club, to nominate persons for membership of the Club, or to participate in the management, business and affairs of the Club in any way.
39. The Board has power to cancel the membership of any Honorary member without notice and without being required to give reasons.
40. When Honorary membership is conferred on any person, except persons admitted under Rule 37(c) and 37(d), the particulars must be recorded in the relevant Club register of Honorary members as required by the Registered Clubs Act.

#### **TEMPORARY MEMBERS**

41. The following persons may be admitted as Temporary members of the Club in accordance with procedures established by the Board from time to time:
- (a) a person whose permanent place of residence is in New South Wales. Subject to any minimum distance as may be prescribed from time to time by the Registered Clubs Act, the Board may from time to time determine by By-law a minimum distance of the person's permanent residence from the Club's premises for a person to qualify for Temporary membership under this Rule 41(a);
  - (b) a full member (as defined in the Registered Clubs Act) of any other registered club and which has objects similar to those of the Club;
  - (c) a full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day; and
  - (d) an interstate or overseas visitor.
42. Temporary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club, to nominate any person for membership of the Club, or to participate in the management, business and affairs of the Club in any way.
43. A person under the age of 18 years must not be admitted as a Temporary member of the Club, other than pursuant to Rule 41(c).
44. A person may be admitted as a Temporary member for a period of up to, but not exceeding, 7 consecutive days (or for such longer period as the Authority may approve in writing).

45. When Temporary membership is conferred on a person, the particulars must be recorded in the Club's register of Temporary members as required by the Registered Clubs Act.
46. The Board has power to cancel the membership of any Temporary member without notice and without being required to give reasons.

### **ELECTION OF MEMBERS**

47. A person must not be admitted as an Ordinary member of the Club unless that person is elected to membership at a meeting of the Board or a duly appointed election committee of the Club by a majority of the Board or election committee members present and voting, the names of those members present and voting at that meeting being recorded by the Secretary. The Board may reject any application for membership without assigning any reason for such rejection.
48. A candidate for Ordinary membership of the Club must make application in accordance with this Constitution and the Registered Clubs Act.
49. Each application for membership made pursuant to this Constitution must be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name and address of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club. The application form must be signed by the candidate.
50. The Secretary must cause the name of the candidate to be displayed on the Club Notice Board or in some other conspicuous place in the Club's premises for a continuous period of not less than 1 week before the election of the candidate as a member of the Club, and an interval of at least 2 weeks must elapse between the proposal of a candidate for election and the candidate's election.
51. A copy of this Constitution must be supplied to a member on request being made to the Secretary and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or any lesser fee determined by the Board.

### **PROVISIONAL MEMBERSHIP**

52. Any person who has lodged with the Secretary an application form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club 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.
53. Should a person who is admitted as a Provisional member not be elected to Ordinary membership of the Club within 8 weeks from the date of lodging the application form with the Secretary or should that person's application for membership be refused (whichever is sooner), that person shall immediately cease to be a Provisional member of the Club and the entrance fee and subscription submitted with the application form must be promptly returned to that person.
54. Provisional members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club, to nominate any person for membership of the Club, or to participate in the management, business and affairs of the Club in any way.

### **ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES**

55. Members subscriptions shall be paid annually or, if the Board so directs and approves, by quarterly or half-yearly instalments and in advance or for more than one year in advance. The time and manner of payment and all other matters pertaining to subscriptions not especially provided for by this Constitution, shall be as prescribed by the Board from time to time.
56. The entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club shall be such as the Board may from time to time prescribe.
57. Honorary members and Temporary members may be relieved by the Board of any obligation to pay entrance fees or subscriptions.
58. A member is unfinancial if the member's subscription or any part of it, or any other money or part of it owing by the member to the Club, remains unpaid after the due date for payment. Such a member is, and remains, unfinancial and is suspended from all privileges of membership of the Club until payment in full of the amount owing.
59. If a member's subscription or any part of it, or any other money or part of it owing by the member to the Club, remains unpaid 30 days after the due date for payment (or any later date permitted by the Board in its discretion), the member is from that date debarred from all privileges of membership and immediately ceases to be a member of the Club. The provisions of Rule 64 will not apply to any procedure taken pursuant to this Rule.
60. The Board has power to make charges and levies on Ordinary members for general or special purposes.

### **PATRONS**

61. The members in General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting. A Patron may resign in writing to the Club, such resignation to take effect when received by the Secretary. The members in General Meeting may remove a Patron from time to time upon a recommendation being made by the Board to the meeting.

