

CONSTITUTION

of

JINDABYNE BOWLING & SPORTS CLUB LIMITED
ACN 000 577 444

NAME

1. The name of the Company is Jindabyne Bowling & Sports Club Limited.

DEFINITIONS

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

"**The Act**" means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision appears.

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

"**Board Appointed Director**" means a person appointed to the Board pursuant to Rule 44A, the Registered Clubs Act and Registered Clubs Regulations but does not include a person who is appointed to the Board to fill a casual vacancy in accordance with Rule 64 of this Constitution.

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

"**The Club**" means Jindabyne Bowling & Sports Club Limited ACN 000 577 444.

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

"**Constitution**" means this Constitution.

"**Director Identification Number**" means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have

before that member can be elected or appointed to office as a director of the Club.

“Financial member” means a member who has renewed their membership of the Club by the relevant due date, and/or who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates (if any such payments are required).

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

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

“Non financial member” means a member who has not renewed their membership of the Club by the relevant due date, and/or has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

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

“Quarter” means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.

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

"Rules" means the rules comprising this Constitution.

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

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

“Sporting sub club” means Jindabyne Men’s Bowling Club, Jindabyne Women’s Bowling Club, Jindabyne Bowling & Sports Tennis Club, Jindabyne Bowling & Sports Squash Club and any sporting club, incorporated or otherwise, that pursuant to a resolution of the Board under Rule 49(m) is or has been established and is affiliated or becomes affiliated with the Club.

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

OBJECTS

3. The objects of the Club are:

- (a) To promote the game of bowls and such other sports, games and pastimes including tennis, squash, darts and any other sports the Club may deem expedient.
- (b) To provide for members and for members' guests a Club with all the usual facilities of a Club including residential and other accommodation, liquid and other refreshment and provisions for sporting, musical and educational activities and other social amenities.
- (c) To construct, establish, provide, maintain and conduct such bowling greens, tennis courts, squash courts, playing areas and grounds as the Club may determine and to construct, provide, establish, furnish and maintain Club houses, pavilions and other buildings in connection therewith containing such accommodation, residential or otherwise and conveniences as the Club may from time to time determine.
- (d) To purchase, hire, lease or otherwise acquire for the purpose of the Club any real or personal property and any rights or privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
- (e) To give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Club or any part or parts thereof subject to the limitation in Section 41E of the Registered Clubs Act in relation to the disposal of land of the Club.
- (f) To invest and deal with any of the moneys of the Club not immediately required for the purpose thereof in such manner as may be deemed fit and from time to time to vary and realise such investments.
- (g) 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.
- (h) 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.
- (i) In furtherance of the objects of the Club to apply for and obtain and hold a Club Licence and for such purpose or purposes to appoint if necessary or desirable a manager or managers or other officer or officers to act as the Secretary Manager and Chief Executive Officer of the Club.
- (j) In furtherance of the objects of the Club to obtain and hold any licence or permission necessary for and to carry on the business of restaurant keepers and/or sellers of all kinds of goods, provisions, etc. required, used or desired by members.
- (k) To take or reject any gift of property, money or goods whether subject to any special trust or not.

- (l) To erect, maintain, improve or alter any building or buildings for the purposes of the Club.
- (m) To amalgamate with any other company, association or club having objects similar to this Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution.
- (n) For the purpose of furthering any objects of the Club to enter into any arrangements for co-operation or reciprocal concessions with any other association or club whether incorporated or not having objects similar to those of this Club.
- (o) To enter into a guarantee or bond for the benefit of the Club and to indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (p) To establish, support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or any exhibition or for any public, general or useful object.
- (q) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (r) To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the above objects of the Club or any of them.

INTERPRETATION

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

PROPERTY AND INCOME OF THE CLUB

- 5. The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
- 6. Nothing in this Constitution shall prevent the payment:
 - (a) in good faith of reasonable and proper remuneration to any officer or employee of the Club;

- (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent;
 - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
7. (a) A director shall not hold or be appointed or elected to any salaried office of the Club.
- (b) A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:
- (i) honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976;
 - (ii) repayment of reasonable out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
 - (iii) interest at the rate referred to in Rule 6(c) above.

LIMITED LIABILITY

8. The liability of the members is limited.

MEMBERS GUARANTEE

9. (a) Each member undertakes to contribute an amount not exceeding four dollars (\$4.00) if the Club is wound up:
- (i) while he or she is a member of the Club; or
 - (ii) within one year of the date that he or she ceases to be a member.
- (b) The contribution referred to in paragraph (a) of this Rule 9 shall be for the:
- (i) payment of the debts and liabilities of the Club contracted before he or she ceased to be a member; and
 - (ii) costs, charges and expenses of winding up.

APPLICATION OF PROPERTY ON DISSOLUTION

10. (a) If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:
- (i) not be transferred, paid to or distributed among the members;
 - (ii) be given or transferred to an institution or institutions having objects similar to the objects of the Club which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club;
- (b) the institution or institutions referred to in paragraphs (a)(ii) of this Rule shall be determined by the members of the Club in general meeting at or before the time of dissolution.

