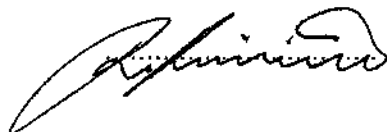


I, Robert John Heinrich, Chief Executive Officer, certify that this and the following 42 pages is a true and correct copy of the Constitution of the City of Blacktown RSL Club Ltd as amended at the Annual general Meeting of the Club held on 16<sup>th</sup> October 2016

Signature



Date 17/10/16.

## CORPORATIONS ACT 2001

A Public Company Limited by Guarantee  
And not having a Share Capital

## CONSTITUTION

of

**CITY OF BLACKTOWN RSL CLUB LIMITED**  
**ACN 000 883 223 ABN 46 000 883 223**

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### DEFINITIONS

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

**The Act** means the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

**Annual General Meeting** has the meaning assigned thereto by the Act.

**Authorised Person** means the Secretary, the senior employee on duty in the absence of the Secretary, or an employee or agent of the Club authorised by the Secretary.

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

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

**By-Laws** includes regulations.

**Club** means City of Blacktown RSL Club Limited (ACN 000 883 223).

**Club Licence** means a licence held by the Club under the Liquor Act. .

**Club Notice Board** means a board designated as such within the Club premises on which notices for the information of Members are posted.

**Director** means a member of the Board.

**Executive** means the Chairman and the Deputy Chairman.

**Ex-Serviceman** means any person who has served in the Armed Forces of His or Her Majesty during World War I, World War II, the Korean or Malayan and/or Vietnam

**Full Member** means a person who is an Ordinary Member (as defined in the Registered Clubs Act) or a Life Member of the Club.

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

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

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

**Office** means the registered office for the time being of the Club.

**Officer** means an officer as defined in the Act.

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

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

**Secretary** includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.

**Special Resolution** has the meaning assigned thereto by the Act. To be passed, a Special Resolution must receive at least seventy five per cent (75%) of the votes cast by members eligible to vote on the Special Resolution.

2. (a) **Financial Member** - a Member shall not be a financial Member of the Club if:
- (i) at the expiration of thirty (30) days from the due date the Member's subscription or any part thereof payable on that date remains unpaid; or
  - (ii) at the expiration of fourteen (14) days from the due date any money (other than the subscription) owing by the Member to the Club remains unpaid; and
- in either case the Member shall be and remain unfinancial until the earlier of:
- (iii) payment in full of the amount owing; or
  - (iv) fourteen (14) days,

at which time the Member's membership of the Club shall cease, including Life Members and their name shall be removed from the register of members.

### **INTERPRETATION**

3. (a) A decision of the Board on the construction or interpretation of this Constitution, or on any By-Laws or regulations of the Club made pursuant to this Constitution or on any matter arising out of them, shall be conclusive and binding on all Members of the Club.
- (b) In this Constitution, the following Rules of interpretation apply unless the context requires otherwise:
  - (i) headings are for convenience only and do not affect interpretation;
  - (ii) the singular includes the plural and conversely;
  - (iii) a gender includes any gender;
  - (iv) if a word or phrase is defined, then its other grammatical forms have a corresponding meaning;
  - (v) a reference to legislation includes but is not limited to a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument under it;
  - (vi) a reference to writing includes any mode of representing and reproducing words, figures, drawings or symbols in a visible form; and

### **PRELIMINARY**

4. The Company is a company limited by guarantee and shall be a non-proprietary company.
5. The Company is established for the purposes set out in this Constitution.
6. 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.
7. 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.

### **PROPERTY AND INCOME OF THE CLUB**

8. (a) 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.
- (b) Subject to the provisions of Section 10(6) and 10(6A) of the Registered Clubs Act, a Member of the Club, whether or not the Member is a Member of the governing body or 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 Full 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 Rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to 'the Club of, or the fact that the Club has applied for, a Club Licence 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 Club Licence.

9. Subject to Rule 10 nothing in this Constitution shall prevent the payment:

- (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club; or
- (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
- (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
- (d) of reasonable and proper rent for premises demised or let by any member to the Club.

10. A director shall not receive from the Club remuneration or other benefit in money or moneys worth in respect of his or her duties except by way of:

- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act; or
- (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.

#### **LIQUOR AND GAMING**

- 11. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a Member except on the invitation and in the company of a Member; provided that this paragraph does not apply if the Club is a holder of a certificate of registration under the Registered Clubs Act 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)(b) 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 poker machines on the premises of the Club.
- (d) The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive

directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

- (e) Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (f) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

## OBJECTS

12. The Club shall have the legal capacity of a natural person and the objects which the Club is established shall include but not be limited to the following:

- (a) To provide for Members and for Members' guests a social and sporting Club with all the usual facilities of a Club.
- (b) To promote any of the objects for the time being in force of the Returned and Services League of Australia and to affiliate with any other organisation having objects similar to the Club.
- (c) To purchase hire lease or otherwise acquire for the purpose of the Club any real or personal property and any rights and privileges which the Club may think necessary or convenient for carrying out of its objects or any of them.
- (d) To give, sell, mortgage, exchange, hire or otherwise dispose of the property of the Club or any part or parts thereof.
- (e) To lease the property of the Club or any part or parts thereof provided that the power of leasing hereby conferred shall not apply or extend to any premises covered by any Certificate of Registration under any legislation relating to Clubs, licensed premises or liquor.
- (f) To invest and deal with any of the monies of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time vary and realise such investments.
- (g) To make draw accept endorse discount execute and issue promissory notes A 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 present or future of the Club.
- (i) In furtherance of the objects of the Club to apply for and obtain and hold a Club Licence or any other licence or licences or certificate of registration under the Liquor Act, Gaming and Betting (Amendment) Act or Laws or any other Act or laws for the time being operative and for such purpose or

