

Corporations Act 2001

A public company limited by guarantee

and not having a share capital

Constitution
of
Mingara Recreation Club Limited

(ACN 001 662 648)

As from the 2016 Extraordinary General Meeting

(24 July 2016)

By Laws added to the Constitution by Board Resolution:

- 2017/01 – approved at December 2017 Board meeting
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PART 1 – GENERAL

1. History of the Club

The Club was originally formed to acquire and take over all the assets and liabilities of the unincorporated body known as Mingara Recreation Club.

2. Name of the Club

The name of the Club is Mingara Recreation Club Limited.

3. Nature of the Constitution

The Constitution including any By-laws permitted by the Constitution have effect as a legal contract:

- (a) between the Club and each member; and
- (b) between the Club and each director and the CEO; and
- (c) between each member and each other member;

under which each person agrees to observe and perform the Constitution and the By-laws so far as they apply to that person. This is provided by section 140(1) of the Corporations Act.

4. Objects of the Club

4.1 Objects of the Club

The objects of the Club are:

- (a) to be a non-proprietary, not-for-profit members' club conducted in good faith as a club for the benefit of members and their guests
- (b) to provide for members and their guests a social and sporting club with any or all the usual facilities of a club at the discretion of the Board and to the extent from time to time deemed appropriate by the Board including but not limited to:
 - (i) residential accommodation
 - (ii) sporting accommodation
 - (iii) other accommodation
 - (iv) food, liquid and other refreshments;
 - (v) liquor service in accordance with any club liquor licence held by the Club from time to time under the provisions of the Liquor Act
 - (vi) gaming in accordance with relevant legislation including the Gaming Machines Act
 - (vii) provision for sporting, musical and educational activities, and
 - (viii) other social amenities
- (c) to support, through the ClubGRANTS scheme and otherwise causes, activities and organisations that are for social, literary, sporting, athletic, charitable or educational purposes, especially in the vicinity of each of the Club's premises

- (d) to conduct commercial activities of any kind in order to support these objects
- (e) to amalgamate with or to participate in any amalgamation with, another registered club or clubs
- (f) to participate in any de-amalgamation that is permissible under the RCA
- (g) in furtherance of the objects of the Club to apply for, and obtain and hold one or more club liquor licences under the Liquor Act and conduct itself as a registered club in conformity with the RCA, and
- (h) to do and engage in any activity that a company may lawfully do or engage in.

4.2 Where may the Club operate?

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

4.3 How may the Club pursue its objects?

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

4.4 Specific legislation prevails

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

4.5 Registered Clubs Act requirements

- (a) If any part of this Constitution becomes unlawful under the provisions of the RCA, the Liquor Act or the Gaming Machines Act then this Constitution must be read as if the unlawful part is not part of this Constitution. This does not limit Rule 4.4.
- (b) At all times the membership of the Club must consist of or include not less than the number of members within the definition of "ordinary members" under the RCA, as is prescribed in respect of the Club by section 12 of the RCA.
- (c) At all times the Club must have at least one set of premises of which it is the bona fide occupier for the purposes of the Club and which are provided and maintained from the funds of the Club (the **RCA Premises**, which refers to each set of premises of the Club for which the Club holds a club liquor licence under the Liquor Act).
- (d) The RCA Premises must contain accommodation appropriate for the purposes of the Club.
- (e) The RCA Premises must contain a properly constructed bar room but must not contain a separate area for the sale or supply of liquor to be carried away from those premises to which area there is direct access from outside any building that is part of those premises.
- (f) No member, whether or not a member of the Board or of any committee, is entitled or may derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club, except to the extent permitted by and in conformity with the provisions of the RCA. However, this provision does not

prohibit any profit, benefit or advantage that is permissible under sections 10(6), 10(6A) or 10(7) of the RCA.

- (g) No person other than the Club and its members is entitled to derive, directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the RCA Premises of the Club unless the profit, benefit or advantage is in the form of:
 - (i) reasonable and proper interest paid to a lender on any loan made to the Club that is secured against the premises of the Club, or
 - (ii) reasonable and proper rent or occupation fees paid to the owner of the premises of the Club,being, in either case, a payment arising out of dealings reasonably carried out, or contracts reasonably made, with the Club in the ordinary course of its lawful business.
- (h) The CEO, or any Club employee, or any director or member of any committee, of the Club is not entitled to receive, either directly or indirectly, any payment calculated by reference to:
 - (i) the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club, or
 - (ii) the keeping or operation of approved gaming machines in the Club.
- (i) All of the rules deemed to apply to the Club by section 30 of the RCA apply.
- (j) The Club must comply with the reporting requirements imposed on the Club under section 38 of the RCA.
- (k) The Club must comply with the accountability and transparency requirements imposed on the Club by Part 4A of the RCA.
- (l) The business conducted on the RCA Premises of the Club must not be managed or controlled by any person or body other than:
 - (i) the Board, or
 - (ii) the CEO, or
 - (iii) a manager (within the meaning of the Liquor Act) of the particular premises, or
 - (iv) if the Club becomes under official management or receivership or in liquidation, a person acting in a capacity referred to in section 41(1) of the RCA in respect of the Club, or
 - (v) a temporary administrator appointed under section 41A of the RCA, or
 - (vi) a person who is exercising functions relating to the management of the business or affairs of the Club under a management contract within the meaning of section 41O of the RCA.
- (m) The Club must at all times in all respects be conducted in good faith as a club.
- (n) No employee of the Club may vote at any meeting of the members or of the Board or at any election of the Board, or nominate for or hold office as a member of the Board.
- (o) An employee of the Club must not vote at any election of the governing body of another club or association if any member of that governing body would, as a result of that

election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of the Club.

- (p) Voting by proxy is not permitted at any meeting of members or at any meeting of the Board or any Club committee or in any election of the members of the Board.
- (q) A majority of Full members must at all times have the right to vote at the election of the Board.

5. Income and property

5.1 Application of income and property

- (a) The income and property of the Club must be applied solely toward the promotion of the objects of the Club as set out in this Constitution. No portion of the income or property of the Club is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members.
- (b) Further, no member of the Board or of any committee may be appointed to any salaried office with the Club or any office of the Club paid by fees, whilst still a member of the Board or that committee.
- (c) However, nothing in this Rule prevents the payment in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club, payment in good faith of reasonable and proper remuneration to any member in return for services actually rendered, the payment of an honorarium in respect of services rendered, repayment of out-of-pocket expenses, payment of interest on money lent or otherwise owing by the Club, payment for sale or hire of goods or payment of rent for premises let to the Club, in each case if and to the extent permitted by the RCA.

PART 2 – MEMBERSHIP

6. Liability of members

6.1 Liability of members

The liability of the members is limited.

6.2 Liability of members when the Club finishes

Each member undertakes to contribute to the assets of the Club if the Club is wound up during the time that he or she is a member, or within one year after ceasing to be a member, for payment of the debts and liabilities of the Club contracted before the time of ceasing to be a member and of the costs, charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required but not exceeding \$20 (twenty dollars).

7. Members

7.1 Restrictions on membership

- (a) A person must not be admitted to membership except in accordance with the following provisions.
- (b) All classes of membership are open to both males and females.
- (c) No person under the age of 18 years may be admitted to membership, except as a Junior Member.

7.2 Classes of members

The five classes of Full members are:

- (a) Ordinary Members (which includes those members who are admitted as a Special Member)
- (b) Life Members
- (c) Social Members
- (d) Employee Members, and
- (e) Junior Members

and there are three other classes of membership, with limited rights, being:

- (f) Honorary
- (g) Provisional, and
- (h) Temporary.

7.3 Full members

- (a) Ordinary Members, Life Members, Social Members, Employee Members and Junior Members only are Full members of the Club for the purposes of the RCA.
- (b) The aggregate number of Social Members, Employee Members and Junior Members at any time must always be less than 75% of the total number of Full members at any time, or otherwise limited to ensure that the Club remains in conformity with the requirements of section 30(9)(a) of the RCA. Without limiting any other provision of this Constitution, the Board may at any time terminate the membership of any Employee Member or Junior Member in order to ensure that the Club remains in compliance with those requirements.

7.4 Ordinary Members

- (a) To be eligible for admission as an Ordinary Member, a person must:
 - (i) apply to be an Ordinary Member in accordance with Rule 8.1
 - (ii) be of good character and repute, and
 - (iii) pay any applicable entrance fees.
- (b) Rule 7.11 applies.
- (c) Subject to and without limiting any other provision of this Constitution, a financial Ordinary Member is:
 - (i) entitled to notice of any meeting of members
 - (ii) entitled to attend, speak at and vote at any meeting of members except that an Ordinary Member may not contribute to any debate regarding or vote on any proposed special resolution for, any amendment of the Constitution until they have continuously been a member in that category for at least three years
 - (iii) entitled to notice of any election of Board members

- (iv) entitled to stand for election to the Board
- (v) not a member for life, and
- (vi) required to pay annual subscriptions.

7.5 Special Members

- (a) To be eligible for admission as a Special Member, a person must:
 - (i) be an Ordinary Member, and
 - (ii) at the time of admission as a Special Member, have been a member of the Club for at least 15 consecutive years.
- (b) Subject to and without limiting any other provision of this Constitution, a financial Special Member is:
 - (i) entitled to all the rights and benefits of an Ordinary Member, however
 - (ii) not required to pay annual subscriptions in excess of the minimum annual subscription allowed by the RCA (or such higher amount as the Board determines from time to time).

7.6 Social Members

- (a) To be eligible for admission as a Social Member, a person must:
 - (i) apply to be a Social Member in a then-current membership promotion category and in accordance with Rule 8.1,
 - (ii) be of good character and repute, and
 - (iii) pay the relevant current subscription fee for that membership promotion category when making their application for membership.
- (b) Rule 7.11 applies.
- (c) To encourage the take up of long-term membership of the Club by suitable persons through them first becoming Social Members, the Board in its discretion may from time to time adopt and promulgate conditions for one or more membership promotion categories of Social Membership. In each case the conditions must be consistent with the other provisions of the Constitution and must include:
 - (i) a title for the membership promotion category
 - (ii) the subscription fee payable for Social Membership in the category
 - (iii) (if applicable) the particular Club venue or venues at which applications for membership in the membership category may be lodged (and in that case, such applications must only be accepted for consideration if physically lodged at a specified venue)
 - (iv) the date when any such membership will terminate, if the applicant is elected to membership (and no application for membership in the category will be accepted later than one month before that date), and
 - (v) the upgrade subscription amount payable by a member in the promotion category, if they choose to become an Ordinary Member.

- (d) Subject to and without limiting any other provision of the Constitution, a financial Social Member is:
 - (i) elected to membership in the relevant membership promotion category and only until 4am on the day following the relevant membership category termination date (at which time their membership automatically terminates without any further or other action by the Club, unless the member has duly chosen to become an Ordinary Member)
 - (ii) not entitled to notice of any meeting of members or to attend, speak at or vote at any meeting of members or to notice of any election of the Board nor entitled to stand for election to the Board
 - (iii) subject to the other conditions promulgated for the relevant membership promotion category, and
 - (iv) entitled to the other privileges of membership except those that the Board may determine from time to time to not be available to Social Members in the relevant membership promotion category.
- (e) The Board, the CEO or any person acting with the authority of the CEO may at any time cancel a person's Social Membership without notice to the person and without notifying the person of the reason for the cancellation. A person whose Social Membership is cancelled, if on the Club's premises, must immediately leave the Club's premises.
- (f) A Social Member prior to the expiry or termination of their Social Membership may choose to become an Ordinary Member by paying to the Club the then applicable upgrade subscription amount set by the Board. In that case, the member becomes liable to pay full future annual subscriptions for Ordinary Membership as they fall due.