PRELIMINARY

11. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.
12. The Club is established for the purposes set out in this Constitution.
13. (a) The Club shall be a non-proprietary company.
- (b) Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the 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 member of the Club.
- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of Registration under Part II of the Registered Clubs 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 certificate.
14. (a) 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 director of the Club.
- (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.

- 14A. Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.
- 14B. The Constitution and By-laws of the Club have effect as a contract between:
- (a) The Club and each member; and
 - (b) The Club and each director;
 - (c) Each member and each other member,

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

LIQUOR & GAMING

15. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except to a person 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(1) of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- (d) The Secretary or Manager or any employee or a director or a member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- (e) Subject to subsection 2(b) of Section 73 of the Gaming Machines Act 2002 the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (f) Subject to subsection 2 of Section 74 of the Gaming Machines Act 2002 the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

MEMBERSHIP

16. (a) Deleted.
- (b) No person under the age of 18 years shall be admitted as a member of the Club other than a Junior member in accordance with this Constitution.

17. The membership of the Club shall be divided into the following categories:
- (a) Countable members being the persons in the classes of membership in Rule 18;
 - (b) Life members;
 - (c) Provisional members;
 - (d) Honorary members;
 - (e) Temporary members.
18. Countable membership of the Club is divided into the following categories:
- (a) Senior members;
 - (b) Junior members.
19. The number of Countable members having the right to vote in the election of the Board shall at all times exceed the number of Countable members who do not have the right to vote in the election of the Board.

ELIGIBILITY AND RIGHTS OF CLASSES OF MEMBERSHIP

SENIOR MEMBERS

20. (a) Senior members are persons who have attained the age of eighteen (18) years and are elected to Senior membership of the Club or are transferred by the Board to Senior membership from another class of membership of the Club.
- (b) Senior members shall pay such annual subscription as the Board may determine from time to time.
- (c) Senior members are entitled to:
- (i) the playing privileges of the Club as determined by the Board from time to time;
 - (ii) all the social privileges and advantages of the Club;
 - (iii) attend and vote at annual general meetings and special general meetings of the Club;
 - (iv) nominate for and be elected to hold office on the Board;
 - (v) vote in the election of the Board;
 - (vi) vote on any special resolution to amend this Constitution;
 - (vii) propose, second and nominate any person for membership of the Club;
 - (viii) propose, second, and nominate any member for any office of the Club;

- (ix) propose, second and nominate any member for Life membership;
- (x) introduce guests to the Club.

JUNIOR MEMBERS

21. (a) Junior members shall be persons under the age of eighteen (18) years and are elected to Junior membership of the Club.
- (b) A person shall not be admitted as a Junior member of the Club unless the Board:
- (i) Is satisfied that the person is joining the Club for the purposes of regularly playing sport as a member of the Club or a sub club; and
 - (ii) has received from that persons parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by the Club or a sub club;
- (c) Subject to the provisions of the Registered Clubs Act, Junior members are entitled to such playing and social privileges and advantages of the Club as may be determined by the Board from time to time but shall not be entitled to:
- (i) attend and vote at general meetings (including Annual General Meetings) of the Club;
 - (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);
 - (iii) propose, second or nominate any member for any office of the Club;
 - (iv) propose, second or nominate any member for Life membership;
 - (v) introduce guests to the Club.
- (d) Upon attaining the age of eighteen (18) years a Junior member shall be transferred by the Board to Senior membership.

LIFE MEMBERS

22. (a) A Life member shall be any member who has rendered long or meritorious service to the Club or its members or for any other commendable reason and has been granted Life membership of the Club in accordance with this Rule 22.
- (b) Life membership may only be conferred at a general meeting.

- (c) A proposal for Life membership shall be made in written form signed by two Senior or Life members and handed to the Secretary at least one month before the date of the general meeting at which it is to be presented.
- (d) The Board must approve a nomination for Life membership prior to that nomination being considered at a general meeting. If such nomination is approved by simple majority of the Board the nomination shall be referred to the next general meeting of the Club and if such nomination is approved by three quarters of the members at that meeting, who are entitled to vote in the resolution, the person nominated shall thereby be a Life member of the Club.
- (e) Every Life member shall be entitled to all the rights and privileges of a Senior member.
- (f) A Life member is relieved from the payment of any annual subscription.

TRANSFER BETWEEN CLASSES OF MEMBERSHIP

- 23.
- (a) The Board shall have the power on the application of any member in a category of Countable membership to transfer that member to another category of Countable membership if that member has the qualifications for that other category of membership.
 - (b) The Board shall have the power to transfer a Full member who ceases to hold the necessary qualifications for their existing category of membership (including without limitation, a Junior member, who has attained the age of eighteen (18) years, to Senior membership.
 - (c) Any application for transfer of membership pursuant to this Rule 23 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than one week before the transfer of the applicant to another class of membership of the Club.
 - (d) Unless otherwise determined by the Board, a member will not be entitled to any refund of membership fees or any part thereof if they are transferred to another category of membership for any reason.
 - (e) The Club shall not be required to notify a person if they have been transferred to another class of membership of the Club pursuant to this Rule 23. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

PROVISIONAL MEMBERS

24. Every person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club and who has paid to the

Club the first year's annual subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

25. Should a person who is admitted as a Provisional member not be elected to membership of the Club:
- (a) That person shall cease to be a Provisional member of the Club; and
 - (b) the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.
26. (a) Provisional members may be 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.
- (b) Provisional members are not entitled to:
- (i) attend or vote at general meeting 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, second, or nominate any eligible member for any office of the Club;
 - (vi) Propose, second, nominate any eligible member for Life membership.
- 26A. The Secretary or senior employee then on duty may refuse a Provisional member admission to the Club's premises or terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

PATRONS

- 26B. Patrons may be appointed from time to time by members in General Meeting. Patrons shall be deemed to be Honorary Members of the Club provided that any Patron who is a member of the Club shall be entitled to exercise all the privileges and advantages of such membership.