purposes to appoint if necessary or desirable a manager or managers or other officer or officers to act as Licensee or Licensees and to hold the Licence or Licenses on behalf 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 tobacco, cigars and cigarettes and of all kinds of goods, provisions 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 indemnify any 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.
- (n) 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 for any exhibitions or for any public general or useful object.
- (o) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (p) 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 objects of the Club or any of them.
- (q) To raise monies by way of subscriptions, entrance fees, levies, the holding of functions or otherwise and to accept donations, legacies, bequests, demises and gifts of property.
- (r) To print and publish any newspaper periodicals, books or leaflets and the Club may think desirable for the promotion of its objects or any of them.
- (s) To support and subscribe to any local or other charities and any institutions societies or clubs which may be for the benefit of the Club or its employees and to grant donations for any one or more of the objects of the Club or for any public purpose; and to provide a superannuation fund for the employees of the Club or otherwise to assist any such employees their widows and children.
- (t) To hire and employ all classes of persons considered necessary for the purposes of the Club and subject to this Constitution to pay to them and to other persons in return for the services rendered to the Club salaries, wages and gratuities.

- (u) To take such steps to make known the objects, aims and activities of the Club and to promote the objects of the Club by any means the Club considers fit from time to time.

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

#### **APPLICATION OF PROPERTY ON DISSOLUTION**

13. If the Club is wound up or dissolved and after the satisfaction of all its debts and liabilities, any property whatsoever remains, that property shall:
- (a) not be transferred, paid to or distributed among the members;
  - (b) be given or transferred to Blacktown Sub-Branch of the Returned and Services League of Australia (New South Wales Branch); or
  - (c) if the organisation referred to in 13(b) does not exist, be given or transferred to an institution or institutions to be determined:
    - (i) by the members of the Club by special resolution at or before the time of dissolution, or
    - (ii) by a Judge of the Supreme Court of New South Wales.

#### **MEMBERS' GUARANTEE**

14. Each member undertakes to contribute an amount not exceeding three dollars (\$3.00) if the Club is wound up:
- (a) while he or she is a member of the Club; or
  - (b) within one year of the date that he or she ceases to be a member.
15. The contribution referred to in Rule 14 shall be for the:
- (a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
  - (b) costs, charges and expenses of winding up.

#### **MEMBERSHIP**

16. (a) The number of Full Members of the Club shall not be less than the minimum number required under the Registered Clubs Act.
- (b) No person under the age of 18 years shall be admitted as a Member of the Club.
- (c) Each class of membership is open to both sexes.

17. Unless and until otherwise determined by the Board by By-Law, the Full membership of the Club shall be divided into the following categories:
- (a) Life members; and
  - (b) Ordinary members.
18. (a) Ordinary Membership (as defined in the Registered Clubs Act) of the Club shall consist of the following classes:
- (i) RSL Members
  - (ii) Associate Members
- (b) The maximum number of Members in each class shall, subject to Rule 16(a), be determined by the Board from time to time.
19. Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:
- (a) Provisional members; and
  - (b) Honorary members;
  - (c) Temporary members.
20. The number of Full members having the right to vote in the election of the Board shall be not less than twenty-five (25) per cent of all Full members of the Club.

#### **ELIGIBILITY FOR ORDINARY CLASSES OF MEMBERSHIP**

21. The requirements for eligibility of persons for election to each class of Ordinary membership shall be:
- (a) **RSL Members**  
RSL Members shall be those persons who have attained the age of eighteen (18) years and are Life members, financial Service Members, financial Affiliate Members or financial Associate Members of the Blacktown Sub-Branch of the Returned and Services League of Australia (New South Wales Branch), having nominated that sub-branch as the sub-branch at which they have elected their right to vote, speak or hold office and who have made application for and have been admitted to RSL membership in accordance with this Constitution.
  - (b) **Associate Members**  
Associate Members shall be those persons who have attained the age of eighteen (18) years and who have made application for and are admitted to Associate membership in accordance with this Constitution.

#### **LIFE MEMBERS**

22. (a) Subject to Rule 22(b), any RSL Member or Associate Member who has rendered outstanding service to the Club for a minimum period of 10 years



may be elected to Life membership of the Club by resolution carried by a simple majority of those present and voting at an Annual General Meeting following the submission to such meeting of an appropriate recommendation from the Board.

- (b) Only one (1) member may be elected to Life membership of the Club in any year provided that a person shall not be eligible for election to Life membership unless the member is nominated and seconded by a financial Ordinary Member.
- (c) A person elected to Life membership shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of the class of membership previously held by the nominee.

### **RIGHTS OF LIFE AND ORDINARY MEMBERS**

23. Life members and financial Ordinary members are entitled to:

- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time;
- (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
- (c) nominate for and be elected to hold office on the Board;
- (d) vote in the election of the Board;
- (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (f) propose, second, or nominate any eligible member for any office of the Club;
- (g) propose, second or nominate any eligible member for Life membership; and
- (h) introduce guests to the Club.
- (i) members who are current employees shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board

### **HONORARY MEMBERS**

24. (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; or
- (ii) any prominent citizen or local dignitary visiting the Club;
- (iii) any person who is a member of the Australian Defence Force and who produces evidence that the person is a member of the Australian Defence Force; and
- (iv) any person attending the Club premises who:

- (A) is a former member of the Australian Defence Force, and
- (B) produces evidence that the person is a Service Member of the RSL and a member of at least one other RSL or services club.