7.7 Life Members

- (a) Any Ordinary Member who has rendered outstanding service to the Club or for any other commendable reason, may be elected to Life membership.
- (b) An Ordinary member is, however, not eligible to be elected to Life membership unless they have been a member of the Club for at least 10 consecutive years.
- (c) A member is elected to Life membership by resolution carried by at least a 75% majority of those members present and voting at an Annual General Meeting, following the submission to such meeting of a recommendation from the Board.
- (d) No more than three Life Members may be elected at any one Annual General Meeting.
- (e) Subject to and without limiting any other provision of this Constitution, a Life member is:
 - (i) entitled to notice of any meeting of members
 - (ii) entitled to attend, speak at and vote at any meeting of members
 - (iii) entitled to notice of any election of Board members, and
 - (iv) entitled to stand for election to the Board
 - (v) a member for life (subject to this Constitution), and
 - (vi) not required to pay annual subscriptions.

7.8 Junior Members

- (a) To be eligible for admission as a Junior Member, a person must:
 - (i) apply to be a Junior Member in accordance with Rule 8.1
 - (ii) be of good character and repute
 - (iii) provide written consent from a parent or guardian who is themselves an Ordinary Member or a Life Member, to the person becoming a Junior Member
 - (iv) be under the age of 18 years and satisfy the Board that they will, if elected to Junior Membership, take an active part in regular sporting activities organised by the Club.
- (b) A Junior Member is:
 - (i) required to take an active part in regular sporting activities organised by the Club
 - (ii) not entitled to notice of any meeting of members or to attend, speak at or vote at any meeting of members or to notice of any election of the Board nor entitled to stand for election to the Board
 - (iii) only permitted to use those parts of the licensed premises of the Club for which a authorisation under sections 22 or 22A of the RCA is in force (and only in accordance with any such authorisation) but must not be served with or consume alcohol within any Club premises
 - (iv) entitled to the other privileges of membership except those that the Board may determine from time to time to not be available to Junior Members, and
 - (v) required to pay annual subscriptions.
- (c) A Junior Member is elected to membership only until midnight at the start of the day on which they attain the age of 18 years at which time their membership automatically terminates without any further or other action by the Club unless they have duly chosen to become an Ordinary Member.
- (d) A Junior Member prior to the expiry or termination of their membership may choose to become an Ordinary Member from the time that they attain 18 years of age by paying to the Club the difference between the current Junior Membership subscription amount paid by the Junior member and the then applicable annual subscription for Ordinary Members.

7.9 Employee Members

- (a) Any employee of the Club may be elected as an Employee Member.
- (b) an Employee Member is:
 - (i) not entitled to notice of any meeting of members
 - (ii) not entitled to attend, speak at and vote at any meeting of members except by the invitation of the meeting
 - (iii) not entitled to notice of any election of Board members, and
 - (iv) subject to the provisions of this Constitution
 - (v) not a member for life, and

- (vi) required to pay annual subscriptions.
- (c) The Board, the CEO or any person acting with the authority of the CEO may at any time cancel a person's Employee Membership without notice to the person and without notifying the person of the reason for cancellation. A person whose Employee Membership is cancelled, if on the Club's premises, is required to immediately leave the premises and must leave the Club's premises.

7.10 Honorary Members

- (a) The Board may, in its sole discretion confer the status of Honorary Member for a specified term, including for life, on any person holding office as a patron of the Club or who is a prominent citizen or local dignitary.
- (b) An Honorary Member is:
 - (i) not entitled to notice of any meeting of
 - (ii) not entitled to attend, speak at and vote at any meeting of members except by the invitation of the meeting
 - (iii) not entitled to notice of any election of Board members, and
 - (iv) not entitled to stand for election to the Board or as Chairperson
 - (v) subject to the provisions of this Constitution
 - (vi) not a member for life, and
 - (vii) not required to pay annual subscriptions.
- (c) The Board may cancel or suspend the membership of any Honorary Member at any time without notice and without being required to give reasons

7.11 Provisional Members

- (a) A Provisional Member is a person who:
 - (i) has applied for admission as an Ordinary Member or Social Member of the Club
 - (ii) has paid the appropriate ruling entrance fee (if any) and annual subscription
 - (iii) has been notified by the Club of their admission as a Provisional Member (pending a decision on their application), and
 - (iv) is awaiting a decision on the application and has not had the application refused.
- (b) A Provisional Member is:
 - (i) not entitled to notice of any meeting of members
 - (ii) not entitled to attend, speak at and vote at any meeting of members
 - (iii) not entitled to notice of any election of Board members
 - (iv) not entitled to stand for election to the Board or election as Chairperson
 - (v) subject to the provisions of this Constitution, and
 - (vi) not a member for life.

- (c) Provisional Members are only entitled to use those Club facilities and amenities as determined by the Board from time to time.
- (d) On admission to Ordinary or Social Membership, a Provisional Member ceases to be a Provisional Member on and from that date.
- (e) The Club may terminate the membership of a Provisional Member at any time without notice and without being required to give any reason. If a person's Provisional Membership is withdrawn, the Club must return any entrance fee and annual subscription paid by that person when nominating for Full membership.

7.12 Temporary Members

- (a) The Club may admit as a Temporary Member, in accordance with procedures established by the Board from time to time, any person who:
 - (i) is a full member (as defined in the RCA) of any other registered club or of an interstate club within the meaning of section 30(13) of the RCA, being a person who, at the invitation of the Board or a Full member, attends on any day at any 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 Club's premises until the end of that day, or
 - (ii) is a member of another registered club which other club has objects similar to those of the Club, or
 - (iii) is visiting any premises of the Club and whose permanent place of residence is more than five kilometres from those premises, or
 - (iv) is an interstate or overseas visitor.
- (b) The Club may admit a person as a Temporary Member for a period of up to, but not exceeding, seven consecutive days (or such longer period as the Authority may approve in writing in relation to the Club).
- (c) A Temporary Member is:
 - (i) not entitled to notice of any meeting of members
 - (ii) not entitled to attend, speak at and vote at any meeting of members
 - (iii) not entitled to notice of any election of Board members, and
 - (iv) not entitled to stand for election to the Board or as Chairperson
 - (v) subject to the provisions of this Constitution
 - (vi) not a member for life, and
 - (vii) not required to pay annual subscriptions.
- (d) A Temporary Member must record the following details in the Club's Register of Temporary Members on every day he or she attends at the premises of the Club:
 - (i) his or her name
 - (ii) his or her residential address
 - (iii) his or her signature.

- (e) Temporary Members are only entitled to use the facilities and amenities of the Club as and to the extent determined by the Board use from time to time.
- (f) The Board, the CEO or any person acting with the authority of the CEO may at any time terminate a person's Temporary Membership without notice and without being required to give any reason. A person whose Temporary Membership is cancelled, if on the Club's premises, is required to immediately leave the premises and must leave the Club's premises.

7.13 Members' rights

A summary of members' rights by category of membership:

Members' Rights	Ordinary or Special	Life	Social	Employee	Junior	Honorary	Provisional	Temporary
Notice of meeting of members	✓	✓	×	×	×	×	×	×
Attend, speak and vote at members' meetings*	✓	✓	×	×	×	×	×	×
Notice of Board member election	✓	✓	×	×	×	×	×	×
Vote in Board member election*	✓	✓	×	×	×	×	×	×
Can be nominated to Board*	✓	✓	×	×	×	×	×	×
Can be nominated as Chairperson/Deputy Chairperson *	✓	✓	×	×	×	×	×	×
Can be nominated for Life Membership*	✓	-	×	×	×	×	×	×
Membership for Life*	×	✓	×	×	×	×	×	×
Can introduce guests to the Club*	✓	✓	✓	✓	×	✓	✓	Limited
Entitlement to exercise other membership benefits may be limited by the Board	×	×	✓	×	✓	×	×	×

* Subject to other limits in this Constitution

7.14 Amalgamations

- (a) Application

The provisions of this Rule 7.14 apply whenever the Club completes an amalgamation with another registered club (**the Amalgamating Club**) in conformity with the provisions of the RCA and the Liquor Act.

- (b) Recognition of members

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

- (i) may be admitted as an Ordinary Member or Junior Member of this Club (as the case permits) by being duly recorded in the Club's records as being such a

member without being required to be proposed or seconded for election nor elected by the Board and with any entrance fee or initial annual subscription being treated as paid and discharged by virtue of the assets received from the Amalgamating Club and despite any other provision of this Constitution (but this does not preclude the Board from refusing admission to any particular member or former member of the Amalgamating Club)

- (ii) on being so recorded as an Ordinary Member or Junior Member, has all the rights and privileges of other Ordinary Members and the same obligations as other Ordinary Members or Junior Members, subject to any other express provision of this Constitution
- (iii) whilst they continue to be an Ordinary Member or Junior Member, must for the purposes of the RCA be identified in the Club's records by a descriptor chosen by the Board that identifies them as a former member of the Amalgamating Club
- (iv) despite anything to the contrary elsewhere in this Constitution, unless they were already a member of the Club in their own right at the date of the amalgamation -
 - (A) may not vote on any special resolution to amend this Constitution (and pursuant to section 136(3) of the Corporations Act, it is a requirement that a special resolution does not have the effect of amending this Constitution unless the voting on the resolution is in compliance with this provision); and
 - (B) may not within five years of becoming a member of the Club, take office as a director of the Club (but this disqualification may be waived for a proposed candidate for election as a director, by a resolution of the Board in respect of which at least four directors vote in favour)
- (v) if they were formerly a life member of the Amalgamating Club, may be so identified in this Club's records but they are not thus entitled to Life membership of this Club.

8. Admission as a member

8.1 Membership Application

A person may apply to become a member by completing the form of application prescribed for that purpose from time to time by the Board. The applicant must provide with the application any further information or documents as required from time to time by the Board.

8.2 Consideration of Application

The Board is not obliged to give any reasons for rejecting any application for membership or for not electing a candidate.

8.3 Election of Full Members

- (a) The election of an Ordinary Member, Social Member, Employee Member or Junior Member is and may only be by a resolution at a duly convened meeting of the Board or an election committee appointed by the Board. The names of the members of the Board or election committee who vote on any resolution to admit a new member must be recorded.
- (b) The names and addresses of persons proposed for election as an Ordinary Member, Social Member, Employee Member or Junior Member must be displayed in a conspicuous place on the premises of the Club for at least one week before their election. Also, an interval of at least two weeks must elapse between the proposal of a

person for election as an Ordinary, Social, Employee or Junior Member, and their election.

- (c) The election of a new member is completed and effective by the entry of their name into the Club's Register of Members. The Club may but is not obliged to notify a member of their successful election. A new member must promptly pay any unpaid entrance fees or first annual subscription in relation to their membership.
- (d) If a person who has been elected as an Ordinary Member, Social Member, Employee Member or Junior Member has not paid the entrance fees and annual subscription, if any, within one month of being notified of their election, the Board may in its absolute discretion revoke its resolution to admit the person to membership of the Club.

8.4 Consequences of membership

Every member is bound by and must act in conformity with the provisions of this Constitution and the provisions of the RCA.

9. Fees

9.1 Membership fees

There are two types of membership fees, being entrance fees and annual subscriptions.

9.2 Entrance fees

Entrance fees are set by the Board from time to time for admission to Ordinary or Junior membership, and are due and payable at the time a person applies to be a member in either of those categories.