HONORARY MEMBERS

27. (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;
 - (ii) any prominent citizen or local dignitary visiting the Club;
- (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 Full member.
- (c) Honorary members who are not Full members of the Club are entitled to:
- (iii) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
 - (iv) introduce guests to the Club.
- (d) Honorary members who are not Full members of the Club are not entitled to:
- (v) vote at any meeting of the Club; or
 - (vi) nominate for or be elected to the Board or any office in the Club;
 - (vii) vote in the election of the Board;
 - (viii) vote on any special resolution (including a special resolution to amend this Constitution);
 - (ix) propose, second or nominate any eligible member for any office of the Club; or
 - (x) propose, second or nominate any eligible member for Life membership.
- (e) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- (i) the name in full of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary membership is conferred;
 - (iv) the date on which Honorary membership is to cease.

TEMPORARY MEMBERS

28. Subject to any exemptions contained in the Registered Clubs Regulation or any exemptions approved by the relevant regulatory body, the following persons in

accordance with procedures established by the Board may be made Temporary members of the Club:

- (a) A person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
 - (b) A full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club.
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.
29. (a) Temporary members shall not be required to pay an entrance fee or annual subscription;
- (b) A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 37(d) on the first day that they enter the Club's premises during that period.
 - (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) subject to Rule 42, introduce guests into the Club.
 - (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, second or nominate any eligible member for any office of the Club; or

- (vi) propose, second or nominate any eligible member for Life membership.
- (e) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 42;
- (f) The Secretary or senior employee then on duty may terminate the membership of any Temporary member and/or may refuse a person admission to the Club as a Temporary member at any time without notice and without having to provide any reason therefore;
- (g) No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a Junior member of another registered club and satisfies the requirements of Rule 28(c);
- (h) When a Temporary member (other than a Temporary member admitted pursuant to Rule 28(c) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
 - (i) the name in full of the Temporary member;
 - (ii) the residential address of the Temporary member;
 - (iii) the date on which Temporary membership is granted;
 - (iv) the signature of the Temporary member.

VOTES OF MEMBERS

- 30. (a) Subject to Rule 31 the following members only shall be entitled to attend and vote at any meetings of the Club:
 - (i) Senior members;
 - (ii) Life members.
- (b) Every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.
- (c) No member of the Club who is also an employee of the Club shall be eligible to vote at any meetings of the Club.
- 31. No member (other than a Life member) shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless that member is a Financial member.

ELECTION OF MEMBERS

- 32. A person shall not be admitted to one of the categories of Countable membership of the Club unless that person is elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club, and the names of those

members present and voting at that meeting are recorded by the Secretary of the Club. The Board or election committee may reject any application for membership without assigning any reason for such rejection.

- 32A. (a) Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board may prescribe and shall contain the following particulars:
- (i) The full name of the applicant and
 - (ii) the residential address of the applicant;
 - (iii) the email address of the applicant;
 - (iv) the telephone number of the applicant;
 - (v) the date of birth of the applicant;
 - (vi) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
 - (vii) the signature of the applicant;
 - (viii) such other particulars as may be prescribed by the Board from time to time.
- (b) Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:
- (i) the joining fee (if any) and the appropriate subscription; and
 - (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.
- (c) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
- (d) A person whose application has been signed by an authorised officer of the Club in accordance with Rule 32A(c) and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
- (e) The full name of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.

- (f) 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.
33. (a) Upon a person being elected to any category of membership the Secretary may cause a notice of such election to be provided to such person. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription (if any) to be forwarded or posted to such person.
- (b) A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

34. For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, and other payments (excluding levies) payable by members of the Club.
35. Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time.
36. (a) All subscriptions prescribed by the Board shall be due on the first day of July each year and payable by the last day of July in each year.
- (b) Any person who has not paid his or her subscription by the first of July in each year shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club in which case the provisions of Rule 39 shall not apply.
- (c) Each year the Secretary shall place on the Club's noticeboard and on the Club's website details of the due date for payment of the subscription and of the provisions of paragraph (b) of this Rule 36.
- (d) Any person who has ceased to be a member of the Club pursuant to paragraph (b) of this Rule 36 may re-apply for membership in accordance with this Constitution.