In this Rule 24:

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

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

**RSL or services club** means:

- (i) an RSL, Services, Ex-services, Memorial, Legion or other similar club that is a registered club, or
  - (ii) a registered club that has objects similar to, or that amalgamated with, a club of the kind referred to in paragraph (i).
- (c) Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.
- (d) Honorary members who are not Full members of the Club are entitled to:
- (i) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (ii) introduce guests to the Club.
- (e) Honorary members who are not Full members of the Club are not entitled to:
- (i) vote at any meeting of the Club; or
  - (ii) nominate for or be elected to the Board or any office in the Club;
  - (iii) vote in the election of the Board;
  - (iv) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
  - (v) propose, second or nominate any eligible member for any office of the Club; or
  - (vi) propose, second or nominate any eligible member for Life membership.
- (f) When Honorary membership is conferred on any person (other than Honorary membership conferred on a person under Rule 24(a)(iii) and (iv)) the particulars required by Rule 40(b) shall be entered in the Club's Register of Honorary Members.

## TEMPORARY MEMBERS

25. (a) Persons may be admitted as Temporary Members of the Club for a period of up to, but not exceeding, seven (7) consecutive days (or for such longer period as the Independent Liquor & Gaming Authority may approve in writing) in accordance with the Registered Clubs Act.
- (b) The following persons in accordance with procedures established by the Board may be admitted as Temporary Members of the Club:
- (i) any visitor whose permanent place of residence in New South Wales is not less than a distance from the Club as may be determined from time to time by the Board by By-law pursuant to this Constitution (but being not less than the distance prescribed by the Registered Clubs Act);
  - (ii) Full Members (as defined in the Registered Clubs Act) of other clubs which are registered under the Registered Clubs Act and which have objects similar to those of the Club;
  - (iii) a Full Member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full Member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day; and
  - (iv) any interstate or overseas visitor.
26. (a) Temporary Members shall not be required to pay an entrance fee or annual subscription.
- (b) Temporary members are entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time.
- (c) Temporary Members are not entitled to:
- (i) introduce guests into the Club;
  - (ii) attend or vote at general meetings (including Annual General Meetings) of the Club;
  - (iii) nominate for or be elected to the Board;
  - (iv) vote in the election of the Board;
  - (v) vote on any Special Resolution (including a Special Resolution to amend this Constitution);

- (vi) propose, second or nominate any eligible member for any office of the Club; or
  - (vii) propose, second or nominate any eligible member for Life membership.
- (d) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the membership of any Temporary Member at any time without notice and without being required to give reason.
  - (e) No person under the age of 18 years may be admitted as a temporary Member of the Club.
  - (f) When a Temporary Member (other than Temporary members referred to in Rule 25(a) and 25(b)(iii)) first enters the Club premises on any day (or on the first day of a period of membership which is more than one day) the Temporary Member shall entered the particulars in the Club's Register of Temporary Members kept in accordance with Rule 40(c).

#### **PROVISIONAL MEMBERSHIP**

27. A person in respect of whom:
- (a) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and
  - (b) who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form, may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
28. Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner):
- (a) that person shall cease to be a Provisional member of the Club; and
  - (b) the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.
29. Provisional members are entitled to:
- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (b) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.
30. Provisional members are not entitled to:
- (a) attend or vote at general meetings of the Club; or
  - (b) nominate for or be elected to hold office on the Board;

- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second, or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any eligible member for Ordinary membership or Life membership.

#### **ABSENTEE LIST**

31. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any Member leaving or returning to the State of New South Wales or residing outside that State. For the purpose of this Rule the Australian Capital Territory shall be deemed to be within the said State. Such Members shall be placed on an absentee list.

#### **ELECTION OF MEMBERS**

32. A person shall not be admitted as a Member of the Club other than as an Honorary Member, Temporary Member or Provisional Member, unless the person is elected to membership at a meeting of the Board of the Club or a duly appointed election committee of the Club the names of those Members present and voting at that meeting are recorded by the Secretary of the Club. Should a person who has been previously expelled from the Club, make application for membership of the Club then that application must be considered by the Full Board of Directors. The Board may reject any application for membership without assigning any reason for such rejection.
33. (a) In respect of every proposal for election to membership of the Club there shall be completed a nomination form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Board, including the full name, address occupation and date of birth of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club. The form will be signed by the candidate.
- (b) The nomination form together with such entrance fees may be payable and the first annual subscription shall be deposited at the Office and the Secretary shall cause the name and address of the candidate to be exhibited in a conspicuous place in the Club for a continuous period of not less than one week before the election of the candidate as a Member of the Club and 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 candidate's election.
34. (a) If an applicant is not elected to membership under Rule 32, the Secretary will notify the applicant in writing and refund any money paid by the applicant with his or her application for membership.
- (b) A copy of the Constitution of the Club shall be supplied to a full Member on request being made to the Secretary of the Club and if demanded by the Secretary on payment of any fee that may be prescribed by the Act.

## **ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES**

35. (a) The entrance fees and subscriptions or payments payable by Members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription payable by RSL Members and Associate Members shall be not less than two dollars (\$2.00) or such other minimum subscription provided from time to time by the Registered Clubs Act.
- (b) All subscriptions shall be due and payable by 30 June on each year.
- (c) Membership subscriptions must be paid annually in advance, or if the Board so directs, may be paid by monthly, quarterly or half-yearly instalments in advance or for more than 1 year in advance. The Board may prescribe the time and manner of payment and all other related matters not specifically provided for in this Constitution.
- (d) All joining fees, levies and other payments shall be due and payable on a date, or dates, determined by the Board from time to time.
36. Any candidate elected to any class of Ordinary membership shall pay the full annual subscription up until 30 June.
37. Without limitation to Rule 2(a) if the entrance fee or subscription or any part thereof of any Member shall not be paid by 31 July (the period of 31 days from the date upon which it shall fall due for payment) the defaulting Member shall from that date be debarred from all privileges of membership and the members name will be removed from the membership register.

## **PATRONS**

38. (a) The Members in General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting.
- (b) If such Patron or Patrons are not members of the Club they shall thereupon be deemed to be Honorary members of the Club and, subject to this Constitution, shall remain Honorary members while they remain Patron.

## **ADDRESSES OF MEMBERS**

39. Members must advise the Secretary of the Club of any change in their address within seven (7) days of changing their address as recorded in the register of members.