### **ADDRESSES OF MEMBERS**

62. A member must advise the Secretary of any change in his or her address for service.

### **REGISTERS OF MEMBERS AND GUESTS**

63. The Club must keep registers of Full members, Honorary members (except persons admitted under Rules 37(c) and 37(d)), Temporary members and persons of at least 18 years of age who enter the Club premises as guests of members, in accordance with the requirements of the Registered Clubs Act and the Act.

### **DISCIPLINARY PROCEEDINGS**

64. If a member refuses or neglects to comply with any provision of this Constitution or any By-law, or is in the opinion of the Board or the Board's duly constituted disciplinary committee, guilty of any conduct prejudicial to the interests of the Club, or guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board or the disciplinary committee shall have power to reprimand, suspend from all or any privileges of membership for such period as it considers fit, expel or accept the resignation of such member and to remove the person's name from the register, provided that:

- (a) The member must be notified of any charge against the member pursuant to this Rule in writing at least 14 days before the meeting of the Board or disciplinary committee at which such charge is to be heard. The notice must set out the matters giving rise to the charge.
  - (b) A member who is issued with a notice of charge under this Rule may be immediately suspended from any or all of the privileges and facilities of the Club until the matter is determined by the Board or disciplinary committee. The member must be given written notice of any such suspension, which may be included in the notice of charge referred to in Rule 64(a).
  - (c) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in his or her defence.
  - (d) No resolution by the Board or disciplinary committee to reprimand, suspend, or expel, a member is deemed to be passed unless at least a majority of the members of the Board or disciplinary committee present vote in favour of such resolution.
  - (e) If the member fails to attend such meeting, the charge may be heard and dealt with and the Board or disciplinary committee may decide on the evidence before it, in the member's absence, but having regard to any written representations made to it by the member.
  - (f) If the member attends the meeting, the member must be given an opportunity to address the Board or disciplinary committee in relation to the penalty appropriate to the charge should the Board or disciplinary committee find the member guilty.
  - (g) After the Board or disciplinary committee has considered the evidence before it, it must come to a decision as to the member's guilt or innocence in relation to the charge and, having consideration to any representations made by the member, determine any penalty if the member has been found guilty. Any decision of the Board or disciplinary committee at such meeting or any adjournment of the meeting is final, and the Board or disciplinary committee is not required to assign any reason for its decision.
  - (h) The powers of the Board under this Rule may be exercised by a disciplinary committee appointed by the Board and comprising not less than 3 members of the Board. A quorum of the disciplinary committee is 3 members.
  - (i) The Secretary may assist the Board or disciplinary committee but must not be a member of any disciplinary committee and must not vote.
  - (j) The Board may enquire into any matter that it considers fit, without any charge being laid before it.
  - (k) The Board may, in special circumstances, resolve to allow a member who has been suspended to attend the Club's premises for a specified purpose.
65. The Secretary, or any other authorised person, has the power to require a person to leave, or remove a person from, the premises of the Club if:
- (a) in the opinion of the Secretary or authorised person, the person is intoxicated, violent, quarrelsome, indecent or disorderly;
  - (b) the person's presence on the Club's premises, in the opinion of the Secretary or authorised person, may render the Club or the Secretary liable to a penalty under any applicable law;

- (c) the person has engaged or used any part of the Club's premises for an unlawful purpose;
- (d) the person smokes, within the meaning of the *Smoke-Free Environment Act 2000* (NSW), while on any part of the Club's premises that is a smoke-free area within the meaning of that Act;
- (e) the person uses, or has in his or her possession, while on the Club's premises, any substance that the Secretary or authorised person suspects of being a prohibited plant or a prohibited drug;
- (f) the person is a person whom the Secretary or authorised person, under the conditions of the Club Licence or according to a term (of the kind referred to in Section 134 or Section 136D of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Club's premises; or
- (g) the person 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.

Nothing in this Rule limits Section 77 of the Liquor Act.

66. The rules of natural justice shall not apply in relation to the exercise of the power referred to in Rule 65.
- 66A If a person is refused admission to, removed from, or required to leave the Club's premises or any other property owned or occupied by the Club under Rule 65, the Secretary may immediately suspend that member from any or all privileges of membership for up to six (6) weeks or until any notice of charge issued under Rule 64 is heard and determined by the Board or disciplinary committee (whichever is earlier). A report of such suspension must be made to the Board or its disciplinary committee.