REGISTERS OF MEMBERS AND GUESTS

37. The Club shall keep the following registers:

- (a) A register of persons who are Full members which shall be kept in accordance with section 31(1)(a) of the Act and Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) the name in full; and
 - (ii) the address of each member
 - (iii) the date of birth
 - (iv) the date on which the entry of the member's name in the register is made;
 - (v) for the purposes of the Registered Clubs Act only, the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
- (b) A register of persons who are Honorary members shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) The name in full or the surname and initials; and
 - (ii) The address.
- (c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 28(c) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) The name in full or the surname and initials; and
 - (ii) The address;
 - (iii) The signature of the member.
- (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. This Register shall set forth in respect of each of those guests:
- (i) The name in full or the surname and initials; and
 - (ii) The address;
 - (iii) The date on which the entry of the guest's name in the register is made;
 - (iv) The signature of the member introducing the guest.

NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS

38. Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) as soon as is practical following the change to their details.

DISCIPLINARY PROCEEDINGS

39. (a) Subject to Rule 39(b) the Board shall have power to reprimand, fine, suspend for such period as it considers fit, expel or accept the resignation of any member if that member:
- (i) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-law; or
 - (ii) is, in the reasonable opinion of the Board:
 - (1) guilty of any conduct prejudicial to the interests of the Club; or
 - (2) guilty of conduct which is unbecoming of a member.
- (b) The following procedure shall apply to disciplinary proceedings of the Club:
- (i) A member shall be notified of:
 - (1) any charge against the member pursuant to this Rule; and
 - (2) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;
 - (3) the date, time and place of the meeting of the Board at which the charge is to be heard.
- (c) The member charged shall be notified of the matters in paragraph (b) of this Rule 39 by notice in writing seven (7) days before the meeting of the Board at which the charge is to be heard.
- (i) The member charged shall be entitled to:
 - (1) attend the meeting for the purpose of answering the charge; and
 - (2) submit to the meeting written representations for the purpose of answering the charge;
 - (3) call witnesses provided that:

- (A) if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and
 - (B) the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting (and in particular and without limitation, the member must not act in an offensive or disruptive manner).
- (d) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.
- (e) If the member charged does not comply with the warning given in accordance with paragraph (d) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.
- (f) If the member fails to attend such meeting:
- (i) the charge may be heard and dealt with and the Board may decide on the evidence before it, and
 - (ii) the Board may impose any penalties,
- the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.
- (g) After the Board has considered the evidence put before it, the Board may:
- (i) Immediately come to a decision as to the member's guilt in relation to the charge; or
 - (ii) advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge
- (h) After the Board has come to a decision as to the member's guilt in relation to the charge it must:
- (i) in the case of a decision under Rule 39(g)(i) of this Rule, immediately inform the member of the Board's decision; or

- (ii) in the case of a decision under Rule 39(g)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.
- (i) If the member charged has been found guilty, the member must be given a further opportunity to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:
 - (i) at the meeting or afterwards; and
 - (ii) by way of verbal or written submissions or a combination thereof.
 - (j) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.
 - (k) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless two thirds of the directors present vote in favour of such motion.
 - (l) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
 - (m) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting.
 - (n) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 39 is not strictly complied with provided that there was no substantive injustice for the member charged.
 - (o) In the event that a notice of charge is issued to a member pursuant to subparagraph (i) of paragraph (a) of this Rule 39 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 five weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
 - (p) In accordance with Section 77 of the Liquor Act the Secretary or subject to paragraph (r) of this Rule 39 an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
 - (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club; or

- (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act, Liquor Act, the term of a liquor accord and any other applicable law; or
 - (iv) who hawks, peddles or sells any goods on the premises of the Club; or
 - (v) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant.
- (q) If pursuant to paragraph (p) of this Rule 39 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph (r) of this Rule 39) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (r) 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 Secretary from the premises of the Club the senior employee then on duty; or
 - (ii) Any employee authorised in writing by the Secretary to exercise such power.
- (s) Any member suspended pursuant to the provisions of this Rule shall not be entitled to:
- (i) Attend at the premises of the Club for any purpose without the permission of the Board or participate in any of the social or sporting activities of the Club; or
 - (ii) attend or vote at any meeting of the Club;
 - (iii) nominate for or be elected or appointed to the Board;
 - (iv) propose, second or nominate any person for membership of the Club;
 - (v) propose, second or nominate any member for any office of the Club;
 - (vi) propose, second or nominate any member for Life membership;
 - (vii) participate in any of the activities of a sporting sub club.

ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

- 39A. (a) If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the

interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

- (b) In respect of any suspension pursuant to Rule 39A(a), the requirements of Rule 39 shall not apply.
- (c) If the Secretary (or his or her delegate) exercises the power pursuant to Rule 39A(a), the Secretary (or his or her delegate) must notify the member (by notice in writing) that:
 - (i) the member has been suspended as a member of the Club; and
 - (ii) the period of suspension;
 - (iii) the privileges of membership which have been suspended; and
 - (iv) if the member wishes to do so, the member may request by notice in writing sent to the Secretary the matter be dealt with by the Board pursuant to Rule 39.
- (d) If a member submits a request under Rule 39A(c)(iv):
 - (i) the member shall remain suspended until such time as the charge is heard and determined by the Board; and
 - (ii) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 39;
 - (iii) the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).
- (e) This Rule 39A applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 39(p) of this Constitution and the powers contained in section 77 of the Liquor Act.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 40. (a) A member may resign from his or her membership of the Club by either:
 - (i) giving notice in writing to the Secretary; or
 - (ii) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.