9.3 Annual subscriptions

- (a) Annual subscriptions for an Ordinary Member, Employee Member or Junior Members are set by the Board from time to time.
- (b) The Board may from time to time prescribe the entrance fees, annual subscriptions, charges and other amounts payable by members and for different categories of persons within each membership class, subject to the other provisions of this Constitution and the RCA.
- (c) The annual subscription payable by Full members must not be less than any minimum set by the RCA and must be payable annually or, if the By-laws so provide, by monthly, quarterly or half-yearly instalments, and in advance, or for more than one year in advance.
- (d) The Board may rebate the initial annual subscription payable by a new member in proportion to the number of whole months less than one year up to their next birthday. The actual amount payable must not be reduced below any minimum set by the RCA. However, the Board from time to time may prescribe different membership subscription years for different categories of members.
- (e) Each member must pay their annual membership subscription at the applicable rate on or before the anniversary of the date of the lodgment of their application for membership as recorded in the Club's records.
- (f) The Club may forward notice to a member to advise that their annual subscription is due or falling due, but is not obliged to do so.
- (g) The Board may set special rates of annual subscriptions and special payment conditions for members who are absent from New South Wales or who reside outside

New South Wales, subject to any minimum annual subscription set by the RCA. This provision does not limit the other provisions of this Rule 9.3.

- (h) The Board may from time to time either generally or in an individual case, suspend the payment of entrance fees or reduce the entrance fees payable by a candidate or a class of candidates, where in the opinion of the Board there are special and extenuating circumstances.

9.4 Non-payment of fees or subscriptions

- (a) A member is unfinancial if they do not pay an entrance fee, or an annual subscription, by the due date. The Board, or any club executive acting under a general authorisation from the Board, in that case may:
 - (i) suspend the member from any or all privileges of membership for so long as the member remains unfinancial; and
 - (ii) terminate the member's membership if the member is still unfinancial after two months from the relevant due date.
- (b) This provision does not affect any other right or remedy of the Club, or any other provision of this Constitution, in relation to a member who is unfinancial.
- (c) Where a membership is terminated under this provision:
 - (i) the Club must update the Register of Members accordingly with details of the date and to record "unfinancial" as the reason for the termination
 - (ii) the recording of the termination of the membership in that Register is sufficient and conclusive evidence of the due termination of that membership except where the contrary is proved
 - (iii) the Club may, however, later correct the Register if the club is reasonably satisfied that a correction is appropriate
 - (iv) the Club may but is not obliged to notify the former member and to keep a record of the details of the former member
 - (v) the former member must surrender, and the Club is entitled to confiscate, any relevant Club membership card or badge or other indicia of membership.
- (d) The provisions of Rule 11 do not apply to the termination of a membership under this Rule.
- (e) Where a person has had their membership terminated under this Rule 9.4, they are not disqualified from re-applying for membership but they must re-apply if they wish to be re-admitted.
- (f) Whilst a member is unfinancial, they may not take part in any competition, game or match organised by or within the Club or representing the Club. That applies even if the person has otherwise qualified for or paid any fee in relation to the competition, game or match.
- (g) The Club in its absolute discretion may refuse to allow a member who was unfinancial to participate in or accrue or receive any benefit under any Club programme, scheme or promotion in respect of periods when the member was unfinancial.

9.5 Some members not required to pay fees

- (a) Life Members are not to be required to pay further entrance fees or annual subscriptions after their admission as a Life member.
- (b) For the avoidance of doubt, a Life member who has paid annual subscriptions prior to admission to that class of membership is not entitled to any refund.

10. Conduct of members

10.1 Conduct of members

Members must:

- (a) treat the property of the Club with care and must not wilfully damage the property of the Club
- (b) ensure that all of the property of the Club stays in its proper place and must not remove any of the property of the Club from its proper place without the written approval of the Club
- (c) be polite and respectful of each other member or other person on or near any of the Club's premises or at any Club function or activity and must not disturb or cause offence to any member or other person on or near the Club's premises or at any Club function or activity in a manner prejudicial to the good order or good name of the Club
- (d) preserve the integrity of the Club's premises and of Club functions or activities and not knowingly introduce on to the Club's premises or to any Club function or activity any person who has been expelled from or has been refused membership of the Club or refused admission to the Club's premises
- (e) at all times behave in a way that is becoming and in the best interests of the Club and likely to establish and maintain a good reputation for the Club, whether on or off the Club premises and at all times and including behaviour in relation to matters not connected with the Club
- (f) not behave in a manner prejudicial to the good order of the Club or to the comfort or welfare of any member, guest or employee of the Club
- (g) not engage in dangerous, illegal, offensive, threatening, patently unethical, nuisance, harassing, insubordinate, lewd, violent, quarrelsome, indecent or disorderly conduct on or in the vicinity of any of the Club's premises or facilities or at any Club function or activity or in any way in connection with the Club
- (h) not be guilty of any conduct unbecoming of a member or detrimental or prejudicial to the interests of the Club, or which is likely to bring the Club into disrepute or contempt, whether on or off Club premises
- (i) ensure that any guest introduced to the Club by the member behaves to at least the same standard required of members of the Club
- (j) ensure that any guest introduced to the Club by the member is a proper person to be a guest of the Club and must not introduce to the Club any person who has ever had their membership terminated for misconduct or non-payment of any amount owing to the Club
- (k) comply with any reasonable direction of the CEO or other Club executive or any other person authorised by the CEO in relation to anything to be done or not done on any of the Club's premises or at any Club function or activity including any request to leave premises or any function or to desist from being involved in any activity and including

any request or direction in conformity with or in the pursuit of the Club's responsible service of alcohol and gambling policies as adopted and amended by the Board from time to time

- (l) not introduce any visitor to the Club except in accordance with this Constitution
- (m) not be involved in or associated with, at or in the vicinity of any of the Club's premises or facilities, or at any Club function or activity:
 - (i) the distribution of how-to-vote or other electioneering material, or
 - (ii) any lobbying, canvassing of votes or other electioneering, that can reasonably be expected to be unwelcome to a recipient or viewer or in any circumstance that is reasonably likely to cause a nuisance or offence or inconvenience to a Club patron

however, this restriction does not apply at or in the vicinity of any of the Club's premises or facilities at a time when those particular premises or facilities are being used with the consent of the Club as a polling booth in connection with any government, semi-government or local authority election

- (n) not be intoxicated
- (o) not bring liquor onto the premises without permission
- (p) not use profane, obscene or otherwise objectionable language
- (q) not enter any office, bar or storeroom without authority
- (r) not enter or remain on Club premises at unauthorised times
- (s) not infringe this Constitution or legislation controlling the operation of the Club
- (t) not behave in a manner prejudicial to the good order of the Club or to the comfort or welfare of any member or guest or any servant of the Club
- (u) not engage in any gambling activity on the Club's premises other than approved gaming as lawfully provided by the Club
- (v) not take liquor from the Club other than as allowed by the RCA
- (w) not engage in any activity on or in the vicinity of any of the Club's premises, in connection with prostitution
- (x) not supply liquor to any person under the minimum age specified by the law relating to clubs for the time being in force
- (y) not smoke in non-smoking areas of the Club's premises or take food into any designated smoking area during any period when the Club has directed that food not be consumed in that area
- (z) not knowingly make a false entry on an Application for membership
- (aa) not knowingly make a false statement in relation to a Board election
- (bb) not be financially indebted to the Club for longer than 21 consecutive days
- (cc) not dress inappropriately in the opinion of the duty supervisor or in contravention of the dress rules as specified by the Board of directors from time to time and as promulgated on the Club notice board

- (dd) not use or possess any prohibited or illicit drug, plant or substance, and
- (ee) not engage in any other conduct prohibited by any By-law.

10.2 Recording of misconduct

An allegation of misconduct at the Club's premises against a member is to be brought immediately to the attention of the duty supervisor, who is to record the following details in the duty log:

- (a) date and time of the alleged offence
- (b) the name and address and, if applicable, the membership number of the alleged offender(s)
- (c) the nature of the alleged misconduct
- (d) the names, addresses, telephone numbers and, if applicable, the membership numbers of witnesses
- (e) whether the alleged misconduct has occasioned injury to any person and what has been done about it
- (f) whether or not police were notified or attended
- (g) the nature of any damage to property caused by the alleged misconduct, and
- (h) any other details prescribed by a relevant regulatory body or authority.

11. Disciplining of members

11.1 Board may discipline members

The Board has the power to reprimand, suspend from all or any of the privileges of a member (including the right to come onto any premises or use any facility of the Club or participate in any activity in relation to the Club or any section of the Club or enjoy or receive any benefit in connection with the Club) (for a fixed period or indefinitely), or terminate the membership of and expel any member, or accept the resignation of the member, if in its opinion the member:

- (a) has acted contrary to, or refused or neglected to comply with, any provision of this Constitution, or
- (b) obtained membership by improper means, or
- (c) no longer satisfies the relevant qualifications for membership or is not otherwise desirable as a member, or
- (d) has become a bankrupt or committed any act of bankruptcy, or
- (e) is otherwise of such character or reputation that may bring disrepute to the Club.

11.2 Who can make a complaint

Any member (including any member of the Board) or the Board or any Club executive or any other person may make a complaint that may lead to the reprimanding, suspension, or expulsion of a member.

11.3 Complaints to be made to the Board

- (a) Complaints intended for the attention of the Board must be made in writing, clearly marked "Complaint – Attention Board", and lodged with the CEO.
- (b) Any occurrence recorded by a Duty Supervisor may be treated by the Board as a complaint for the purposes of this Rule and in such a case the complainant is the Club.
- (c) The CEO also may refer any matter to the Board by way of a complaint against a member.
- (d) The Board may also act on its own motion, to consider disciplinary action against a member.

11.4 Investigation of a complaint

- (a) The Board may consider, investigate and act on a complaint whether or not the complaint complies with the above requirements.
- (b) The Board is not bound to consider a complaint; and also the Board may consider and act on a complaint without investigation or without completing an investigation in relation to the complaint.
- (c) The Board may delegate all or any part of its powers to reprimand, suspend or expel and may delegate the handling and investigation of complaints, as the Board considers fit from time to time. Any reference to "the Board" below, are to be read subject to this provision.
- (d) Neither the Board nor any member of the Board is disqualified from involvement in the investigation, handling or ruling on any complaint or the exercise of the Board's disciplinary powers, because of any personal involvement in relation to the matters that are the subject of the complaint. However, no member of the Board may be involved in any way in the handling, investigation ruling on a complaint to the extent that the complaint is against them personally.

11.5 Proposal to disqualify a director

Any proposal for a resolution that may lead to the disqualification of a director under Rule 28.2(e) is a "complaint" for the purposes of this Rule 11. The disciplinary processes under this Rule 11 apply and must be followed and completed before the Board considers a motion for such a resolution. Without limiting Rule 11.4(d), in this case the disciplinary hearing must take place at a Board meeting (or, if delegated to a disciplinary committee, then despite Rule 11.6(q) the disciplinary committee must comprise not less than four members including at least two of the members of the Board).

11.6 If the Board considers the complaint

Before taking disciplinary action against a member, the Board must conduct a disciplinary hearing at a Board meeting and the following provisions apply.

- (a) The member concerned is entitled to attend the hearing for the purpose of answering the complaint, but if the member does not attend the hearing then the Board may proceed in their absence but having regard to any representations made to it in writing by the member. In answering the complaint, the member may also put forward any matter that the member proposes should be taken into account in determining any penalty, if any.
- (b) The member is entitled to call witnesses in their defence but the Board may proceed to consider and deal with a complaint whether or not any witnesses called by the member appear. The Club is not obliged or able to seek to compel any witness to appear. The

Board may proceed to a final decision despite any proposed witness either not attending or not being prepared to give testimony.