#### **RESIGNATION AND CESSATION OF MEMBERSHIP**

67. A person will immediately cease to be a member if:
- (a) they resign by notice in writing to the Club, in which case such resignation takes effect on the date the notice is given to the Club;
  - (b) they return their membership card to the Club and state (verbally or in writing) that such return constitutes their resignation as a member, in which case such resignation takes effect on the date the card is given to the Club; or
  - (c) they die.
68. Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the register of members, neglecting to pay the entrance fee or subscription or otherwise) upon and by reason of such cessation of membership forfeits all rights as a member of the Club, provided that such person remains liable for any subscription and all arrears of which is due and unpaid at the date of cessation of that person's membership and any other money due by that person at the date of cessation of that person's membership or for which that person is or may become liable under this Constitution.

#### **GUESTS**

69. All Full members have the privilege of introducing guests to the Club.

70. A member must not knowingly introduce as a guest any person who has been expelled from membership of the Club, who is currently suspended from membership, whose application for membership of the Club has been rejected, or, who is a former employee of the Club who was dismissed for misconduct.
71. The Board has power to make By-laws from time to time regulating the terms and conditions on which guests may be admitted to the Club.
72. A member is responsible for the conduct of any guest they introduce to the Club.
73. A guest must at all times remain in the reasonable company of the member who countersigned the entry in the register of guests in respect of that guest. A guest must not remain on the Club's premises any longer than the member who countersigned the entry in the register of guests in respect of that guest.
74. The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to, or remove a guest from, the Club's premises (or any part of it) at any time without notice and without being required to give reason.
75. On each occasion on which a person of at least the age of 18 years enters the Club's premises as the guest of a member, the Club's register of guests must be completed as required by the Registered Clubs Act.
76. A Temporary member may only introduce a guest:
  - (a) who is under the age of 18 years;
  - (b) who, at all times while on the Club premises, must remain in the immediate presence of the Temporary member and must not remain on the Club premises any longer than the Temporary member; and
  - (c) in relation to whom the Temporary member must be a responsible adult.

## THE BOARD

77. The business and affairs of the Club and the custody and control of its funds and property are to be managed by the Board.
78. Subject to Rule 79: the Board shall consist of a President, a Vice President and 5 other Directors.
79. The Board may at any time appoint a Director pursuant to Section 30(1)(b1) of the Registered Clubs Act, provided that the total number of Directors must not exceed any maximum prescribed in accordance with Section 10(1)(k1) of the Registered Clubs Act.
80. Triennial Rule
  - (a) In this Rule:

**"triennial rule"** means this Rule 80 which provides for the election of members of the governing body in accordance with Schedule 4 of the Registered Clubs Act.

**"year"** means the period between successive Annual General Meetings.
  - (b) On and from the election of the Board in 2014, the Board will be elected in accordance with the triennial rule.

- (c) The Directors elected to the Board in 2014 shall be divided into 3 groups, such groups shall be:
  - (i) determined by drawing lots;
  - (ii) nearly as practicable equal in number; and
  - (iii) designated as 'group 1', 'group 2', and 'group 3',and unless otherwise ceasing to hold office under this Constitution, the Directors:
  - (iv) in group 1 shall hold office for 1 year;
  - (v) in group 2 shall hold office for 2 years; and
  - (vi) in group 3 shall hold office for 3 years.
- (d) At each Annual General Meeting held while the triennial rule is in force (other than the Annual General Meeting in 2014) the number of Directors required to fill vacancies on the governing body shall be elected, and shall, unless otherwise disqualified, hold office for 3 years.
- (e) A person who fills a casual vacancy in the office of a member of the Board elected in accordance with this Rule 80 shall, unless otherwise disqualified, hold office until the next succeeding Annual General Meeting.
- (f) The vacancy caused at an Annual General Meeting by a person ceasing to hold office under Rule 80(e) shall be filled by election at the Annual General Meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the Annual General Meeting.
- (g) A person whose term of office as a Director under the triennial rule expires is not for that reason ineligible for election for a further term.