- (b) A resignation pursuant to this Rule will take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
- (c) Any person who has not paid his or her joining fee, subscription, levy or other payment:
 - (i) by the due date shall cease to be entitled to the privileges of membership of the Club; and
 - (ii) within one (1) month after the due date shall cease to be a member of the Club.
- (d) Any member who has ceased to be a member of the Club for any reason will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.
- (e) Notwithstanding paragraph (c) of this Rule a refund of membership fees or any part thereof may be made if the Board considers that there are circumstances warranting an ex gratia payment of the unexpired portion of membership fees from the date of resignation.

GUESTS

- 41. (a) All members except Junior members and Honorary members shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 42.
- (b) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- (c) No member shall introduce any person as a guest:
 - (i) who has been expelled from the Club pursuant to Rule 39;
 - (ii) whose membership is then suspended pursuant to Rules 39 or 39A;
 - (iii) who is then refused admission to or being turned out of the Club pursuant to Rule 39(p).
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (f) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.

- (g) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
 - (h) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
 - (i) The Secretary may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
42. A Temporary member may bring into the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
 - (b) who does not remain on the Club premises any longer than that Temporary member;
 - (c) in relation to whom the member is a responsible adult.
43. For the purposes of Rule 42 “responsible adult” means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
 - (b) the minor’s spouse or de facto partner;
 - (c) for the time being, standing in as the parent of the minor.

BOARD OF DIRECTORS

44. The Board shall consist of not less than five (5) and not more than nine (9) Directors who shall comprise a Chairperson, two (2) Deputy Chairpersons, a Treasurer and up to five (5) Ordinary Directors.
- 44A. The Board may appoint up to two (2) Board Appointed Directors to the Board in addition to the directors referred to in Rule 44. The following provisions shall apply in respect of Board Appointed Directors:
- (a) The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of Board Appointed Directors.
 - (b) A Board Appointed Director only has to satisfy the eligibility requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed

to the Board and does not have to satisfy any eligibility requirement in the Constitution.

- (c) The Board cannot appoint a Board Appointed Director if such an appointment would cause the number of directors on the Board to exceed the statutory maximum of nine (9) directors.
45. (a) Senior members and Life members shall only be eligible to stand for or be elected to the Board.
- (b) A majority of directors shall have been residents of the Jindabyne Police District for a period of at least five (5) calendar years prior to the date fixed for the Annual General Meeting.
46. A member who is currently under suspension pursuant to Rule 39 shall not be eligible to stand for or be elected to the Board.
- 46A The Board of Directors elected at the Annual General Meeting held in 2021 shall hold office until the Annual General Meeting held in 2022. The Board shall then be elected triennially in accordance with Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule will be the Annual General Meeting held in the year 2022.

SCHEDULE 4

Definitions

1. In this Schedule –

“**General Meeting**” means a meeting of the members of the Club at which members of the governing body are to be elected;

“**triennial rule**” means the rule of the Club that provides for the election of members of the governing body in accordance with this Schedule;

“**year**” means the period between successive general meetings.

2. Repealed.

First general meeting under triennial rule

3. (1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.
- (2) The groups –
- (g) shall be determined by drawing lots; and

- (h) shall be as nearly as practicable equal in number; and
- (i) shall be designated as group 1, group 2 and group 3: and
- (3) Unless otherwise disqualified, the members of the governing body –
 - (a) in group 1 shall hold office for 1 year; and
 - (b) in group 2 shall hold office for 2 years; and
 - (c) in group 3 shall hold office for 3 years.

Subsequent general meetings

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

Casual vacancies

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

Re-election

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

Revocation of triennial rule

- 7. If the triennial rule is revoked –
 - (a) at a general meeting – all the members of the governing body cease to hold office; or

(b) at a meeting other than a general meeting – all the members of the governing body cease to hold office at the next succeeding general meeting,

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

46B. The members of the Board shall hold office until the conclusion of the term to which they were elected when they shall retire but shall be eligible for re-election.

46C. A member who:

- (a) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of three (3) months within the period of two (2) years immediately prior to the date determined for the next Annual General Meeting; or
- (b) has at any time been convicted of an indictable offence; or
- (c) is a former employee of the Club whose services were terminated by the Club for misconduct;
- (d) was an employee of the Club, or any club that has amalgamated with the Club, within the period of twelve (12) months prior to nomination, election or appointment to the Board;
- (e) is disqualified from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;
- (f) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
- (g) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;
- (h) has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded) but it does not include a spent conviction (as defined in the Criminal Records Act 1991);
- (i) is a current contactor of the Club or a director, secretary, employee or business owner of a contractor;
- (j) was a contractor of the Club or a director, secretary, employee or business owner of a contractor immediately preceding the proposed date of election or appointment to the Board;

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

- 46D. A member shall not be entitled to be elected or appointed to the Board if he or she does not have a Director Identification Number (unless exempted from doing so) on the proposed date of his or her election or appointment to the Board.