- (c) The member is not entitled to be represented at the hearing. If the Board in its discretion agrees to the member being accompanied by another person at the hearing (which is entirely at the discretion of the Board), then the Board may at any time withdraw that consent including without limitation where that other person does not follow any reasonable request as to how to conduct themselves during the hearing.
- (d) The Board is entitled to have a Club legal advisor present to guide the Board in the discharge of its functions. The member is not entitled to know the advice that the Board receives from the legal advisor.
- (e) At least seven days before the hearing the Club must give the member concerned a notice calling on the member concerned to attend the hearing and to show cause why they should not be reprimanded, suspended or expelled as a member, which notice must:
 - (i) specify the date and place of the meeting
 - (ii) include a summary of the complaint, and
 - (iii) advise that the complaint may be dealt with and the member may be subject to penalties even if the member does not attend the meeting.
- (f) The Board at the hearing or any subsequent hearing may resolve to discipline the member concerned as it sees fit.
- (g) Voting on any resolution to discipline the member concerned by the members of Board present at the hearing must take place in the absence of the member concerned. If so required by any member of the Board, voting must be by way of secret ballot. The Board must first come to a decision as to the member's guilt or innocence in relation to the complaint. If there is a finding of guilty in relation to any part of a complaint, the Board must then come to a decision on penalty.
- (h) The Board is not required to inform the member, or to allow the member to make further representations, before considering any penalty.
- (i) A resolution on penalty, that is to say a resolution to reprimand, suspend or expel a member, to be valid, must be passed by an affirmative vote of not less than two-thirds of the members of the Board present at the hearing. Any such resolution is final and the Board is not required to assign any reason for its decision.
- (j) If the Board apprehends that there may be a security risk if the member or a particular witness is allowed to attend a hearing then the Board in its discretion may exclude the member or the prospective witness from the hearing (and may notify the member or the prospective witness accordingly in advance). In that case the Board may still proceed to come to a decision as to the member's guilt or innocence in relation to the complaint and regarding any penalty if any, in the absence of the member and in the absence of hearing from that prospective witness.
- (k) If at the hearing the member conducts themselves inappropriately or otherwise seeks to disrupt the hearing then the Board may warn the member and require the member to act appropriately and caution the member that otherwise they may be excluded. If the member then fails to heed the caution and acts or continues to act inappropriately or in a manner that prevents the normal continuation of the hearing, the Board may exclude the member and finish the Board's deliberations and come to final decisions (including as to whether to reprimand, suspend or expel the member), in the absence of the member. In its deliberations the Board may also take full account of the conduct of the member at the hearing.

- (l) Any decision of the Board at such a hearing (including any adjournment or subsequent meeting) is final and the Board is not required to assign any reason for its decision. However, without being under any obligation to consider doing so or to do so, the Board may reopen any hearing at any time and may set aside or vary any decision regarding a penalty, although again without being required to assign any reason for its decision.
- (m) The CEO, or an executive delegated by the CEO, may attend and assist the Board at the hearing and with its deliberations but must not vote. There is no objection to the CEO or any other employee of the Club being present at the hearing to give evidence and also to assist the Board.
- (n) A member or former member against whom a complaint has been made or who has been called on to show cause why he or she should not be reprimanded, suspended or expelled or who has been the subject of disciplinary proceedings pursuant to this Constitution, is not entitled to commence or prosecute any action or legal proceeding against:
 - (i) any person who gave evidence (orally or in writing), in respect of that evidence, or
 - (ii) any member who exercised any right, power or duty in their capacity as a member of the Board or delegate of the Board or member of any committee appointed by the Board, in connection with the consideration of or as a consequence of the complaint, in respect of that exercise of right, power and duty, or
 - (iii) any employee of, or contractor to, the Club in respect of anything bona fide done or omitted by them in connection with consideration of a complaint, in the course of their duties in working for or providing any service to the Club.

However, this Rule does not restrict action against a person for maliciously making a false or misleading statement.

- (o) It is a condition of membership that:
 - (i) all complaints and all notices, letters, evidence and other matters arising under or incidental to any complaint, and
 - (ii) any hearing and determination, and all proceedings and utterances at general meetings and Board meetings, held in connection with a complaint,

are privileged and protected from any action or legal proceedings taken by a member.

However, this Rule does not restrict action against a person for maliciously making a false or misleading statement.

- (p) The Board may revoke or amend any penalties imposed under this Rule, despite Rule 11.6(i) above.
- (q) Any delegation by the Board of its power to reprimand, suspend or expel a member pursuant to the above provisions may only be to a disciplinary committee that comprises not less than three members including at least one of the members of the Board; and the quorum for any such disciplinary committee is three committee members present. To the extent that the context permits, any reference in this Rule 11.6 to "the Board" includes any such disciplinary committee.
- (r) The provisions of this Rule 11 apply to all Full members.

11.7 Power to suspend on issue of a complaint notice

If a notice of a complaint is issued to a member pursuant to Rule 11.6(e), the CEO or in the CEO's absence, the senior employee of the Club then on duty at the Club's premises from time to time, has power to immediately suspend such a member from any or all privileges of membership until the charge is heard and determined. This power may be exercised without the need for any notification to the member or hearing and without the need to give any additional reason.

11.8 CEO's power to immediately suspend

- (a) In addition, the CEO, or in the CEO's absence the senior employee of the Club then on duty at the Club's premises from time to time (the senior employee), has power to suspend the membership of and remove from the Club's premises, any member where in the opinion of the CEO or the senior employee:
 - (i) the member is acting or has acted contrary to any provision of this Constitution, or
 - (ii) the member's presence on the Club's premises may render the Club or the CEO liable to a penalty or consequence under the RCA or any other legislation, or
 - (iii) the member has engaged or used any part of the Club's premises for an unlawful purpose or purpose contrary to the provisions of this Constitution.
- (b) A suspension under this provision continues for two months or until earlier notice is given by the Club lifting the suspension.
- (c) The CEO or senior employee may decide to exercise that power of suspension in the absence of the member and when the member is not on or is no longer on any of the Club's premises. These powers may be exercised without the need for any notification to the member or hearing and without the need to give any additional reason.
- (d) This power is in addition to the powers under section 77 of the Liquor Act.

11.9 Banned or self-excluded members

- (a) In addition, the CEO, or in the CEO's absence the senior employee of the Club then on duty at any of the Club's premises (the senior employee) also has the power to suspend a member's membership and remove the member from any of the premises of the Club where the CEO or senior employee on reasonable grounds apprehends that the member has chosen to self-exclude themselves from any part of the Club's premises or from any part of any other licensed premises or has been banned from entry into or expelled from any other licensed premises.
- (b) The CEO or senior employee may suspend the member's membership for a nominated fixed period although the suspension may then be further extended by the further exercise of the power conferred under this Rule. Or the CEO or senior employee may suspend the member indefinitely in which case the suspension continues until the Club notifies the member that the suspension is terminated.
- (c) The CEO or the senior employee may decide to exercise that power of suspension in the absence of the member and when the member is not on or is no longer on any of the Club's premises.

11.10 Regulation of suspensions

- (a) Where the CEO or a senior employee exercises any power of suspension, the Club must use its reasonable endeavours to notify the member. The notification may be oral or by written notice.

- (b) The Board or the disciplinary committee may at any time, on their own motion or at the request of the member, vary or end any such suspension without the need for any notification to the member or hearing and without the need to give any reason.

11.11 Nature of disciplinary powers

- (a) The various powers conferred by this Constitution in this and other provisions to suspend a member's membership and to remove a member from Club premises or disallow a member access to Club premises, are exclusively for the benefit of the Club. A member or former member may not commence or prosecute any action or legal proceeding against:
 - (i) the Club or any Club director, other member, employee, consultant or agent for anything said, done or omitted in good faith in connection with this Rule 11 or any of those other provisions;
 - (ii) any person who provides any complaint, statement, submission or evidence (orally or in writing) in connection with anything arising or that might arise under this Rule 11 or in connection with any of those other provisions, for anything said, done or omitted in good faith in connection with or in the complaint, statement, submission or evidence

and all proceedings and utterances in connection with the exercise of those powers or at any meeting in connection with anything arising out of this Rule 11 or in connection with any of those other provisions or at any Board meeting or general meeting in connection with anything arising under this Rule 11 or in connection with any of those other provisions, are privileged and protected from any action or legal proceeding taken by a member or former member. For the avoidance of doubt, this provision does not protect any person against a claim or liability for maliciously or knowingly making a false or misleading statement.

- (d) Nothing in this Rule 11 or in other provisions conferring power to suspend a member's membership or remove them from Club premises or disallow them access to Club premises, creates any legal duty or obligation on the part of the Club or any Club officer, employee, consultant or agent.

12. Termination of membership

12.1 Resignation of membership

A member may terminate their membership and resign from membership of the Club by giving the CEO written notice of such resignation or by any other statement or act that in the reasonable opinion of the CEO or the Board or a disciplinary committee signifies that the member intends to resign. Such resignation takes effect on the date on which it is received by the CEO. A member who has resigned may not exercise any right or benefit of membership pending their resignation taking effect.

12.2 No refund of membership fees

A person ceasing to be a member (including a member - provisional or otherwise, whose membership is terminated or who resigns):

- (a) is not entitled to any refund (or part refund) of any entrance fees or annual subscriptions paid;
- (b) forfeits any right to any accrued but untaken benefit in connection with the Club; and
- (c) continues to be liable for any entrance fees, annual subscriptions and all arrears due and unpaid at the date of cessation of membership and for all other moneys due by that

person to the Club immediately prior to the person ceasing to be a member, except to the extent the Board in its absolute discretion decides otherwise.

13. Member identification

13.1 Membership identification

- (a) Members may be issued with a Club Identification Card (*ID Card*) after being elected or appointed to membership.
- (b) All members must carry that ID Card with them when present on Club premises. Ordinary Member or Members must show their ID Card if requested by the CEO, any member of the Club's staff or any member of the Board.
- (c) Members must submit to having their photograph taken when and as reasonably required by the Club for the purposes of the Club's records or for the purposes of any ID Card, including if and when the Club reasonably requires an updated photograph.
- (d) Without limiting the previous provisions, each Member must also provide such other identification including in relation to verification of age, as the Club may reasonably require from time to time including when seeking entry to or on any Club premises.

14. Patron

14.1 Appointment

The members in general meeting may appoint one or more patrons from time to time upon recommendation being made by the Board to the meeting.

14.2 Consequences of appointment

Any patron so appointed (if not already a member of the Club) by virtue of being appointed, becomes an Honorary Member for the duration of their appointment as patron but subject to the other provisions of this Constitution.

15. Employees and former employees

15.1 Restrictions on Employee Members and former employees

- (a) For the purposes of this Rule a contractor or supplier who provides goods or services to the Club is not an employee merely because of that relationship.
- (b) An employee of the Club may also be a member of the Club but for so long as they are an employee, only in the category of Employee Membership. A former employee may apply to become an Ordinary Member but the other provisions of the Constitution apply.
- (c) However, despite anything elsewhere in this Constitution a member may not vote at any meeting of the members of the Club, and may not be nominated for election as a Director or be elected or appointed as a Director, if they:
 - (i) are then an employee of the Club
 - (ii) have been an employee of the Club at any time within the previous three years, or
 - (iii) have been an employee of the Club and their employment was terminated by the Club otherwise than due to retrenchment.

15.2 Waiver by unanimous Board resolution

The Board by a unanimous resolution of all directors may waive or reduce the post-employment restrictions applying under Rule 15.1(c).