#### **ELECTION OF THE BOARD**

81. Each election of the Board of the Club shall be conducted as follows:

- (a) Each candidate for election to the Board must be nominated in writing by at least 2 financial Full members of the Club, and each nomination, together with a written consent by the candidate, must be lodged with the Secretary at least 7 days prior to the date fixed for the Annual General Meeting in a Board election year.
- (b) The nomination must contain the candidate's name, address, phone number, birth date, Director's Identification Number (**DIN**), and a short CV.
- (c) The Secretary shall post the names of the candidates and their nominators on the Club Noticeboard after the close of nominations.
- (d) Candidates shall be elected using the 'first past the post' system. The positions on the Board up for election at a particular Annual General Meeting will be filled based on the term length of the positions (from the longest term length to the shortest term length) following the order of the total number of votes received (from highest number of votes to the lowest number of votes).
- (e) Candidates can withdraw until the close of nominations.

- (f) The Board will appoint a Returning Officer, and 2 polling officers to assist the Returning Officer, for each Board election. The Returning Officer and each polling officer must not be a candidate for any position on the Board, or be the nominator of any candidate. The Board may appoint a person who is not a member of the Club to be the Returning Officer or a polling officer.
- (g) If the number of candidates duly nominated for any position or positions does not exceed the number required to be elected, the candidates nominated for such position or positions must be declared elected at the Annual General Meeting.
- (h) If the number of candidates nominated for the position or positions exceeds the number required to be elected, a ballot to determine who will be elected to such position or positions must be taken. Such ballot must be conducted by a Returning Officer appointed by the Board, in accordance with this Constitution and the By-laws. If required, the ballot for election of the Board will open 4 days prior to, and close on the day before, the date set down for the Annual General Meeting in that Board election year.
- (i) If an insufficient number of nominations are received for any office on the Board, then those candidates (if any) who were nominated and who are eligible must be declared elected and further nominations may be made orally at the Annual General Meeting for the vacancies then remaining. Where there are more nominations made at the Annual General Meeting than there are vacancies for a position, a ballot will be conducted by the Returning Officer for those positions at that Annual General Meeting.
- (j) If 2 or more candidates for any office on the Board receive an equal number of votes, then a draw for that position will be conducted by the Returning Officer and the candidate whose name is drawn first will be declared elected.
- (k) The Returning Officer's decision in respect of the formality or informality of any vote cast in a Board election is final.
- (l) The President will be elected at each Annual General Meeting as follows:
  - (i) a person elected as a Director in the election of the Board under Rules 81(g) to 81(i) is eligible to stand for election as President;
  - (ii) each candidate for election as President must be nominated by at least 2 financial Full members of the Club and the candidate must consent to such nomination; and
  - (iii) the President will be elected using the 'first past the post system' by ballot conducted at that Annual General Meeting by the Returning Officer.
- (m) The President shall appoint the Vice President from among the Directors, at the first Board meeting after the Annual General Meeting in a Board election year.

82. In addition to any other restriction under this Constitution:

- (a) A member is ineligible to be nominated for, elected or appointed to, or hold a position on, the Board or any committee of the Club, if the person:
  - (i) is not a financial member;
  - (ii) is currently under suspension;

- (iii) was admitted as a member prior to the 2023 Annual General Meeting and has been found guilty of a charge pursuant to Rule 64 in the 3 year period prior to nomination, election or appointment (as the case may be);
  - (iv) was admitted as a member after the 2023 Annual General Meeting and has been found guilty of a charge pursuant to Rule 64 at any time prior to nomination, election or appointment (as the case may be);
  - (v) has at any time been convicted of an indictable offence;
  - (vi) is a former employee of the Club whose services were terminated for misconduct;
  - (vii) has been disqualified from managing a corporation;
  - (viii) has been bankrupt; or
  - (ix) has at any time (including prior to the adoption of this sub-paragraph (ix)) been convicted of an offence under any of the Registered Clubs Act, the Liquor Act, the *Gaming Machines Act 2001* (NSW) or the *Gaming and Liquor Administration Act 2007* (NSW), and which has not been the subject of a successful appeal.
- (b) A member is eligible to be nominated for, elected to or hold office on the Board only if:
- (i) immediately prior to the 2023 Annual General Meeting, the person has been a member of the Club for a continuous period of at least 12 months at the date of nomination, election or appointment (as the case may be); or
  - (ii) immediately prior to the 2024 Annual General Meeting or any subsequent Annual General Meeting, only if the person has been a member of the Club for a continuous period of at least 24 months at the date of nomination, election or appointment (as the case may be).
- (c) A person is eligible to be nominated for, elected as, or hold office as President or Vice President only if:
- (i) immediately prior to the 2023 Annual General Meeting, the person has been a member of the Board for a continuous period of 12 months, at the date of nomination, election or appointment (as the case may be); or
  - (ii) immediately prior to the 2024 Annual General Meeting or any subsequent Annual General Meeting, the person has been a member of the Board for a continuous period of 24 months, at the date of nomination, election or appointment (as the case may be).