## **REGISTERS OF MEMBERS AND GUESTS**

40. The Club shall keep the following registers:
- (a) A register of persons who are Full members which shall be kept in accordance with Section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) the name in full; and
- (ii) the occupation;

- (iii) the address;
  - (iv) the date on which the entry of the member's name in the register is made;
  - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
- (b) A register of persons who are Honorary members which shall be kept in accordance with Sections 31(1)(b) 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 25(a) and 25(b)(iii)) 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, 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.
- (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.

#### **DISCIPLINARY PROCEEDINGS**

41. Subject to Rule 42, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, inclusive of life members, if that member:
- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
  - (b) is, in the reasonable opinion of the Board;
    - (i) guilty of any conduct prejudicial to the interests of the Club; or

- (ii) guilty of conduct which is unbecoming of a member.

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

- (a) A member shall be notified of:
  - (i) any charge against the member pursuant to Rule 41; and
  - (ii) the date, time and place of the meeting of the Board at which the charge is to be heard.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 42 by notice in writing by a prepaid letter sent by post to the member's last known address at least seven (7) days before the meeting of the Board at which the charge is to be heard.
- (c) The member charged shall be entitled to:
  - (i) attend the meeting for the purpose of answering the charge; and
  - (ii) submit to the meeting written representations for the purpose of answering the charge.
- (d) The member charged is not entitled to legal or other representation at the meeting without the consent of the Board which the Board may give or withhold or give subject to conditions, as the Board in its absolute discretion determines. In recognition of the nature of the Club (and the nature of membership of the Club) as the Club is constituted under this Constitution, there is no presumption that the member charged has any right of representation at the meeting. If the member seeks consent to have representation at the meeting, then the member must apply in writing delivered to the Board through the office of the Secretary no later than two (2) days before the meeting. Without limiting the previous general words, in considering an application for consent to representation, the Board may take into account all or any of the following matters to the extent apparent from the charge - the nature and complexity of the charge and the seriousness of the charge; and also any submission by the member regarding the member's own personal capacity to understand the charge and to represent themselves before the Board in the context of the Club as a social and sporting club. The Board may delegate the power to deal with an application for consent for representation by either a general delegation or by a delegation in relation to a specific charge. The Board is not obliged to consider or Rule on an application for consent to representation prior to the commencement of the meeting at which the charge is to be heard. The member is not entitled to representation in relation to the consideration of the application for consent.
- (e) If the member fails to attend such meeting:
  - (i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and
  - (ii) the Board may impose any penalties, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.



- (f) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.
- (g) When the Board has made a decision as to whether the member is guilty or not, if the member charged is at the meeting, the Board must inform the member of the Board's decision.
- (h) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty.
- (i) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person and being eligible to vote, vote in favour of such motion by ballot.
- (j) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rules 41 to 46.
- (k) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision. No appeal whatsoever shall lie from a decision of the Board pursuant to this Rule and any member reprimanded, suspended, or expelled pursuant to this said Rule shall have no right of action whether at law or in equity or other remedy whatsoever against the Club or Board or any member thereof by reason of such reprimand, suspension, expulsion or by reason of any act done or notice given prior to or consequent on or incidental to the same.

43. If a notice of charge is issued to a member pursuant to Rule 42(b):

- (a) the Board by resolution; or
- (b) the Secretary (independently of the Board)

shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.

44. Subject to Rules 45 and 46, a member who:

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

45. A member shall be notified, by notice in writing sent by post to the member's last known address, at least seven (7) days before the meeting of the Board at which the resolution is to be considered of the Board's intention to suspend or expel the member pursuant to Rule 44.

46. The provisions of Rules 41 to 43 do not apply in connection with any proposal to suspend or expel a member pursuant to Rule 44.

## DISCIPLINARY COMMITTEE

47. The Board may by resolution delegate all of the powers and functions given to the Board by Rule 69 to a Disciplinary Committee comprising not less than:
- (a) three (3) directors of the Club;
  - (b) three (3) Life members or financial Ordinary Members of the Club;
  - (c) three (3) management staff of the Club; or
  - (d) any combination of (a), (b) and (c) above,
- selected by the Board.
48. The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rules 41 to 46 save that:
- (a) a quorum of the Disciplinary Committee shall be three (3) persons selected by the Board under Rule 47; and
  - (b) all references to the Board in Rules 41 to 46, except in Rule 42(k) shall be read as being references to the Disciplinary Committee.
49. Any member who has appeared before the Disciplinary Committee has the right to appeal to the Board conditional upon:
- (b) the member becoming aware, after the Disciplinary Committee hearing, of additional facts relating to the events giving rise to the disciplinary proceedings against the member;
  - (c) the additional facts being relevant to the events giving rise to the disciplinary proceedings against the member and/or the penalty imposed by the Disciplinary Committee; and
  - (d) the member lodging a request for appeal with the Secretary within seven (7) days of the date of the Disciplinary Committee's determination (**Notice of Appeal**); and
  - (e) the Notice of Appeal containing details of:
    - (i) the additional facts relied upon by the member;
    - (ii) the reasons why the member was not aware of the additional facts at the date of the Disciplinary Committee hearing;
    - (iii) how the member became aware of the additional facts; and
    - (iv) the relevance of the additional facts to the penalty imposed by the Disciplinary Committee.
50. The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 42 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:

- (b) the member is notified that the Board is exercising the power under this Rule 42 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.
- (c) the procedure set out in Rules 41 to 46 is followed.

51. The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 47 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

#### **MEMBER UNDER SUSPENSION**

52. Any member whose membership is suspended pursuant to Rules 41 or 49 shall during the period of such suspension not be entitled to:

- (b) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
- (c) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
- (d) attend or vote at any meeting of the Club or any Sub club;
- (e) nominate or be elected or appointed to the Board or any committee of a Sub club;
- (f) vote in the election of the Board or any committee of a Sub club;
- (g) propose, second or nominate any eligible member for any office of the Club or any Sub club;
- (h) propose, second or nominate any eligible member for Life membership.