16. Guests

- (a) Members may introduce guests to the premises of the Club, subject always to compliance with the requirements of the RCA and any other relevant legislation and also compliance with the provisions of this Constitution.
- (b) A Temporary Member may only introduce as a guest to the Club's premises any person who is a minor:
 - (i) who, at all times while on the Club's premises, remains in their company and immediate presence, and
 - (ii) in relation to whom the Temporary Member is a "responsible adult" within the meaning of the RCA.
- (c) Minors who are guests of a Temporary Member, must not be entered into the Club's Register of Guests. However, any Temporary Member may be required by the CEO or any other executive of the Club or person authorised by the CEO, to provide details of any minor introduced as a guest by that Temporary Member.
- (d) Other members who have introduced a guest must ensure for each of their guests that while the guest is at the Club's premises
 - (i) the guest's name and address (unless the guest is a minor), countersigned by the member, are entered in the Club's Register of Guests, and
 - (ii) the Guest is to remain in the reasonable company of the member at all times.
- (e) Members must ensure that their guests do not remain on the Club's premises any longer than the member.
- (f) The CEO or any other Club executive or any other person authorised by the CEO, may refuse a person admission to the Club's premises as a guest and may require any guest at the Club's premises to immediately leave the premises, at any time without prior notice and without being required to give reasons.
- (g) A member is responsible for the conduct of their guests introduced to the Club's premises, for so long as each of his or her guests are on or in the vicinity of the Club's premises. Without limiting those general words, a member is responsible for ensuring that any person whom the member seeks to introduce as a guest, or whom the member introduced as a guest, to the Club's premises, acts in conformity with directions given by the CEO or any other authorised person.
- (h) If a person has been entered in the Register of Guests on a particular day as the guest of a member, he or she does not have to make another entry in the Register of Guests upon subsequent re-entry to the Club's premises on that day as the guest of that member.
- (i) The Board may make By-laws in relation to the number and frequency of guests that a member may introduce to the Club.

PART 3 – MEETINGS

17. Annual General Meetings

17.1 Convening AGMs

The Club must hold an Annual General Meeting (AGM) each year. The Board must ensure that an AGM is held within five months of the end of the Club's financial year at a time and place set by the Board.

17.2 Annual General Meeting is a General Meeting

The AGM is an example of a General Meeting.

17.3 Questions at an Annual General Meeting

The Chair of an AGM 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.

17.4 Questions for the auditor at an Annual General Meeting

If the Club's auditor or their representative is at the meeting, the Chair of an AGM must:

- (a) 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:
 - (i) the conduct of the audit, and
 - (ii) the preparation and content of the auditor's report, and
 - (iii) the accounting policies adopted by the company in relation to the preparation of the financial statements, and
 - (iv) the independence of the auditor in relation to the conduct of the audit, and
- (b) allow a reasonable opportunity for the auditor or their representative to answer written questions submitted to the auditor under section 250PA of the Corporations Act.

17.5 Business of an Annual General Meeting

The business of an AGM may include any of the following, even if not referred to in the notice of meeting:

- (a) consideration of the annual financial report, directors' report and auditor's report, and
- (b) election of directors (if applicable).

18. General Meetings

18.1 Convening General Meetings

- (a) The Club may hold a General Meeting when convened by the Board.
- (b) The Board must convene a General Meeting if it receives a request in writing from members in accordance with the provisions of the Corporations Act that confer a right on members to require the directors to call a General Meeting.

18.2 Entitlement to attend and vote at a General Meeting

The roll of the Club's Full members who are entitled to attend and vote at a General Meeting is to be frozen for the purposes of that meeting at the time and date when the notice for that meeting is dispatched by the Club. The CEO must arrange for the freezing of the roll in accordance with this provision. If the meeting is an AGM, then the CEO must give the Returning Officer a copy of that roll showing the full surnames of all eligible voters in alphabetical order, their given names, their addresses and their membership numbers. The roll of Full members remains frozen until completion of the particular meeting. This provision applies despite anything to the contrary elsewhere in the Constitution.

18.3 Chair of the General Meeting

Each General Meeting must be chaired by:

- (a) the Chairperson, if the Chairperson is present and willing to act; or failing that
- (b) the Deputy Chairperson, if the Deputy Chairperson is present and willing to act; or failing that
- (c) any director selected by the Board, if that director is present and willing to act; or failing that
- (d) a member elected by the other members who are at the meeting.

18.4 Admission to a General Meeting

- (a) The Chair of a General Meeting may refuse admission to (or turn out), anyone who is not entitled under this Constitution to be at that meeting and also turn out any member if they:
 - (i) seek to activate, or they have a camera, tape recorder or video camera or other audio or visual recording device
 - (ii) have a placard or banner
 - (iii) have any article which the Chair considers to be dangerous, offensive or liable to cause disruption
 - (iv) refuse to produce or to permit examination of any article, or the contents of any article in their possession, or
 - (v) behave or threaten to behave in a dangerous, offensive or disruptive manner.
- (b) The Chair at a General Meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting and may require the adoption of any procedures which are in his or her opinion reasonably necessary or desirable for:
 - (i) proper and orderly debate or discussion including limiting the time that a person present may speak on a motion or other item of business before the meeting; and
 - (ii) the proper and orderly casting or recording of votes, whether on a show of hands or on a poll.
- (c) Subject to sections 250S and 250T of the Corporations Act, the Chair of a General Meeting may at any time he or she considers it reasonably necessary or desirable for the proper and orderly conduct of the meeting

- (i) terminate debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote
- (ii) allow debate or discussion on any business, question, motion or resolution being considered by the meeting to continue
- (iii) decline to take or act on a point of order or procedural motion (and so there is no doubt, it is recorded that nothing in this Rule 18.4 takes anything away from the duty of the Chair under sections 250S and 250T of the Corporations Act and to ensure the proper and fair conduct of the meeting including in relation to debating and voting on motions on the notice paper).

18.5 Quorum for a General Meeting

The quorum for a General Meeting is twenty-five (25) members who are entitled to vote at the meeting unless the meeting is convened on the requisition of members in which case the quorum is one hundred (100) members who are entitled to vote at the meeting. A quorum must be present in order for a meeting to commence or continue.

18.6 Decisions made in a General Meeting

- (a) Every question submitted to a meeting must be decided by a show of hands (unless a poll is demanded by five members or directed by the Chair) and in the case of an equality of votes whether on a show of hands or on a poll the Chair has a second or casting vote.
- (b) At any General Meeting (unless a poll is demanded) a declaration by the Chair that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- (c) If a poll is demanded it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll is the resolution of the meeting at which the poll was demanded. The meeting can proceed while a poll is counted. However, a poll demanded on the election of the Chair or on a question of adjournment must be taken forthwith.
- (d) A demand for a poll may be withdrawn.

18.7 Cancellation or postponement of a General Meeting

- (a) Subject to the Corporations Act and the other provisions of this Constitution, the Board may cancel a General Meeting of the Club:
 - (i) convened by the Board, or
 - (ii) which has been convened by the Board pursuant to a request from members in accordance with Rule 18.1(b), upon receipt by the Club of a written notice withdrawing the relevant request signed by such number of those members that exceeds 50% of the requesting members or 50, whichever is less.
- (b) If within 15 minutes from the time appointed for a General Meeting a quorum is not present the meeting if convened on the requisition of members is dissolved. In any other case the meeting stands adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine but the adjournment must not exceed 21 days. If at an adjourned meeting a quorum is not present the members who are present and entitled to vote are a quorum and may transact the business for which the meeting was called.

18.8 Adjournment

The Chair may with the consent of a General Meeting at which a quorum is present (and must if so directed by the meeting) adjourn the meeting from time to time and from place to place. An adjourned meeting must not transact any business other than business left unfinished at the meeting from which the adjournment took place. A resolution passed at an adjourned meeting is for all purposes treated as having been passed at the date on which it was actually passed and not an earlier date. It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting if the meeting is not adjourned for more than 30 days from the date for which the meeting was originally convened. If a meeting is adjourned for more than 30 days from the date for which the meeting was originally convened, notice of the adjourned meeting must be given as in the case of an original meeting.

18.9 May a non-member address a General Meeting?

A non-member may attend and address a General Meeting:

- (a) if invited by the Chair of the meeting; or
- (b) if an auditor of the Club.

18.10 Proxies

Members are not permitted to be represented by, or to vote on any matter by, proxy.

18.11 Annual Reports

- (a) The Club's Annual Report is to be provided to each member as and to the extent required by legislation;
- (b) A copy of each year's Annual Report is to be retained by the Club permanently for historical purposes.

18.12 Meeting Standing Orders

The Board may from time to time adopt Standing Orders for the conduct of general meetings, through a By-law or By-laws that are not inconsistent with the Constitution. A meeting must be conducted according to any then-current Standing Orders. However, the Chair at a meeting has a discretion to relax or vary Standing Orders from time to time as the Chair thinks fit in order to better ensure the reasonable, fair and orderly conduct of a meeting.

PART 4 – BOARD AND ELECTIONS

19. Composition of the Board

The Club's Board consists of the following directors:

- (a) Chairperson
- (b) Deputy Chairperson, and
- (c) four other directors.

20. Triennial rule

- (a) The directors (including any director who becomes the Chairperson or Deputy Chairperson) are elected to the Board in accordance with the "triennial rule" set out in Schedule 4 of the RCA and otherwise in accordance with the provisions of this Constitution. For convenience of reference, that Schedule is reproduced below.

Schedule 4 Rules for election to governing body for term of 3 years

(Section 30)

1 Definitions

In this Schedule:

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

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

year means the period between successive general meetings.

2 (Repealed)

3 First general meeting under triennial rule

(1) *The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.*

(2) *The groups:*

- (a) *shall be determined by drawing lots, and*
- (b) *shall be as nearly as practicable equal in number, and*
- (c) *shall be designated as group 1, group 2 and group 3.*

(3) *Unless otherwise disqualified, the members of the governing body:*

- (a) *in group 1 shall hold office for 1 year, and*
- (b) *in group 2 shall hold office for 2 years, and*
- (c) *in group 3 shall hold office for 3 years.*

4 Subsequent general meetings

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

5 Casual vacancies

(1) *A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.*

(2) *The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.*

6 Re-election

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

7 Revocation of triennial rule

If the triennial rule is revoked:

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

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

- (b) A director may be re-elected at the end of a term of office.
- (c) The directors elected at the AGM at which the Constitution incorporating this provision is adopted, continued to hold office in accordance with and subject to this Constitution.

21. Election of office bearers

- (a) The Chairperson and the Deputy Chairperson are not elected by the members but by the Board from amongst their own number.
- (b) At the first Board meeting after each AGM, the newly re-constituted Board must elect a Chairperson and a Deputy Chairperson from amongst their own number to hold those offices until the next AGM unless in the meantime they cease to be a director.
- (c) To be eligible for election to either of those positions, a director must either be a Life member or have already served a minimum of 12 months on the Board. If there is no nomination for a particular position from a nominee with the required qualification, then any director may stand for that position.

22. Nomination

Who is eligible for nomination for election to the Board?

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

- (a) be a financial Ordinary member, financial Special member, or Life member of the Club
- (b) have been a Full member of the Club for not less than three years (except that a Full member appointed as an additional director under Rule 28.5 does not need to have been a member for that period)
- (c) not currently be under suspension
- (d) not have been convicted of an indictable offence (whether or not a conviction was actually recorded) (however any spent conviction within the meaning of the *Criminal Records Act 1991* is to be ignored)
- (e) not be a bankrupt, nor have made an arrangement or composition with their creditors
- (f) not be insane, or liable to have their estate dealt with in any way under any law relating to mental health
- (g) not be disqualified under Rule 7.14(b)(iv)(B)
- (h) not be disqualified under Rule 15.1
- (i) not be disqualified under Rule 23
- (j) not otherwise be disqualified from holding office as a director of the Club, and
- (k) have attended any pre-nomination information session as prescribed by the Board.