83. The Board may from time to time make such By-laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection with it.

#### INDEPENDENT DIRECTORS

84. The Board may at any time appoint a director pursuant to Section 30(1)(b1) of the Registered Clubs Act (**Independent Director**), provided that the total number of Directors must not exceed any maximum prescribed in accordance with Section 10(1)(k1) of the Registered Clubs Act.
85. To be appointed and continue to hold office as an Independent Director, a person must:

- (a) be an Ordinary member of the Club;
  - (b) if the Board in its discretion considers it necessary and appropriate, within six months of being appointed, successfully complete a governance training course or governance training refresher course prescribed by the Board;
  - (c) possess and demonstrate a level of appropriate professional qualifications, training, skills and experience as the Board considers necessary and desirable; and
  - (d) consent in writing to be appointed as an Independent Director.
86. The term of office for an Independent Director is three years from appointment.
87. Rules 82(b) and 82(c) does not apply to persons appointed in accordance with Rule 84.

### **POWERS OF THE BOARD**

88. The business of the Club is to be managed by or under the direction of the Board.
89. Except as otherwise required by the Corporations Act, any other applicable law, or this Constitution, the Board:
- (a) has the power to manage the business and affairs of the Club; and
  - (b) may exercise every right, power or capacity of the Club not, by law or by this Constitution otherwise, required to be exercised by the Club in a General Meeting.
90. The Board may sell, exchange, lease, licence, demise, or otherwise dispose of, all or any of the land or other property or rights to which the Club may be entitled, subject to the Registered Clubs Act.
91. Without derogating from the general powers conferred under this Rule, the Board shall have power from time to time:
- (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such Directors or such Full members of the Club as it may think fit and may revoke such delegation. Any such committee shall conform to any regulation or restriction that may from time to time be imposed upon it by the Board.
  - (b) To delegate any of its powers (other than this power of delegation) to the CEO and/or management of the Club.
  - (c) To enforce the observance of all By-laws in accordance with this Constitution.
  - (d) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit by the Board.
  - (e) To purchase or otherwise acquire for the Club any property rights or privileges at such price and generally on such terms and conditions as it thinks fit.
  - (f) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as it thinks fit, subject to the Registered Clubs Act.
  - (g) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club.

- (h) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
  - (i) To invest and deal with any of the money of the Club not immediately required for the objects of the Club upon such securities and in such manner as it thinks fit and from time to time to vary or realise such investments.
  - (j) To borrow or secure the payment of any sum or sums of money for the objects of the Club and raise or secure the payment of such sum or sums from time to time and in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon or over all or any part of the Club's property both present and future or not so charged, or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
  - (k) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels.
  - (l) To lease, licence, demise, exchange, sell or otherwise dispose of or deal with any land or buildings of the Club or other property or rights to which the Club may be entitled upon such terms as it thinks fit, subject to the Registered Clubs Act.
  - (m) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract of service or for service or otherwise.
  - (n) To set the entrance fees, subscriptions and other fees, charges and levies payable by members.
  - (o) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises.
  - (p) To recommend the amount of honorarium payable to any person in respect of his or her services rendered to the Club and subject to approval by a General Meeting to pay such honorarium.
  - (q) To repay out-of-pocket expenses incurred by any member of the Board or any other person in the course of carrying out his or her duties for the Club.
92. The Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:
- (a) the Club's then current responsible service of alcohol policy;
  - (b) the Club's then current responsible conduct of gaming policy; or
  - (c) any current law.

## **BY-LAWS**

93. The Board may make such By-laws not inconsistent with this Constitution as are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.
94. Without limiting the generality of Rule 93 the Board may regulate:
- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
  - (b) the operations of the club;
  - (c) the control and use of the Club's premises;
  - (d) the control and management of competitions;
  - (e) the conduct of members and guests of members;
  - (f) the playing and social privileges of each category of membership; and
  - (g) the conduct of members in relation to Club employees.
95. Generally, all such matters as are commonly the subject matter of a Constitution or By-laws or made under a Constitution or which by this Constitution are not reserved for decision by the Club in general meeting.
96. Any By-law made under this Constitution shall come into force and has the full authority of a By-law of the Club on being posted upon the Club Notice Board.
97. The Board may at any time amend or rescind any such By-laws.
98. 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.