#### **REMOVAL OF PERSONS FROM THE PREMISES**

53. In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 57, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
- (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
- (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
- (d) who hawks, peddles or sells any goods on the premises of the Club;

- (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
  - (f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
  - (g) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
  - (h) who is the subject of a multi-venue barring order determined by the Local Liquor Accord.
54. If pursuant to Rule 53 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 57) 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.
55. Without limiting Rule 54, if a person has been refused admission to or turned out of the Club in accordance with Rule 53(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
56. Without limiting Rule 54, if a person has been refused admission to or turned out of the Club in accordance with Rule 53(a), the person must not:
- (a) remain in the vicinity of the Club and its property; or
  - (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
57. Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
  - (b) any employee authorised by the Secretary to exercise such power.

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

58. (a) A Member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
- (b) A member may at any time 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.
- (c) A resignation pursuant to Rule 58(b) shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
- (d) Any member who has resigned pursuant to 58(b) will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.
- (b) Every person ceasing to be a Member of the Club (whether by resignation, expulsion, being removed from the Register of Members, neglecting to pay the entrance fee or subscription or otherwise) shall upon and by reason of such cessation of membership forfeit all rights as a Member of the Club, provided that such person shall remain liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership and any other money due by that person at the date of cessation of that person's membership or for which that person is or may become liable under this Constitution.

## GUESTS

59. (a) All Members other than Temporary Members shall have the privilege of introducing guests to the Club and on each day a Member first brings a guest into the Club the Member shall enter in the Register of Guests the name and address of the guest and shall countersign that entry.
- (b) No member shall introduce any person as a guest:
- (i) who has been expelled from the Club pursuant to Rules 42 or 44; or
  - (ii) whose membership is then suspended pursuant to Rules 42 or 44;
  - (iii) who is then refused admission to or being turned out of the Club pursuant to Rule 53;
  - (iv) more frequently or in greater number than may for the time being be provided by By-law.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (d) 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.
- (e) 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.
- (f) 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.

- (g) 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.
- (h) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.

#### **BOARD OF DIRECTORS**

60. (a) The Board of the Club shall consist of seven (7) directors comprising a Chairman, a Deputy Chairman and five (5) other Board members.
- (b) The following members shall be entitled to stand for and be elected or appointed to the Board:
- (i) Life members; and
  - (ii) Ordinary members.
- (c) A member shall not be eligible to stand for or be elected or appointed to the Board who is:
- (i) an employee; or
  - (ii) currently under suspension pursuant to Rules 42 or 44;
  - (iii) not a financial member,
- (d) A member is ineligible to be nominated for or be elected or appointed to the Board if that member:
- (i) has not been a financial member of the Club for a period of a continuous period of at least two (2) years immediately prior to the member's nomination;
  - (ii) has at any time been convicted of an indictable offence;
  - (iii) is a current employee at the time of nomination;
  - (iv) is a former employee of the Club whose services were terminated by the Club for misconduct;
  - (v) was an employee of the Club within the period of ten (10) years prior to nomination, election or appointment to the Board;
  - (vi) has failed to carry out any mandatory director training that he or she was required to carry out under the Registered Clubs Act as a director of the Club;

- (vii) has at any time been declared ineligible or not a fit and proper person to hold the position of director or has had an order made against them to the same effect; or
  - (viii) has at any time been assessed by a management liability underwriter when determining directors and officers insurance so that a loading has been imposed on the premium or a higher than usual excess has been applied.
  - (ix) has been cited to appear before the Board of the Board's duly constituted disciplinary committee on any charge per rules 41 to 44 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 ten (10) years immediately prior to the date determined for the Annual General Meeting at which an election is to be held
- (e) On and from the 2003 election of the Board, the Board shall be elected biennially. The members of the Board shall hold office until the conclusion of the second Annual General Meeting after that at which they were elected when they shall retire but shall be eligible for re-election, subject to this Constitution. Elections only occur every odd year.

#### **ELECTION OF BOARD**

61. The election of the Board shall be conducted in the following manner:
- (a) The Board shall appoint a Returning Officer.
  - (b) Notice of the date and time of the last day for receiving nominations for office in accordance with paragraph (c) of this Rule 61, shall be prominently posted on the Club Notice Board.
  - (c) Nominations shall close at least forty two (42) days prior to the date fixed for the Annual General Meeting and must be delivered to the Secretary on or before that date.
  - (d) The Board shall determine the format of nomination forms subject always to the requirement that a nomination for the election of each director of the Club shall be made in writing and signed by two Life members or financial Ordinary Members of the Club and by the nominee who shall thereby signify his or her consent to the nomination.
  - (e) A nomination form that is not fully completed will constitute an invalid nomination.
  - (f) A nomination can be withdrawn at any time prior to the close of nominations.
  - (g) If at the close of nominations the number of candidates duly nominated is less than or equal to the number required to be elected, those candidates duly nominated shall be declared elected and additional nominations may be called for at the relevant Annual General Meeting of the Club.