23. Disqualification from being a director

- (a) Subject to (c) below, a member is disqualified from being elected as a director or continuing as a director if the member:
 - (i) is a director or senior manager, or a member of a Board committee, of another registered club, or

- (ii) has a material personal interest in any hotel liquor licence relating to premises anywhere in Australia, or
 - (iii) at any time has or within the previous three years has had, a material personal interest in any contract or arrangement for the supply of goods or services to the Club for which the Club has paid or will be obliged to pay more than \$10,000 in any 12 month period:
 - (A) this can include but is not limited to, being a member, officer or employee of a relevant supplier;
 - (B) an honorarium approved at an AGM in respect of special honorary services rendered, does not count for this purpose;
 - (iv) has, or is a member, officer or employee of a group or organisation that has, a material interest in any land that is zoned so as to permit any non-residential use that is within 500 metres of any of the Club's licensed premises:
 - (A) for this purpose, two properties are within 500 metres of each other if any part of one property is within 500 metres of any part of the other property
 - (B) for this purpose, a material interest includes a direct or indirect ownership interest or a direct or indirect interest as a tenant
 - (C) this can include an interest that is held jointly or individually together with one or more others
 - (D) such a group or organisation can include an unincorporated or incorporated association or a body corporate or a firm;
 - (v) resides more than 50 kilometres away from the main premises of the Club at Tumbi Umbi NSW.
- (b) A Member who is currently unfinancial or under suspension is ineligible to be nominated for or elected to the Board or to any office or committee or to perform duties as holder of an office or member of any committee.
- (c) Where a member would otherwise be disqualified under 23(a) above, the member may apply for and the Board may grant an exemption as follows.
- (i) The member must apply to the Board for exemption. The application must be in writing accompanied by full details of the circumstances that would otherwise disqualify the member.
 - (ii) The member must provide the Board if requested with any other relevant information reasonably requested by the Board.
 - (iii) The Board may grant exemption to the member if the Board sees fit, by resolution of the Board at a duly convened meeting of the Board. The Board is not obliged to publish any reasons for its decision. The Board may but is not obliged to take into account the Board's assessment of the potential of the member to make a contribution to the Board if the member were to be elected as a director, weighed against the potential for the disqualifying grounds to be adverse to the interests of the Club.
 - (iv) An exemption so granted by the Board is effective up until the completion of the next annual election of directors and, if the member is elected as a director at that election then the exemption continues for the whole of the term for which the member is then elected. If the member subsequently wishes to be a candidate

for re-election, then the member may only do so if the member re-applies for and is granted a further exemption on each occasion.

24. Limit on number of directors from a single interest group

24.1 Basic Limit

- (a) No more than two members who are members of the same Single Interest Group may be on the Board at any time.
- (b) This is a continuing requirement that applies at all times.
- (c) At any time when there are already two members of a particular Single Interest Group on the Board, no other member of that particular Single Interest Group may become a director.
- (d) A person is a member of a Single Interest Group if they are a member, officer or employee of the Single Interest Group or they come within the specific definition of the class of persons that make up the particular Single Interest Group.

24.2 Definition of a Single Interest Group

Single Interest Group means any of the following:

- (a) (internal clubs) an internal club within the Club (internal clubs are referred to elsewhere in this Constitution as sections)
- (b) (affiliated clubs) another club that this Club recognises as an affiliated club (this can include an unincorporated or incorporated association or a body corporate)
- (c) (supported groups) a group or organisation that received financial support in cash or kind of at least \$1,000 from the Club, in either the current or the most recently completed financial year (this can include an unincorporated or incorporated association or a body corporate or firm)
- (d) (single sport) a grouping of two or more such affiliated clubs, or two or more such supported groups, that are all associated with a single sport (or a particular single group of related sports, such as, but only by way of example, indoor soccer and outdoor soccer)
- (e) (members of a previous Amalgamating Club) a group made up of former members of an individual Amalgamating Club (as defined elsewhere in this Constitution)
- (f) (Amalgamating Club LGA Members) the group made up of members of the Club who were admitted to membership of the Club pursuant to Rule 7.14 consequent on an amalgamation with a particular Amalgamating Club, plus all other members of the Club who reside in the Local Government Area in which that Amalgamating Club had its premises (or, if the Amalgamating Club had more than one set of premises, in any of the Local Government Areas in which any of those premises were situated) but excluded from that group is any person who was already a member of the Club in their own right at the date of the relevant amalgamation Note: there is a separate Single Interest Group under this category in respect of each Amalgamating Club with which the Club has amalgamated or does amalgamate
- (g) (owners of adjacent land) a group made up of persons who have, or who are a member, officer or employee of a group or organisation that has, a material interest in any land that is within one hundred metres of a particular one of the Club's licensed premises:
 - (i) for this purpose, two properties are within 100 metres of each other if any part of one property is within 100 metres of any part of the other property

- (A) for this purpose, each of the Club's licensed premises is considered separately so that there is a separate group of such persons associated with each of the Club's separate licensed premises
- (B) for this purpose, a material interest includes a direct or indirect ownership interest or a direct or indirect interest as a tenant
- (C) this can include an interest that is held jointly or individually together with one or more others
- (D) such a group or organisation can include an unincorporated or incorporated association or a body corporate or a firm.

24.3 Exclusions

- (a) Despite anything to the contrary above, a committee or subcommittee of the Board is not a Single Interest Group.
- (b) Where a director is a patron or member of a particular Single Interest Group, or on the committee (however described) of a particular Single Interest Group, solely at the request of the Board then that is ignored for the purposes of this Rule 24.

24.4 Voting Procedures

At an election of the Board where more than two candidates come from the same Single Interest Group, only a maximum of two of those candidates can be elected. The basic limit in Rule 24.1(a)(i) applies and a candidate may not be elected in breach of that limit. This provision prevails to the extent of any inconsistency over any other provision of this Constitution.

24.5 Information from Candidates

(Contents of Nomination Form) The nomination form prescribed by the Board under Rule 27(e) must provide for candidates to provide details of their memberships of any Single Interest Group. The form must include provision for the candidate to verify the information provided by a statutory declaration.

24.6 Operation of the restriction

This rule 24 operates where there is a change in the circumstances of a particular director (the Affected director) that triggers a breach of the basic limit in Rule 24.1(a) because that director becomes the third member of a particular Single Interest Group on the Board. In that case, it is the Affected director who becomes disqualified from continuing as a director.

25. Nomination Committee

The Board pursuant to its other powers under this Constitution may from time to time appoint a Nomination Committee. At such times as a Nomination Committee exists, the following provisions apply.

- (a) The objects of the Nomination Committee include – identifying good potential candidates for election to the Board; encouraging good potential candidates to stand for election to the Board (particularly with a view to increasing the diversity and differing skill sets of those on the Board); and considering and providing reports to the Board in relation to the qualifications of candidates for election to the Board.
- (b) The Nomination Committee is subject to any Code for Committees adopted by the Board from time to time and is governed by any Charter for the Nomination Committee adopted by the Board from time to time.

- (c) The Board prior to the issue of ballot papers for an election of directors may prepare and by majority decision adopt a report to members in relation to the qualifications of any one or more (or each) of the candidates for election to the Board other than those candidates who are then currently sitting Directors. The Returning Officer must distribute any such report with the ballot papers for the particular election. The report must not be defamatory or misleading in the reasonable opinion of the Returning Officer taking account of any materials provided to him or her by the Board with its report or any candidate with their nomination. The Returning Officer may edit out and not forward, any part of any such Board Report which in the opinion of the Returning Officer after taking legal advice from the Club's legal advisor, does not meet those requirements.

26. Election By-laws

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

27. How are members nominated for election to the Board?

- (a) Any two Full members who are themselves entitled to stand for election to the Board may nominate any other qualified member for election as a director.
- (b) A nomination of a member to be elected to the Board must:
 - (i) be in writing
 - (ii) specify the full name of the nominee
 - (iii) be signed by the nominee
 - (iv) specify the full names of both nominators
 - (v) be signed by both nominators
 - (vi) specify to which office the nominee is nominated for election, and
 - (vii) be lodged with the CEO at the Office before the closing time for the receipt of nominations.
- (c) The Board must determine the closing time for the receipt of nominations for election to any position on the Board, which must not be later than 14 days before the date of the AGM at which the elections is to take place (if required) (the **Relevant Election Meeting**).
- (d) Nomination forms must be made available to the members at the Office not less than 14 days prior to the closing time for the receipt of nominations.
- (e) All nomination papers must be in the form prescribed by the Board from time to time. The following provisions apply:
 - (i) A candidate, with their nomination, may supply details of their qualifications, experience, skills and other relevant matters for posting to members. In providing those details, each candidate is limited to 200 words. The material must not be defamatory or misleading. The Returning Officer acting reasonably may decline to forward, or may edit, any materials supplied by a candidate which in the opinion of the Returning Officer after taking legal advice from the Club's legal advisor if so required by the Returning Officer, is defamatory or offensive to good taste, misleading, or exceeds the maximum permitted length.
 - (ii) A candidate with their nomination may also include a recent photo of themselves or if the candidate wishes, have that arranged by the CEO. The Returning

Officer may direct that the ballot paper or the accompanying materials, is to include such candidate photos. However, the Returning Officer in his or her discretion may decline to include photos if that would delay the forwarding of ballot papers or otherwise be unduly inconvenient. If any candidate photo is included, then all candidate photos provided must be included except for any photo that the Returning Officer acting reasonably deems to offend good taste.

- (iii) Any candidate details and photos must be displayed and set out in a uniform manner, in the materials made available to members at the Relevant Election Meeting. Photos and materials (if made available as a single document) must appear in the same order as the names of the candidates on the ballot paper. A candidate may not object if his or her details or photo appear in the correct order but due to reasonable requirements for printing, appear on the back or some other particular position on a page.
- (iv) A candidate who has not previously been a director of the Club, must in their nomination undertake in writing to duly complete (within 12 months of being elected to the Board), training within the meaning of "required training" under Regulation 21A(5) of the regulations under the RCA or alternatively have their qualifications, skills and work experience recognised as entitling them to exemption pursuant to Regulation 21C.
- (v) The prescribed nomination form may require a candidate to complete a statutory declaration in relation to matters material to their potential election as a director of the Club and also an acknowledgment that they are aware of the duties and responsibilities of a director of the Club.

28. Election of the Board

28.1 How are the members of the Board elected?

- (a) The CEO must as soon as practicable after receiving each valid nomination post the name of the candidate nominated on the Club's noticeboard and the names of all nominated candidates must remain on the notice board until the conclusion of the Relevant Election Meeting.
- (b) If there are not more candidates nominated for any particular position on the Board than are being elected, the Chair at the Relevant Election Meeting must declare such candidate or candidates duly elected.
- (c) If at the close of nominations the number of candidates duly nominated is more than the number required to be elected then a ballot must be taken at the Relevant Election Meeting in respect of the particular position.
- (d) If there are no candidates or insufficient candidates duly nominated for the Board, then at the Relevant Election Meeting any remaining position may be filled by a resolution appointing a candidate nominated from the floor who is otherwise qualified to be nominated for election.
- (e) The ballot is conducted by a returning officer appointed by the Board (Returning Officer). As an alternative to appointing a Returning Officer, the Board may authorise the Electoral Commissioner or any independent organisation in the business of conducting elections, to conduct a ballot. In what follows, references to the Returning Officer include any delegate of the Electoral Commissioner or organisation authorised to conduct a particular election.
- (f) The Returning Officer may in their discretion appoint up to two assistant returning officers, to assist with the conduct and counting of the ballot and to exercise such of the Returning Officer's powers as the Returning Officer delegates to them. Each candidate may appoint a scrutineer who is a Full member of the Club and not themselves a

candidate in the election. The Returning Officer does not have to delay the conduct or counting of the ballot if an appointed scrutineer does not appear or fails to participate.