## **COMMITTEES**

99. The Board may constitute committees comprised of at least 1 Director and including other persons suitable to assist and advise the Board in the discharge of its functions. Board committees will be constituted and act in accordance with resolutions of the Board.
100. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and the chairperson will have a casting vote to be exercised in the case of an equality of votes. The meetings and proceedings of any committee consisting of 2 or more members will be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board so far as they are applicable and are not superseded by any resolution of the Board.
101. The President, or any other Director nominated by the President, has the right to be an ex officio member of any committee.
102. The Board may determine the financial members eligible to participate in such committees, and fix or approve any supplemental subscription or any charge (whether annual or special) for such participation.

103. The Board may pass By-laws for the control and regulation of such committees and also terminate and dissolve any such committees or reconstitute them on a similar or different basis.

### **SUB-CLUBS**

104. Without limiting the general powers conferred by Rule 89, the Board shall have power to:
- (a) establish and dissolve sub-clubs with such rules (including objects, powers and membership qualifications) as the Board may determine;
  - (b) allow sub-clubs established pursuant to this Rule or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established provided that the sub-club must make regular reports to the Board (or otherwise as may be required from time to time by the Board);
  - (c) allow sub-clubs to create By-laws for the control and regulation of the sporting or other activities for which they are respectively established;
  - (d) allow any sub-club to open and operate an account in the name of the sub-club in such bank or financial institution as the Board may from time to time approve, provided that the persons eligible to operate upon any such account must be approved by the Board which from time to time may remove and replace such persons or any of them;
  - (e) permit sub-clubs to adopt a name (provided it be described as a sub-club of the Club); and
  - (f) allow sub-clubs to become affiliated with the bodies controlling sports or other activities on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
105. A person is ineligible to be a member of any sub-club or committee created under this Constitution unless he or she is a financial Full member of the Club.
106. Any disciplinary action taken by a sub-club in respect of any member of the sub-club shall be promptly reported to the Board together with the reasons for the action.

### **PROCEEDINGS OF THE BOARD**

107. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board shall meet at least once every three months for the transaction of business and minutes of all resolutions and proceedings of the Board must be entered into a minute book provided for that purpose (which may be maintained electronically).
108. A Board meeting may be called by the President at any time, and shall be called by the Secretary on the request of at least 2 Directors, by giving reasonable notice individually to every Director.
109. Notwithstanding anything in this Constitution but subject to the Act and the Registered Clubs Act, the Club may:
- (a) hold a meeting (including any General Meeting) of the Club or the Board at which all or some persons can attend by electronic means, provided that any person who speaks at the meeting can be heard by other persons in attendance and that, if a

General Meeting, members as a whole have a reasonable opportunity to participate in the General Meeting; and

- (b) allow any member entitled to vote at meetings (including a General Meeting) of the Club or the Board to cast that vote electronically.
110. The President shall preside as Chairman at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President shall act as Chairman. If the Vice President is also not present and willing or able to act, then the Directors present shall elect one of their number to be Chairman of the meeting.
111. The quorum for meetings of the Board is a majority of the total number of directors on the Board. For the avoidance of doubt, where there is a Board of 7 Directors, the quorum will be 4 Directors. Where there is a Board of 8 or 9 Directors, the quorum will be 5 Directors.
112. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Directors in attendance shall for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the Chairman of the meeting shall have a casting vote.
113. All acts done by any meeting of the Board or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person so acting, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
114. 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. The resolution is passed when the last Director signs. An electronic signature by a Director will be acceptable for this purpose unless otherwise provided by law. Separate copies of the document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
115. A Director must in accordance with Sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the minutes of that meeting of the Board.
116. Without limiting the application of Section 191(2) of the Act, Rule 115 does not apply to an interest:
- (a) which the Director has as a member of the Club and which is held in common with the other members of the Club; or
  - (b) insures the Director against liabilities the Director incurs as an officer of the Club (but only if the contract of insurance does not make the Club or a related body corporate the insurer).
117. A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
- (a) must not vote on the matter (or in relation to a proposed resolution under Rule 118(a) in relation to the matter) whether in relation to that Director or a different Director; and
  - (b) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.