- (h) If there be only the requisite number nominated those candidates shall be declared duly elected.
- (i) If there be more than the required number nominated an election by secret ballot shall take place in the following manner:
  - (i) The order in which names appear on the ballot paper shall be determined by lot as drawn by the Returning Officer.
  - (ii) The Returning Officer shall supervise the preparation of ballot papers.
  - (iii) The ballot shall be conducted at the Club during such times as shall be determined by the Board from time to time.
  - (iv) The Returning Officer shall personally supervise the issue of ballot papers to the member on Club property, upon the member providing their photo membership card or other form of approved identification.
  - (v) Members shall record their vote on the ballot paper by placing an "x" opposite the names of the nominees for whom the member wishes to vote and comply with such other instructions appearing thereon. Failure to comply with those requirements shall render the vote invalid.
  - (vi) Members shall personally place their ballot papers in the ballot box provided at the Club and cannot place any other member's ballot paper into the ballot box.
  - (vii) The Returning Officer shall supervise the safe custody of ballot papers as lodged.
  - (viii) The Returning Officer shall supervise the examination of ballot papers.
  - (ix) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
  - (x) The Returning Officer shall supervise the counting of votes.
  - (xi) 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.
  - (xii) The Returning Officer shall report the result of the ballot to the meeting.
  - (xiii) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 61.
  - (xiv) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing,



any or all of the duties of the Returning Officer or scrutineers set out in this Rule 61.

- (xv) 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 88.
  - (j) As soon as possible after each Annual General Meeting or Meeting where any of the Directors of the Board are replaced in terms of Section 85, the full Board shall then meet and amongst themselves shall elect a Chairman and Deputy Chairman, subject at all times to this Constitution.
62. A Member of the Club shall not distribute within the Club premises or on Club property, or to any Member of the Club, any written matter canvassing support for any Notice of Motion to be dealt with by the Members at any Annual General Meeting or General Meeting, nor shall any Member allow his name to appear on any "How to Vote" card supporting his candidature for election to the Board of Directors. Any Member who acts in a contravention of this Rule 62 may be subject to disciplinary proceedings under Rule 41 to 46.
63. A Member of the Club shall not allow his name to be used or published in the press or radio television or any other form of mass media in support of any Notice of Motion to be dealt with by Members at any Annual General Meeting or General Meeting or in support of his candidature or the candidature of any other Member for election to the Board of Directions. Any Member who acts in contravention of this Rule 63 may be subject to disciplinary proceedings under Rule 41 to 46.
64. The Board may from time to time make such By-laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection therewith.

#### **MANDATORY TRAINING FOR DIRECTORS**

- 65 (a) A member of the Club who becomes a Director of the Club after 1 July 2013, must, in accordance with the *Registered Clubs Regulation 2009* and subject to any guidelines issued under the *Registered Clubs Regulation 2009*, complete such training as may be prescribed by the Regulation, within twelve (12) months of becoming a member of the Board.
- (b) Subject to any guidelines issued under the *Registered Clubs Regulation 2009* in relation to Directors of the Club who, as at 1 July 2013, were already Directors:
- (i) at least 50% of the existing Directors must complete the required training by 30 June 2016,
  - (ii) all remaining Directors must complete the required training by 30 June 2018.
- (c) In this Rule:
- (i) registered training organisation means an NVR registered training organisation within the meaning of the National Vocational Education and Training Regulator Act 2011 of the Commonwealth.

- (ii) required training means:
  - (A) the courses entitled "Director Foundation and Management Collaboration" and "Finance for Club Boards" conducted by or on behalf of Clubs NSW, or
  - (B) the units of competency entitled "Implement Board member responsibilities—BSBGOV401A", "Work within organisational structure—BSBGOV402A" and "Analyse finance reports and budgets—BSBGOV403A" conducted by a registered training organisation.
- (d) The required training or any other course of instruction for Directors for the purposes of this Rule shall be at the expense of the Club.

## **POWERS OF THE BOARD**

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

### **67 GENERAL POWERS**

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.

### **68. SPECIFIC POWERS**

- (a) Without limiting the general powers conferred by Rule 67, the Board shall have power from time to time to:
  - (i) make, alter and repeal By-Laws pursuant to Rule 71.
  - (ii) 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.
  - (iii) 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.
  - (iv) secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.

- (v) 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.
- (vi) 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.
- (vii) invest and deal with any of the monies of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (viii) 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.
- (ix) subject to paragraph (1) of this Rule, sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise).
- (x) sell, lease, exchange or otherwise dispose of any land belonging to the Club with the sanction of a general meeting, and provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (xi) appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (xii) engage, appoint, control, remove, discharge, suspend, determine and dismiss managers, employees, officers, representatives and agents in respect to permanent, temporary or special services and to determine the duties, pay, salary or other remuneration. The Board may delegate these powers (or any of them) to the Secretary or other officer or committee of the Club.
- (xiii) impose levies on all members.
- (xiv) set the joining fees, subscriptions and other payments payable by all members.
- (xv) fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.

- (xvi) 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.

#### 69. COMMITTEES

- (a) Without limiting the general powers conferred by Rule 67, the Board shall have power to delegate any of its powers to committees consisting of any:
  - (i) director;
  - (ii) member;
  - (iii) employee;
  - (iv) person who is not a member but who has a particular skill or expertise which they will apply to a committee;
  - (v) or any combination thereof. The Board shall also have the power to revoke any such delegation.
- (b) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may impose.
- (c) The Chairperson can be a member of all such committees and may nominate a person or persons to represent him or her on one or more of those committees.
- (d) The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 69 or by any by-law made by the Board pursuant to Rule 71.
- (e) The quorum for a meeting of any committee shall be a majority of the committee members.
- (f) 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.