- (g) The Returning Officer and any assistant returning officers must not be a candidate or a nominator of a candidate.
- (h) Where it is necessary to conduct a ballot, the Returning Officer must arrange for printed ballot papers to be prepared for the ballot.
- (i) The order in which the names of the candidates appear on the ballot paper must be decided by lot or lots, drawn by the Returning Officer.
- (j) No rank or distinguishing feature may appear in respect of any candidate on the ballot paper, except the identification of existing members of the Board.
- (k) The Returning Officer is in charge of the ballot papers and each ballot paper must be either initialled by the Returning Officer or otherwise authenticated in a manner directed by the Returning Officer before it is issued or at the time of issue.
- (l) The election is by ballot in which members vote in person at the AGM.
- (m) Members must vote by placing a cross or tick on the ballot paper beside the name or names of the candidate or candidates for whom the member wishes to vote.
- (n) A member must vote for no more than the number of candidates as there are positions to be filled. A member is not obliged to vote for every position that is to be filled.
- (o) A member must complete their ballot paper themselves. Voting by proxy is prohibited.
- (p) In the counting of the ballot, a cross or a tick beside the name of a candidate, signifies a vote for that candidate.
- (q) The election is on a "first past the post" basis.
- (r) The Returning Officer decides which ballots (if any) are informal. A vote for more than the number of candidates to be elected in a particular election, must be declared informal.
- (s) Decisions of the Returning Officer in respect of all matters relating to the conduct of a ballot, the election of any person and the informality of particular votes are, in the absence of obvious error, final.
- (t) If there is an equality of votes for any position or positions in a particular ballot, then the Returning Officer must advise the candidates concerned of such a situation, as soon as reasonably convenient in order that they might have the opportunity to decide the issue. The candidates concerned may but are not obliged to decide the issue between themselves or by lot or such other manner as they determine, in which case they must advise the Returning Officer of the outcome. If the Returning Officer does not receive consistent advice of such decision from all of the candidates concerned on request or in the case of any dispute between the candidates concerned in that regard, the issue must be decided by lot or lots drawn by the Returning Officer at the Relevant Election Meeting following the closing of the ballot.
- (u) The Returning Officer may issue a member with a replacement ballot paper to replace a ballot paper that has been spoilt. A member seeking a replacement ballot paper must make application to the Returning Officer and provide the Returning Officer with such evidence (usually the spoilt ballot paper), as the Returning Officer requires.
- (v) Ballots must be counted by the Returning Officer on the closing of the ballot. Counting may be incremental as the ballot proceeds.

- (w) On completion of the counting of the ballot in a particular election, the Returning Officer must report the results in writing to the Chair at the Relevant Election Meeting. The Returning Officer must announce the results at the Relevant Election Meeting and the Chair must then declare those persons elected to take office from the conclusion of that meeting.
- (x) All ballot papers must be destroyed under the supervision of the Returning Officer at the end of two months after the Relevant Election Meeting, unless the members at the Relevant Election Meeting resolve otherwise.
- (y) The directors in office at the commencement of a Relevant Election Meeting continue in office until the conclusion of that meeting, despite the result of such ballot being declared at the meeting.

28.2 When does a Board position become vacant?

A member of the Board ceases to hold office from the end of the Relevant Election Meeting at which the member's term of office expires or earlier when and if he or she;

- (a) delivers a written resignation to the Club
- (b) ceases to be a member of the Club
- (c) becomes a Club employee
- (d) is subject to an order made under the Corporations Act (or under any other law) prohibiting him or her from being a director or is otherwise prohibited from being a member of the Board under any law
- (e) is the subject of a resolution by the Board supported by at least four directors, that determines that in the reasonable opinion of the Board he or she has failed to comply with their obligations under any of:
 - (i) Part 4A of the RCA ("Accountability"), or
 - (ii) Part 2D.1 Division 2 of the Corporations Act ("Disclosure of, and voting on matters involving, material personal interests"), or
 - (iii) the current Director Code of Conduct adopted by the Board

and that the Board does not accept any explanation or apology from the director in that regard (and the provisions of Rule 10 ("Disciplining of members") apply)
- (f) becomes prohibited from being a member of the Board by reason of any provision of this Constitution such as becoming disqualified under any provision of this Constitution
- (g) becomes bankrupt, or makes an arrangement or composition with their creditors unless the Board declares his or her office not to be vacant as a result
- (h) becomes insane, or his or her estate is liable to be dealt with in any way under any law relating to mental health
- (i) is convicted of an indictable offence (unless no conviction is actually recorded and the Board declares his or her office not to be vacant as a result)
- (j) is absent without the Board's prior consent, from three consecutive Board meetings unless the Board declares his or her office not to be vacant as a result
- (k) fails to comply with a training undertaking given pursuant to Rule 27(e)(iv) unless the Board declares his or her office not to be vacant as result

- (l) does not within the required period meet the requirement of a Mandatory Training By-law (see Rule 31, subject to Rule 32);
- (m) dies, or
- (n) is removed in conformity with the Corporations Act.

28.3 What happens if there is a casual vacancy on the Board?

The Board may at any time appoint any Full member who is otherwise qualified to be nominated for election to a position on the Board, to fill any casual vacancy. Any person appointed to fill a casual vacancy under this Constitution holds office until the next AGM.

28.4 What happens if there is a casual vacancy in any office on the Board?

The Board may at any time appoint one of its number to fill any casual vacancy in any office on the Board. The Rules in relation to the original appointment to that office, apply.

28.5 Additional appointments to the Board

- (a) The Board may exercise any power conferred by the RCA to appoint additional persons as members of the Board, in addition to the number of directors elected in accordance with Rule 19 (Composition of the Board).
- (b) A person may not be appointed under this provision if they are prohibited or disqualified by some provision of this Constitution from being or continuing as a director.
- (c) A person may not be appointed under this provision for a second or subsequent term. That applies irrespective of the period of the term for which they were first appointed. However, this does not disqualify the person from standing for election to the Board for a second or subsequent term.
- (d) A person may only be appointed to the Board under this provision if they have first consented in writing to be so appointed and have provided the Board with the same documentation (with the minimum necessary changes) that would be required if the person was a candidate for election to the Board.
- (e) A resolution of appointment pursuant to this provision must:
 - (i) record the term of appointment which must not exceed the maximum permitted by the RCA (which at the date of the adoption of this Rule is three years),
 - (ii) state the reasons for the person's appointment, the person's relevant skills and qualifications, and any payments to be made to the person in connection with his or her appointment.
- (f) Within 21 days of an appointment being made, the Club must cause the required notice to be displayed at the premises of the Club.
- (g) A director appointed under this provision remains subject to all other provisions of this Constitution in relation to a director and without limiting those general words, the provisions of Rule 28.2.
- (h) No payment is to be made to a director appointed under this provision, in respect of their appointment or their service as a director, except only to the extent permitted by the RCA. The Board may award a director appointed under this provision, the whole or any part of any honorarium approved for such an appointee at the last Annual General Meeting or if no such honorarium has currently been approved, a director appointed under this provision is entitled to the same honorarium as approved for other directors at the last Annual General Meeting.

PART 5 – BOARD GOVERNANCE

29. Powers of the Board

29.1 Responsibility of the Board

The Board is responsible for the management of the undertakings, business and affairs of the Club.

29.2 Powers of the Board

At all times the management of the business and affairs of the Club is and must remain the responsibility of the Board, as required by section 30(1)(a) of the RCA, and the following provisions remain subject to that paramount requirement and obligation. The Board may exercise its powers and do all such acts and things as the Club is by law or this Constitution authorised to exercise and do and which are not by law or this Constitution required to be exercised or done by the Club in General Meeting. In particular, but without limiting the provisions of Rule 38 in relation to the position of the CEO and also without limiting the Board's general powers, the Board has power from time to time:

- (a) to delegate any of its powers (other than this power of delegation) to committees consisting of such persons as the Board determines (being either directors or members, or employees of the Club), as the Board thinks fit from time to time and to revoke any such delegation
- (b) to exercise the power of delegation in section 198D(1) of the Corporations Act
- (c) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award
- (d) to determine who will 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
- (e) to appoint, discharge and arrange the duties and powers of the CEO and to determine the remuneration and terms of employment of such CEO and to specify and define his or her duties
- (f) to engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect of permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to terminate with or without compensation any contract of service or for service or otherwise
- (g) to fix the maximum number of persons who may be admitted to each class of membership of the Club
- (h) to create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested and to define and limit the persons eligible for membership of all or any such sections and committees, and to fix or approve any supplementary subscription or any charge for membership of such sections and committees or any of them, and from time to time to terminate and dissolve any such sections or committees or to reconstitute the same on a similar or different basis

- (i) to set the entrance fees, subscriptions and other fees, charges and levies payable by members
- (j) to impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises
- (k) to recommend the amount of honorarium payable to any director or to any other member in respect of his or her services rendered to the Board or to any committee of the Club and subject to approval by a General Meeting to pay such honorarium
- (l) to pay or reimburse out-of-pocket expenses that are of a kind authorised by a current resolution of the Board and are reasonably incurred by any director or any other person in the course of carrying out his or her duties in relation to the Club, and
- (m) to appoint an auditor for the Club, subject to the provisions of the Corporations Act.

29.3 Powers of the Board to make By-laws

- (a) The Board has power to make By-laws not inconsistent with this Constitution which in the Board's opinion are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members, and from time to time to amend or rescind any such By-law.
- (b) Without limiting the generality of the Board's power, a By-law may relate to any of the following matters:
 - (i) those matters as the Board is specifically by this Constitution empowered to regulate by By-law
 - (ii) the general management and control of the trading activities of the Club
 - (iii) the management and control of the Club's premises
 - (iv) the management and control of play and dress on the Club's premises
 - (v) the upkeep and control of the Club's property
 - (vi) the management and control of all competitions
 - (vii) the conduct of members and guests of members
 - (viii) the privileges to be enjoyed by members
 - (ix) the relationship between members and the Club's employees
 - (x) the control and regulation of the Club's sections and committees and the conduct and activities thereof
 - (xi) generally all those matters as are commonly the subject matter of club constitutions or By-laws or which are not reserved either under the Corporations Act, the RCA or this Constitution for decision by the Club in General Meeting.
- (c) The Board has power to enforce the observance of all By-laws including in accordance with the disciplinary proceedings provisions of this Constitution.
- (d) Any By-law made under this Constitution comes into force and has the full authority of a By-law of the Club on being posted upon the club noticeboard at the Club's main licensed premises.

30. Director's conflict of interest

30.1 What interests must directors disclose?

- (a) A director must in accordance with sections 191 and 192 of the Corporations Act disclose at a meeting of the Board as soon as practicable any material personal interest which that director has in a matter that relates to the affairs of the Club.
- (b) A disclosure under paragraph (a) must include details of the nature and extent of the director's material interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the Minutes of that meeting of the Board.
- (c) Without limiting the application of section 191(2) of the Corporations Act, paragraph (b) does not apply to an interest:
 - (i) which the director has as a member of the Club and which is held in common with the other members of the Club, or
 - (ii) which relates to a contract that insures, or would insure, the director against liabilities the director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).
- (d) A director who has a material personal interest in a matter that is being considered at a meeting of the Board:
 - (i) must not vote on the matter (or in relation to a proposed resolution under paragraph (e)(i) in relation to the matter, whether in relation to that or a different director), and
 - (ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
- (e) Paragraph (d) does not apply if:
 - (i) the Board has passed a resolution that identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the Club, and states that those other directors voting for the resolution are satisfied that the interest should not disqualify the director from voting or being present; or
 - (ii) the Australian Securities and Investments Commission has declared or ordered in accordance with section 196 of the Corporations Act that the director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.
- (f) Section 41C of the RCA also applies if a director discloses an interest in a contract or proposed contract which involves the Club.