118. Rule 117 does not apply if:

- (a) the Board has passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relationship to the affairs of the Club, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
- (b) the Australian Securities and Investments Commission has declared or ordered in accordance with Section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

### **VACANCIES ON THE BOARD**

119. The members in General Meeting may by ordinary resolution of which at least 2 months' notice to the Club has been given, remove any member or members of the Board before the expiration of their period of office and may by ordinary resolution appoint another person or persons in their place, in accordance with the Act.

120. The office of a member of the Board will be immediately vacated, and a casual vacancy created, if that person:

- (a) becomes disqualified from managing any Club under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;
- (b) fails to disclose in accordance with the Act or this Constitution the nature of any material personal interest in a matter that relates to the affairs of the Club;
- (c) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
- (e) by notice in writing given to the Secretary, resigns from office;
- (f) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act or any other law;
- (g) becomes an employee of the Club;
- (h) ceases to be a member entitled to hold office on the Board; or
- (i) breaches the mandatory Board's confidentiality agreement.

121. The Board has the power at any time, and from time to time, to appoint any eligible member to the Board to fill a casual vacancy.

122. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting, but for no other purpose.

### **GENERAL MEETINGS**

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

5 months of the end of the Club's financial year subject to the Act. All meetings of the Club other than Annual General Meetings shall be called General Meetings.

124. At least twenty (21) days' notice in writing of any general meeting of the members of the Club (including an Annual General Meeting) must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.
125. A notice of a General Meeting of the members of the Club (including an Annual General Meeting) must:
  - (a) set out the place, date and time of the meeting; and state the general nature of the meeting's business;
  - (b) set out the nomination process for election of Directors;
  - (c) if a Special Resolution is to be proposed at the meeting - set out an intention to propose the Special Resolution and state the resolution; and
  - (d) if the general meeting is to be held with technology, provide information on how members can participate in the meeting by technology.
126. The Board may call a General Meeting whenever it thinks fit.
127. Subject to the provisions of the Act relating to Special Resolutions, at least 21 days' notice of a General Meeting must be given to all members entitled to attend and vote at that General Meeting.
128. A meeting shall not be invalidated by reason only of the accidental omission to give notice of a General Meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.
129. A General Meeting called by the Board of its own volition may be postponed or cancelled at any time before the day of the meeting by the Board as it may determine.
130. A General Meeting called by the Board on the request of the members under Section 249D of the Act may be postponed or cancelled by the Board at any time before the day of the meeting, on the request of those members. The members must pay the expenses of the cancellation unless the Board determines otherwise.
131. A General Meeting called by the members under the Act, may be cancelled by those members so notifying the Club in writing at least 14 days prior to the date for which the General Meeting has been called. The members must pay the expenses of the cancellation unless the Board determines otherwise.
132. The Board shall determine when, where and how all general meetings of the Club will be held provided that the time of the meeting is reasonable and such meetings may be held:
  - (a) at one or more physical venues;
  - (b) at one or more physical venues and using virtual meeting technology; or
  - (c) using virtual meeting technology.

### **QUORUM FOR GENERAL MEETINGS**

133. No business shall be transacted at any General Meeting unless a quorum of members is present. A quorum at an Annual General Meeting is 20 members present and entitled to vote. A quorum at a General Meeting called on the request of the members is 100 members present and entitled to vote.

### **PROCEEDINGS AT GENERAL MEETINGS**

134. The business of any Annual General Meeting may include the following, even if not referred to in the notice of meeting:
- (a) to receive and consider the minutes of the previous Annual General Meeting and the minutes of any other general meeting requiring confirmation; and
  - (b) to consider the annual financial report, Director's report and Auditor's report;
  - (c) to consider Ordinary Resolutions;
  - (d) to consider Special Resolutions;
  - (e) to declare the results of the election of persons to fill the vacancies on the Board caused by the operation of the triennial rule;
  - (f) to appoint an auditor or auditors in the event that there be a vacancy in the office of Auditor;
  - (g) to conduct election of the President;
  - (h) to conduct any further election as may be required by the Constitution;
  - (i) to approve the payment of honorariums; and
  - (j) to deal with any other business the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting.
135. If within 30 minutes from the time appointed for any General Meeting a quorum is not present, the meeting if convened by or on the request of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or, to such other day, time and place as the Board may determine but such period must not exceed 1 month. If at such adjourned General Meeting a quorum is not present, the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
136. The President is entitled to take the Chair at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then the Vice President shall act as Chairman. If the Vice President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the members of the Club present shall elect one of their number to be Chairman of the meeting.
137. Every motion submitted to a General Meeting shall be decided by a show of hands (unless a poll is demanded by the Chairman or by not less than 5 members) and in the case of an equality of votes whether on show of hands or on a poll, the Chairman of the meeting shall have a casting vote.
138. Voting by proxy is not permitted:

- (a) at any election of the Board;
  - (b) at any meeting of the Board or of a committee of the Board; or
  - (c) at any General Meeting.
139. A challenge to a right to vote at a General Meeting may only be made at the meeting and must be determined by the Chairman, whose decision is final.
140. At any General Meeting (unless a poll is demanded), a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. Neither the Chairman nor the minutes need to state the number or proportion of the votes recorded in favour or against a resolution.
141. If a poll is demanded it must be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman directs and the result of the poll will be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of the Chairman or on a question of adjournment must be taken immediately.
142. A demand for a poll may be withdrawn.
143. The Chairman of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting must for all purposes be treated as having been passed on the date when it was in fact passed and must not be deemed to have been passed on any earlier date. It is not necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for 1 month or more in which case notice of the adjourned meeting must be given.
144. Minutes of all resolutions and proceedings at General Meetings must be entered within 1 month of the meeting in a book provided for that purpose and any such minutes must be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting, and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

#### **ACCOUNTS AND AUDIT**

145. The Board must cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
146. The books of account must be kept at the Club's registered office or at such other place as the Board thinks fit. The Club must at all reasonable times make its accounting records available in writing for the inspection of Directors and any other persons authorised or permitted by or under the Act, or any other law to inspect such records.
147. The Club must send or otherwise make available to each member, as required by the Act, a copy of the financial report, a copy of the Directors report and a copy of the Auditors report for the relevant financial year of the Club.
148. The financial year of the Club shall commence on the first day of April and end on the last day of March in each year or, subject to the Act, be for such other period as the Board may determine.

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

### **SECRETARY**

150. The Board must appoint one Secretary only, who shall be the Chief Executive Officer of the Club. The Secretary shall hold office on such terms and conditions as the Board determines.

### **EXECUTION OF DOCUMENTS**

151. The Club may execute a document (including a deed) if that document is signed by:
- (a) 2 Directors; or
  - (b) 1 Director and the Secretary.
152. The Club must not execute a document except by the authority of a resolution passed at a meeting of the Board. Rule 151 does not limit the ways in which the Club may execute any document.

### **NOTICES**

153. A notice may be given by the Club to any member either:
- (a) personally;
  - (b) by sending the notice by post to the address of the member recorded for that member in the register of members;
  - (c) by sending the notice to the electronic address recorded for that member;
  - (d) by sending it to the member by other electronic means; or
  - (e) by notifying the member via physical or electronic communication that the notice is available and how it may be accessed electronically.
154. Where a notice is sent by post, it is taken to have been given:
- (a) in the case of a notice convening a meeting on the Business Day following that on which the notice was posted; and
  - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
155. Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
156. Where a notice is sent under Rule 153(e), the notice is taken to have been given on the day following that on which the member is notified that the notice is available.

### **INDEMNITY TO OFFICERS**

157. Every person who is or was an officer of the Club may if the Board so determines, be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except:
- (a) in relation to a liability owed to the Club or a related body corporate;

- (b) in relation to a liability for a pecuniary penalty order under Section 1317G of the Act or a compensation order under Section 1317H of the Act; or
  - (c) in relation to a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.
- 158. Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an officer except:
  - (a) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Act;
  - (b) in defending or resisting criminal proceedings in which the person is found guilty;
  - (c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
  - (d) in connection with proceedings for relief to the person under the Act in which the court denies the relief.
- 159. The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except:
  - (a) in relation to conduct involving a wilful breach of duty in relation to the Club; or
  - (b) in relation to a contravention of Sections 182 or 183 of the Act.

#### **READING OF CONSTITUTION**

- 160. This Constitution must be read and construed subject to the provisions of the Act and the Registered Clubs Act, and to the extent that any of the provisions in this Constitution are inconsistent with that law and might prevent the Club being registered under the said Acts, those provisions will be inoperative and have no effect.

#### **AMENDMENTS TO CONSTITUTION**

- 161. The Constitution may be amended or replaced only by Special Resolution at a General Meeting of the Club.

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