#### 70. SUBCLUBS

- (a) Without limiting the general powers conferred by Rule 67, the Board shall have power to:
  - (i) establish Sub clubs with such Rules (including objects, powers and membership qualifications) as the Board may determine; and
  - (ii) allow Sub clubs established pursuant to this Rule 70(a) or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established;

- (iii) allow Sub clubs to create by-laws for the control and regulation of the sporting or other activities for which they are respectively established;
  - (iv) permit Sub clubs to adopt a name (provided it be described as a Sub club of the Club);
  - (v) allow Sub clubs to become affiliated with the bodies controlling sports or other activities on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
- (b) Any of the Sub clubs established pursuant to Rule 70(a) or those already in existence must conform to any regulation or restriction that the Board may impose.
- (c) The Chairperson can be a member of all the committees of Sub clubs and may nominate a person or persons to represent him or her on one or more of those committees.
- (d) Subject to the general control and supervision of the Board, each Sub club may manage its own affairs but shall:
- (i) make regular reports to the Board (or otherwise as may be required by the Board); and
  - (ii) submit copies of all minutes and records to the Board as and when requested by the Board.
- (e) The Board may empower each Sub club to open and operate a bank account in the name of the Sub club in such bank or banks as the Board may approve provided that the persons eligible to operate upon any such account shall be approved by the Board which may remove and replace such persons or any of them.
- (f) The Rules of each Sub club may be amended by the members of the Sub club provided that no amendment proposed or approved by the members of the Sub club shall have effect unless and until it is approved by resolution of the Board. The Rules shall provide that any person seeking to be a member of a Sub club must first be a financial member of the Club.
- (g) Any disciplinary action taken by a Sub club in respect of any member of the Sub club shall be promptly reported to the Board together with the reasons for the action.

**71. BY-LAWS**

- (a) The Board may make such By-laws not inconsistent with this Constitution as are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.
- (b) Without limiting the generality of Rule 71(a) the Board may regulate:
  - (i) such matters as the Board is specifically by this Constitution empowered to regulate by By-law; and
  - (ii) the operations of the Club;
  - (iii) the control and use of the Club's premises;
  - (iv) the control and management of competitions;
  - (v) the conduct of members and guests of members;
  - (vi) the playing and social privileges of each category of membership;
  - (vii) the conduct of members in relation to Club employees;
  - (viii) generally, all such matters as are commonly the subject matter of a constitution or by-laws or made under a constitution or which by this Constitution are not reserved for decision by the Club in general meeting.
- (c) Any By-law made under Rule 71(a) or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.
- (d) 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**

- 72. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business.
- 73. A record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose.
- 74. The Chairman shall preside as Chairman at every Meeting of the Board. If the Chairman is not present or is unwilling or unable to act then the Deputy Chairman shall preside as Chairman. If the Deputy Chairman is not present or is unable or unwilling to act then the Board members present may elect their own chairman.
- 75. The quorum for meetings of the Board shall be four (4) members.
- 76. The Chairman may at any time and the Secretary upon the request of not less than two members of the Board shall convene a meeting of the Board. All current directors shall be informed of the convening of the meeting.

77. 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 members of the Board shall for all purposes be deemed a determination of the Board. The chairman of the meeting shall have a deliberative vote only.
78. 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 any one or more persons' appointment was defective for any reason, be as valid as if that or those persons had been duly appointed and were qualified to be a member of the Board.
79. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, 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 identical wording each signed by one or more members of the Board.
80. 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.

#### **DECLARATION OF INTERESTS BY DIRECTORS**

81. (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 and in accordance with Section 41C of the Registered Clubs Act:
- (i) declare the nature of the interest at a meeting of the Board; and
  - (ii) comply with Rule 82.
- (b) Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- (c) A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- (d) A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- (e) Rules 81(a) to (d) inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

### **PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING**

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

### **CONTRACTS WITH DIRECTORS**

83. (a) In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or with a company or other body in which a director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (b) A "pecuniary interest" in a company for the purposes of Rule 83 does not include any interest exempted by the Registered Clubs Act.

### **CONTRACTS WITH SECRETARY**

84. (a) Subject to Rule 84(b), the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (i) the Secretary; or
  - (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary;
  - (iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).
- (b) Rule 84(a) does not prevent the Club entering into a contract with any of the above persons which is:
- (i) a contract of employment; or
  - (ii) otherwise permitted by the Registered Clubs Act.

### **REMOVAL FROM OFFICE OF DIRECTORS**

85. (a) The members in general meeting may by ordinary resolution:
- (i) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office; and
  - (ii) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.



- (b) Any person appointed pursuant to paragraph 85(a)(ii) shall hold office for the remainder of the term of office of the person he or she replaces.
- (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 (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

#### **VACANCIES ON BOARD**

86. The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (a) dies;
  - (b) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;
  - (c) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club;
  - (d) becomes of unsound mind or is 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 3 months without leave of absence from the Board;
  - (f) by notice in writing given to the Secretary, resigns from office;
  - (g) has failed to carry out any mandatory director training that he or she was required to carry out under the Registered Clubs Act as a director of the Club within the prescribed time frame;
  - (h) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act or any other applicable law;
  - (i) becomes an employee of the Club;
  - (j) ceases to be a Member entitled to hold office on the Board; or
  - (k) ceases to be a Member of the Club.
87. The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

#### **FILLING CASUAL VACANCIES**

88. (a) Subject to the requirements of Rule 60 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. Except in the case of an appointment under Section 85(ii),

the person so appointed shall hold office only until the conclusion of the following Annual General Meeting at which an election of the Board is required.

- (b) A casual vacancy in the office of:
  - (i) Chairperson shall be filled by the Deputy Chairperson;
  - (ii) Deputy Chairperson shall be filled by a member of the Board elected by the Board by simple majority.

## GENERAL MEETINGS

89. (a) A general meeting of the members of the Club must be held for a proper purpose.
- (b) 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 Club's financial year. All meetings other than Annual General Meetings shall be called General Meetings.
- (b) The Board may whenever it thinks fit call and arrange to hold a general meeting of the Club.
- (c) Subject to this Rule 89(c) the Board must call and arrange to hold a general meeting of the Club on the request of members with not less than five percent (5%) of the votes that may be cast at the general meeting.
- (d) In this Rule 89 the term "the request" shall mean the request referred to in paragraph (c).
- (e) 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.
- (f) 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.
- (g) The Board must call the meeting within twenty one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
- (h) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within twenty one (21) days after the request is given to the Secretary.

- (i) The meeting referred to in paragraph (h) of this Rule 89 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three (3) months after the request is given to the Club.
- (j) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the register of members and the Secretary must give the members the copy of the register of members without charge.