ELECTION OF BOARD

47. References to the election of the Board in this Rule 47 refer to positions on the Board to be elected in any one (1) year in accordance with the Triennial Rule set out in Rule 46A. The election of the Board shall be conducted in the following manner:
- (a) The election shall be conducted at the Annual General Meeting. However, if the By-laws so provide, a ballot for election of directors may be conducted at the Club's premises prior to the date fixed for the Annual General Meeting, such ballot to be conducted in such manner as determined by the Board and specified in the By-laws.
 - (b) Notice of the date and time of the last day for receiving nominations for office, shall be posted on the Club Notice Board at least forty- two (42) days prior to the close of nominations.
 - (c) Nominations shall cease twenty one (21) days prior to the date of the Annual General Meeting.
 - (d) Nominations for election of a director shall be made in writing and signed by two Senior or Life members and the nominee who shall signify his or her consent to the nomination.
 - (e) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.
 - (f) The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly. The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board. A nomination can be withdrawn:
 - (i) by the nominee at any time prior to the commencement of voting; and
 - (ii) by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board.
 - (g) The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and his or her proposers on the Club Notice Board.
 - (h) If the full number of candidates for the various positions on the Board is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and the unfilled positions shall be casual vacancies for the purposes of Rule 64.

- (i) If there be more than the required number nominated for the available positions, an election by secret ballot shall take place in respect of those positions.
- (j) If there be only the required number nominated for the positions those candidates shall be declared duly elected.
- (k) Deleted.
- (l) The members present at the Annual General Meeting shall appoint a Returning Officer to take charge of the ballot and not less than two (2) Assistant Returning Officers who shall also act as scrutineers of the ballot. The Returning Officer and Assistant Returning Officers must not vote in any ballot.
- (m) The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of such ballot paper, the counting of votes and shall report the result of the ballot to the chairperson, the Secretary and to the meeting.
- (n) The ballot shall be determined on the "first past the post" voting system.
- (o) Members shall record their vote by placing a cross or tick in the square opposite the name of the candidate or candidates for whom they wish to vote. Failure to comply with these requirements shall render the vote invalid.
- (p) The decision of the Returning Officer as to the formality or informality of any vote shall be final. The Returning Officer shall report the result of the ballot to the Annual General Meeting.
- (q) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
- (r) The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are consistent with this Rule.
- (s) If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 64.
- (t) The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 47 is not strictly complied with provided there is no substantive injustice for any candidates.
- (u) As soon as practicable following each Annual General Meeting at which an election of Directors is required, the Board shall meet and elect from amongst their number the Chairperson, the two (2) Deputy Chairpersons and the Treasurer.

POWERS OF THE BOARD

48. The Board shall be responsible for the management of the business and affairs of the Club.
49. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a)
 - (i) To delegate any of its powers to committees consisting of such director or directors and/or such members of the Club together with persons who are not members but who have particular skills or expertise which they may apply to the relevant committees and senior management staff of the Club as the Board may from time to time think fit and may from time to time revoke such delegation.
 - (ii) Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board.
 - (iii) The Chairperson shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.
 - (iv) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairperson of the meeting shall have a second and casting vote.
 - (v) The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 49 or by any regulation made by the Board pursuant to this Rule 49.
 - (vi) Any Committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.
 - (b) To make such By-Laws not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members

of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:

- (i) Such matters as the Board is 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) And generally all such matters as are commonly the subject matter of the Constitution or By-Laws or which by the Constitution are not reserved for decision by the Club in General Meeting.
- (c) To enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - (e) To secure the fulfillment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
 - (h) To issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.
 - (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.

- (j) To sell, lease, exchange or otherwise dispose of any land or buildings belonging to the Club provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (k)
 - (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his or her duties.
 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (m) To establish sporting sub clubs with such objects, powers and composition as the Board may determine from time to time.
- (n)
 - (i) To allow each of the sporting sub clubs to conduct, manage and control sport or other activities for which they were respectively established within the Club;
 - (ii) To allow the sporting sub clubs to create rules and by-laws for the control and regulation of the sporting and social activities of such sub clubs.
 - (iii) For the purpose of this Rule to permit any such sporting sub club to adopt a name distinctive of such sporting sub club (provided it be described as a sporting sub club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
 - (iv) The Board may empower each such sporting sub club to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
 - (v) Subject to the general control and supervision of the Board each such sporting sub club shall manage its own affairs but shall make regular

reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of each sporting sub club and its governing body shall also be produced promptly to the Board which shall review and preserve such minutes and records.

- (vi) Subject as hereinafter provided the constitutions and rules or by-laws of each such sporting sub club may be amended from time to time by a majority of the members for the time being of such sporting sub club at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the sporting sub club shall have effect unless and until it shall have been approved by resolution of the Board. Such approval shall not be unreasonably withheld.
- (vii) Any disciplinary action by a sporting sub club in respect of any member of such sporting sub club shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.
- (o) To affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.
- (p) To set the entrance fees and annual or other subscriptions and fees payable by all members.

BY-LAWS

- 50. (a) Any by-law made under Rule 49(b) shall come into force and be fully operative upon the posting of an appropriate notice containing such by-law on the notice board.
- (b) The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

PROCEEDINGS OF THE BOARD

- 51. The Board may meet together in person and/or by electronic means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each Quarter for the transaction of business.
- 51A A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a minute book provided for that purpose.

52. The Chairperson shall preside as chairperson at every Meeting of the Board. If the Chairperson is not present or is unwilling or unable to act then a Deputy Chairperson shall take the chair. If the Deputy Chairpersons are not present or are unwilling or unable to act the directors present shall elect one of their number as chairperson for that meeting.
53. The quorum for meetings of the Board shall be five (5) directors present.
54. The Chairperson may at any time and the Secretary upon the request of not less than three (3) directors shall convene a meeting of the Board.
55. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
56. The continuing directors of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
57. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
58. A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.
- 59A. In addition to Rule 58, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.
59. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

MATERIAL PERSONAL INTERESTS OF DIRECTORS

60. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:
- (i) declare the nature of the interest at a meeting of the Board; and
 - (ii) comply with Rule 60(b).
- (b) Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (i) Must not vote on the matter; and
 - (ii) must not be present while the matter is being considered at the meeting.

REGISTERED CLUBS ACCOUNTABILITY CODE

61. (a) The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 61. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 61, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.
- (b) For the purposes of this Rule 61, the terms "close relative", "controlling interest", "manager" "pecuniary interest" and "top executive" have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Accountability Regulations.

CONTRACTS WITH TOP EXECUTIVES

- (c) The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- (i) the top executive's terms of employment; and
 - (ii) the roles and responsibilities of the top executive;
 - (iii) the remuneration (including fees for service) of the top executive;
 - (iv) the termination of the top executive's employment.
- (d) 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 they can be approved by the Board.

CONTRACTS WITH DIRECTORS AND TOP EXECUTIVES

- (e) Subject to any restrictions contained in the Registered Clubs Act and Rule 61(g), the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (f) A “pecuniary interest” in a company for the purposes of Rule 61(e) does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY AND MANAGERS

- (g) Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
 - (i) The Secretary or a manager; or
 - (ii) Any close relative of the Secretary or a manager.
 - (iii) Any company or other body in which the Secretary or a manager has a close relative of the Secretary or a manager has a controlling interest.

LOANS TO DIRECTORS AND EMPLOYEES

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

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

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

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

- (k) A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
- (i) any material personal interest that the director has in a matter relating to the affairs of the Club; and
 - (ii) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
 - (iii) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
 - (iv) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.
- (l) The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 61.

TRAINING DISCLOSURES

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

PROVISION OF INFORMATION TO MEMBERS

- (o) The Club must:
- (i) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates: and

- (ii) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

REMOVAL FROM OFFICE OF DIRECTORS

62. (a) The members in General Meeting may by ordinary resolution:
- (i) remove any member or members of the Board or the whole of the Board before the expiration of his or her or their period of office;
 - (ii) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be elected as a director in accordance with this Constitution.
- (b) Any person appointed pursuant to sub paragraph (a)(ii) of this Rule 62 shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.
- (c) Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

VACANCIES ON BOARD

63. The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) dies;
 - (b) becomes insolvent under administration
 - (c) is disqualified for any reason referred to in Section 206B of the Act.
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (e) is absent from meetings of the Board for a continuous period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that their office is not vacant as a result of that absence.
 - (f) by notice in writing resigns from office as a director.
 - (g) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or Liquor Act.

- (h) ceases to be a member of the Club.
 - (i) becomes an employee of the Club;
 - (j) was not eligible to stand for or be elected or appointed to the Board;
 - (k) ceases to hold the necessary qualifications to be elected or appointed to the Board;
 - (l) is convicted of an indictable offence (unless no conviction is recorded);
 - (m) is not a Financial member of the Club;
 - (n) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months;
 - (o) is removed from office as a director in accordance with the Act and this Constitution;
 - (p) does not hold a Director Identification Number (unless exempted from doing so).
- 63A. The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
64. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

GENERAL MEETINGS

65. A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called General Meetings.
66. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- (b) The Board must call and arrange to hold a general meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the general meeting.

In this Rule 66 the term "the request" shall mean the request referred to in this paragraph (b).

- (c) The request must:
 - (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Secretary.
 - (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
 - (e) The Board must call the meeting within 21 days after the request is given to the Secretary. The meeting is to be held not later than 2 months after the request is given to the Secretary.
 - (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Secretary.
 - (g) The meeting referred to in paragraph (f) of this Rule 66 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three months after the request is given to the Club.
 - (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
 - (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 66. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
67. (a) At least 21 days notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all members who are entitled to attend and vote at that meeting and to the auditor.
- (b) A notice of a general meeting of the Club's members must:
 - (i) set out the place, date and time of the meeting; and
 - (ii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution;

- (c) A copy of a notice of a general meeting of the members of the Club shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.
- (d) Notice of the details (including the time, date and location) of an Annual General Meeting and of the last day for receiving nominations for office, shall be posted on the Notice Board for at least forty-two (42) days prior to the date fixed for such Annual General Meeting.
- (e) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

- 68. The business of the Annual General Meeting shall be as follows:
 - (a) to confirm the Minutes of the previous Annual General Meeting;
 - (b) To receive and consider the reports referred to in Rule 84;
 - (c) To conduct the election of the Board or to declare the results of the election of the Board;
 - (d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) To approve the reimbursement of directors' expenses.
 - (f) To deal with any other business of which due notice has been given to the members.
- 69. (a) Notwithstanding Rules 71, 72 and 73 individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be received by the Secretary not less than thirty five (35) days before the Annual General Meeting.
 - (b) The Secretary shall cause all items of business and notices of motion referred to in paragraph (a) to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.
- 70. (a) The Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.