#### **NOTICE OF GENERAL MEETINGS**

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

#### **ANNUAL GENERAL MEETINGS**

90. (a) The business of the Annual General Meeting shall be as follows:
- (i) to receive and consider the minutes of the previous Annual General Meeting and the minutes of any other general meeting requiring confirmation;
  - (ii) to receive and consider the reports referred to in Rule 97(d);
  - (iii) to declare the results of the election of the Board and/or conduct any further election as may be required by this Constitution;
  - (iv) to appoint an auditor or auditors in the event that there be a vacancy in the office of Auditor;
  - (v) to approve the payment of honorariums (if any);

- (vi) to deal with any other business the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting.
- (b) 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.
- (c) If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

#### **AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS**

- 91.
- (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.

#### **CHAIR AT GENERAL MEETINGS**

- 92.
- (a) The Chairman shall be entitled to take the chair at every general meeting.
  - (b) If the Chairman is not present or is unwilling or unable to act then the Chairman/Deputy Chairman shall preside as chairperson of the meeting.
  - (c) If the Chairman/Deputy Chairman is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board to preside as chairperson of the meeting.
  - (d) If a member of the Board is not present or is unwilling or unable to act then the members of the Club present shall elect a member to preside as chairperson of the meeting.

**ATTENDANCE AND VOTING AT GENERAL MEETINGS OR ELECTIONS**

93. (a) Subject to the Registered Clubs Act and Gaming Machines Act, only Life members and financial Ordinary members are entitled to attend and vote at a general meeting (and an Annual General Meeting) of the Club.
- (b) A person shall not:
- (i) attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
  - (ii) vote at any election including an election of a member or of the Board,
- as the proxy of another person.
- (c) Every member eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.
- (d) In the case of an equality of votes, whether on a show of hands or on a poll the business the subject of the vote shall be defeated.
- (e) No member of the Club who is an employee of the Club shall be eligible to vote at any meeting of the Club.
- (f) Subject to this Constitution, every question and ordinary resolution submitted to a meeting shall be decided by a simple majority of votes from those members present and voting at the meeting.
- (g) Voting shall be on a show of hands unless a poll is demanded.
- (h) Five (5) members or the chairperson may demand a poll.
- (i) A demand for a poll may be withdrawn.
- (j) 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.
- (k) The result of the poll shall be the resolution of the meeting at which the poll was demanded.
- (l) A poll demanded on the election of the chairperson or on a question of adjournment shall be taken immediately.
- (m) At any general meeting (unless a poll is demanded) a declaration by the chairperson that:
- (i) a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority; and
  - (ii) an entry to that effect in the book containing the minutes of the proceedings of the Club, shall, provided that the declaration reflects the show of hands, be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

## QUORUM FOR GENERAL MEETINGS

94. (a) No business shall be transacted at any general meeting of members unless a quorum of members is present.
- (b) At any Annual General Meeting or general meeting of the Club convened by the Board twenty five (25) members present in person and eligible to vote shall be a quorum.
- (c) At any general meeting of the Club convened at the request of members no less than fifty (50) members present in person and eligible to vote shall be a quorum.
- (d) If a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (i) be dissolved if it was convened at the request of members pursuant to Rule 94(c); or
  - (ii) stand adjourned to the same day in the next week at the same time and place.
- (e) If at any meeting adjourned pursuant to Rule 94(d)(ii) a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

## ADJOURNMENT OF GENERAL MEETINGS

95. (a) The chairperson of a meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.
- (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 an adjourned meeting is passed on the day it was passed and shall not be deemed to have been passed on any earlier day.
- (d) It shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

## MINUTES

96. (a) The Club must keep minute books in which it records:
- (i) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
  - (ii) proceedings and resolutions of general meetings of the Club; and
  - (iii) 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; and
  - (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 AND REPORTING TO MEMBERS**

97. (a) The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
- (b) 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.
- (c) The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report in accordance with Section 316A of the Act to those members who request that copies of the reports referred to in Rule 97(d) below be sent to them.
- (d) In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of December immediately prior to the Annual General Meeting:
- (i) the financial report of the Club; and
  - (ii) the directors' report;
  - (iii) the auditors' report on the financial report.

#### **FINANCIAL YEAR**

98. The financial year of the Club shall commence on the first day of July 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**

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

## SECRETARY

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

## EXECUTION OF DOCUMENTS

101. (a) The Board must provide for the safe custody of the Seal.
- (b) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) 2 Directors; or
  - (ii) one Director and the Secretary.
- (c) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) 2 Directors; or
  - (ii) one Director and the Secretary.
- (d) The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

## NOTICES

102. A notice may be given by the Club to any Member either:
- (a) personally; or
  - (b) by sending the notice by post to the address of the Member recorded for that Member in the Register of Members kept pursuant to this Constitution; or
  - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the Member; or
  - (d) by notifying the Member that the notice is available and how it may be accessed (if the Member has nominated electronic means by which the Member may be notified that a notice is available and an electronic means by which the Member may access the notice).
103. (a) Where a notice is sent by post, service of the notice shall be given by properly addressing, prepaying and posting the notice, and shall be taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.



- (c) Where the Club gives a notice by electronic means under Rule 102(c) the notice is taken to have been given to the Member on the Business Day after the day on which the Member is notified that the notice of meeting is available.

#### **INDEMNITY TO OFFICERS**

- 104. (a) 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.
- (b) The Club may pay a premium for a contract insuring a person who is or was an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

#### **AMENDMENTS TO CONSTITUTION**

- 105. This Constitution shall only be amended by Special Resolution passed at a general meeting of the members of the Club. Life Members and financial Ordinary Members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.

#### **GENERAL**

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

**CITY OF BLACKTOWN RSL CLUB LIMITED  
ACN 000 883 223**

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