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

MEMBERS' RESOLUTIONS

71. (a) The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at a general meeting;
- (b) The notice must:
- (i) be in writing; and
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy;
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
72. (a) If the Secretary has been given notice of a resolution under Rule 71, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given;
- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting;
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting;
- (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.
- (e) The Club need not give notice of the resolution:

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

- (ii) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

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

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

75. (a) The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- (c) The auditor is entitled to be heard even if:
- (i) the auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

76. The Chairperson shall be entitled to take the Chair at every General Meeting. If the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then a Deputy Chairperson shall take the Chair. If the Deputy Chairpersons are not present within fifteen minutes after the time appointed for holding the meeting or are unable or unwilling to act then a member of the Board as determined by the members present shall chair the meeting.
77. (a) At any general meeting of the Club and at the Annual General Meeting thirty (30) members present in person and eligible to vote shall be a quorum.
- (c) If a quorum is not present within 15 minutes after the time for the commencement of the meeting the same shall be adjourned to the same day in the next week at the same time and place provided that if the meeting has been convened at the request of members pursuant to Rule 66 the same shall be dissolved. If at any adjourned meeting a quorum is not present the same shall be dissolved.
78. (a) Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting

and counted on a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the Meeting shall have a second or casting vote.

- (b) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith.
- (c) A demand for a poll may be withdrawn.
- (d) At any General Meeting (unless a poll is demanded) a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

79. A person shall not:

- (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
 - (b) Vote at any election including an election of a member or of the Board
- as the proxy of another person.

80. (a) The Chairperson of a Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.

(b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(c) A resolution passed at a meeting resumed after an adjournment shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.

(d) It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

80A. The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.

- 80B. The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.
- 80C. The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.
- 80D. If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.

MINUTES

81. (a) The Club must keep minute books in which it records:
- (i) proceedings and resolutions of general meetings of the Club; and
 - (ii) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
 - (iii) resolutions passed by members without a meeting;
 - (iv) resolutions passed by directors without a meeting.
- (b) The Club must ensure that:
- (i) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting;
 - (ii) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.
- (c) A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

ACCOUNTS

82. The Board shall:
- (a) Cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
 - (b) Cause to be prepared and submitted to a meeting of the Board at intervals of not more than three (3) months a statement of income and expenditure in

relation to each aspect of the Club's activities in accordance with the Registered Clubs Act.

- (c) Within seven (7) days after the meeting of the Board of the Club to which any such statement is submitted, cause a copy of that statement and of any resolution passed by the Board of the Club in relation to that statement to be exhibited in a conspicuous position on the premises of the Club; and
 - (d) Cause the copy of that statement and that resolution, if any, to be so exhibited for a continuous period of not less than twenty eight (28) days.
83. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
84. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club send to all members of the Club entitled to attend the Annual General Meeting a copy of all reports which pursuant to Section 314 of the Act are to be laid before the Annual General Meeting in respect of the financial year ending on the thirtieth day of June immediately prior to the Annual General Meeting and without limitation these shall include:
- (a) a copy of the Financial Report of the Club;
 - (b) a copy of the Directors' Report; and
 - (c) a copy of the Auditors' Report on the financial report.
85. Deleted.

FINANCIAL YEAR

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

AUDITORS

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

SECRETARY

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

SEAL

89. The Board shall provide for the safe custody of the Seal of the Club and the Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board of the Club previously given and in the presence of a member of the Board who shall sign every instrument to which the Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or one other Director appointed by the Board.

NOTICES

90. Without limiting the provisions of the Corporations Act, a notice may be given by the Club to any member either:
- (a) Personally; or
 - (b) by sending it by post to the address of the member;
 - (c) by sending it to the electronic address of the member;
 - (d) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.
91. Where a notice is sent to a member in accordance with Rule 90(a), the notice is deemed to be received on the day it is given to the member.
92. Where a notice is sent to a member in accordance with Rules 90(b) and (c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.
93. Where a notice is sent to a member in accordance with Rule 90(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

INDEMNITY TO OFFICERS

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

AMENDMENTS TO CONSTITUTION

96. This Constitution can only be amended by way of Special Resolution passed at a General Meeting of the members of the Club. Pursuant to Rule 30, Senior members and Life members shall only be eligible to vote on any Special Resolution.

MEETINGS AND VOTING

97. In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board, or a committee of the Club may (but it is not required to):
- (a) Distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means; and/or
 - (b) Hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
 - (c) Allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.
98. If there is any inconsistency between Rule 97 and any other provision of this Constitution, Rule 97 shall prevail to the extent of that inconsistency.