30.2 What are some of the other accountability and transparency obligations in connection with the Club?

- (a) A director must also promptly and duly make, and cooperate in the making by the Club of, all disclosures and returns required by the RCA including – disclosure of interests in contracts (section 41C); declaration of financial interests in hotels (section 41D); disclosure of gifts and remuneration from affiliated bodies (section 41E); and disclosure of gifts and remuneration from persons or organisations with contracts with the Club (section 41F).
- (b) The Club must not enter into a contract with a director or with an executive, except to the extent permissible under the RCA (including section 41K).

- (c) The Club must not enter into a contract with the CEO, any approved premises manager, or any close relative of any such person or any company or other body in which any such person has a controlling interest, contrary to the RCA (including section 41L).
- (d) The Club must not enter into a contract for the remuneration by the Club of an employee who falls within the definition of a "top executive" under the RCA, unless the proposed contract has first been approved by the Board.
- (e) The Club must monitor the circumstances of its senior employees and keep aware of whenever an employee becomes a "top executive" within that definition. When that happens then the Club must as soon as practicable, give written notice to that person informing them that he or she is a top executive and has responsibilities under Part 4A of the RCA.
- (f) The Club must not lend money to a director. The Club also must not lend money to any employee except in conformity with the RCA (including section 41N).
- (g) The Club must not directly or indirectly participate in any offer of inducement for the purpose or provision of goods or services to the Club, in a manner contrary to the RCA (including section 43A) and no director, executive or other employee of the Club may be involved in any conduct in connection with anything that is or would if permitted be a breach of those provisions.
- (h) The Club must not enter into any loan contract or management contract, that is regulated by section 41O of the RCA, except in strict compliance with the requirements of that section.

31. Mandatory Training By-laws

31.1 Background

This Rule is to enable the Board to set its own mandatory requirements for director training through one or more By-laws, as follows. A director who does not comply with any such mandatory training requirement is automatically disqualified – see Rule **28.2(I)** (each such mandatory training requirement being referred to below as a "Mandatory Training By-law").

31.2 Resolution

In order to be effective, a Mandatory Training By-law must be adopted by a resolution of the Board in respect of which at least a majority of the directors then in office vote in favour.

31.3 Relevant time

Despite anything to the contrary stated or implied in any Mandatory Training By-law, a Director is only obliged to meet the particular mandatory requirement within the later of – the period stated in the By-law, and:

- (a) in the case of a Director who was in office immediately prior to the commencement of the 2016 Annual General Meeting – within two years of the adoption of the By-law (or such shorter period as all Directors unanimously resolve at the time of the adoption of the particular By-law), or in every other case
- (b) within one year of first being elected as a Director.

32. Mandatory training – variation or relaxation of requirements.

The Board by a resolution in respect of which at least a majority of the directors then in office vote in favour may for a particular candidate or director:

- (a) waive or vary a requirement under Rule 31 (Mandatory Training By-laws) where there are exceptional circumstances (and that may include taking into account that the particular director or candidate already has director training and skills by virtue of an existing qualification or past experience); or
- (b) approve of an alternative course of training or qualification in lieu of the requirement of Mandatory Training By-Laws.

33. Validity of director's appointment

What happens if a director was not appointed properly?

All acts done by a director or by any person acting as a director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the director or person so acting, or that the directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

34. Board Charter

- (a) The Board may adopt a Board Charter and may from time to time vary or repeal the Board Charter.
- (b) The Board and each director must conduct themselves in conformity with the Board Charter (if any) current from time to time.

35. Director Code of Conduct

- (a) The Board may adopt a Director Code of Conduct and may from time to time vary or repeal the Director Code of Conduct.
- (b) Each director must conduct themselves in conformity with the Director Code of Conduct (if any) current from time to time. The Board may report to members where in the bona fide opinion of the Board there has been a material breach of the Director Code of Conduct by a director including if the Board so determines, providing the name of the director and particulars.

36. Proceedings of the Board

36.1 Proceedings of the Board

- (a) The Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit but must meet at least once in each month. A record of all directors present and of all resolutions and proceedings of the Board must be entered in a Minute Book provided for that purpose.
- (b) The Chairperson may at any time call a meeting of the Board. The CEO must call a meeting of the Board upon the request of not less than two directors.
- (c) Subject to this Constitution, questions arising at any meeting of the Board will be decided by a majority of votes, and a determination by a majority of the directors will for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the chair of the meeting has a second vote in addition to a first vote.

36.2 Who chairs Board meetings?

The Chairperson must take the chair at a meeting of the Board; or if the Chairperson is unwilling or unable to act, the Deputy Chairperson or if that Deputy Chairperson is unwilling or unable to act, then a director chosen by the Board at the meeting.

36.3 What is a quorum for a Board meeting?

The quorum for a Board meeting is four directors (present in person or present through technology in a manner permitted under this Constitution). No business may be conducted at a Board meeting except when a quorum continues to be present.

36.4 Lack of quorum

The continuing members of the Board may act despite their number being reduced below the number necessary for a quorum, for the purpose of increasing the number of members of the Board to that number or summoning a general meeting of the Club, but for no other purpose.

36.5 Acting whilst there is a casual vacancy

- (a) The Board may continue to act despite any casual vacancy.
- (b) This provision does not limit rules 36.3 (Quorum) or 36.4 (Lack of quorum).

36.6 Circulating resolutions by directors

In addition to the provisions of the replaceable rule in section 248A of the Corporations Act, a resolution adopted by a majority of those directors entitled to vote in relation to that resolution by them signing a statement otherwise in accordance with section 248A, is valid, if each director has received at least 24 hours' notice of the resolution.

36.7 Technology may be used to assist the Board

- (a) A meeting of the Board may be called or held using any technology consented to by at least four of 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.
- (b) Where a meeting is called or held using technology, the following provisions apply.
- (c) A meeting of the directors may consist of a conference between directors, some or all of whom are in different places, if each director who participates is able:
 - (i) to hear each of the other participating directors addressing the meeting, and
 - (ii) if they wish to address each of the other participating directors, to do so simultaneously.
- (d) Such a meeting may be held face to face, or by telephone, video conferencing, internet or other form of communication (whether or not it exists when this provision is adopted) or by a combination of any of those methods.
- (e) A quorum is present if at least the number of directors required to form a quorum are participating in accordance with the other provisions of this Rule. A meeting held in this way is taken to take place where the person chairing the meeting is located.
- (f) A director is conclusively presumed to be present and to form part of the quorum of a meeting at all times during a meeting when participating in a permissible manner by technology, unless the director has notified the Chair that the director is leaving the meeting or the Chair has actual knowledge that the connection to the director has ceased to function.

37. Committees of the Board

- (a) Without limiting the other provisions of these Rules, the Board may appoint:
 - (i) one or more advisory boards in respect of particular Club RCA Premises and
 - (ii) one or more disciplinary committees to exercise the Board's disciplinary powers in respect of one or more of the Club's RCA premises (and a particular Advisory Board may also be appointed as a Disciplinary Committee).
- (b) The appointment of a committee by the Board does not operate to exclude any power or right of the Board.
- (c) In accordance with the Corporations Act, each committee of the Board must keep proper minutes of all meetings and decisions in the same manner that the Board is required to keep minutes of its own meetings and decisions.
- (d) Each committee of the Board must conduct itself in such manner as directed by the Board and otherwise, in the same manner as the Board is required to conduct itself.
- (e) This provision does not limit the general words of the previous provision. Each committee of the Board may act only in relation to the matter or matters specifically delegated to the committee by the Board and subject to all limitations and restrictions imposed by the Board. The Board may impose requirements on a committee including in the form of a specific charter for a particular committee or in the form of a general charter or By-law applying to all committees.
- (f) Each member of a committee of the Board is bound by and must conduct themselves in conformity with any Director Code of Conduct (if any) adopted by the Board that is current from time to time, as if for that purpose they are a director.
- (g) Unless otherwise directed by the Board, the quorum for a committee meeting is that number equal to a bare numerical majority of the total number of Committee members. To count, a Committee member must be present in person or through technology in the same manner as permitted under this Constitution for attendance at a Board meeting. No business may be conducted at a committee meeting except when a quorum is present.

PART 6 – CEO

38. Nature of the position of the CEO

In accordance with section 32 of the RCA the Club must at any time have one, but no more than one, CEO who is to be the chief executive officer of the Club.

PART 7 - RISK ALLOCATION

39. Insurance and indemnity of officers

- (a) To the extent permitted by law, the Club:
 - (i) must indemnify each Relevant Officer against a Liability of that person and Legal Costs of that person
 - (ii) may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person

- (iii) may pay, or agree to pay, a premium for a contract insuring a Relevant Officer against a Liability of that person and Legal Costs of that person
- (iv) may enter into an agreement or deed on terms and conditions determined by the Board, with a Relevant Officer or a person who is, or has been an officer of the Club or a subsidiary of the Club, under which the Club must do all or any of the following:
 - (A) keep books of the Club and allow either or both that person and that person's advisers access to those books on the terms agreed
 - (B) indemnify that person against any Liability of that person
 - (C) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person, and
 - (D) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Club or a subsidiary of the Club, on the terms agreed (including as to the payment of all or part of the premium for the contract of insurance).
- (b) Any such agreement or deed with a Relevant Officer or other such person, must first be approved by the Board in conformity with section 41K of the RCA. For the purposes of section 191(2)(a)(iii) of the Corporations Act, such contract or agreement, being subject to approval by the members, is by the resolution inserting this provision in this Constitution, approved by the members.
- (c) For the purposes of this Rule, the following expressions have the meaning indicated:
 - (i) **Legal Costs** of a person means legal costs incurred by that person in defending a claim or action for a Liability of that person or in relation to any Relevant Proceedings.
 - (ii) **Liability** of a person means any expense, loss or liability incurred by that person either as an officer of the Club or of any subsidiary of the Club; or as a result of facts or circumstances relating to the person's service as an officer of the Club or of any subsidiary of the Club; and in each case including liability for negligence; and where the context permits, including any alleged or potential such expense, loss or liability; but excluding any liability whether for costs or otherwise, arising as a result of any proceedings commenced by the person otherwise than at the written request of the Club.
 - (iii) **Relevant Officer** means a person who is, or has been, an officer of the Club (including a director or CEO) of the Club.

PART 8 - PROVISION FOR SECTIONS

40. Sections

- (a) The Board may permit any section (sometimes called internal clubs, sub-clubs or intra-clubs) of the Club to:
 - (i) adopt a name distinctive of that section
 - (ii) become affiliated with the body controlling any game or activity relevant to that section on such terms and conditions (not inconsistent with the RCA or this Constitution) as that controlling body may from time to time require and to pay on behalf of the Club, capitation fees to that controlling body or as required by that body.

- (b) A person is ineligible to be a member of any section of the Club unless he or she is a financial Ordinary Member, financial Junior Member or Life member.
- (c) The Board may empower any section of the Club to open and operate an account in the name of the section in a financial institution approved by the Board from time to time. However, the persons eligible to operate that account must be approved by the Board which from time to time may remove and replace those persons or any of them.
- (d) Subject to the absolute control and supervision of the Board, each section of the Club may manage its own affairs but must make regular reports to the Board (or otherwise as the Board may require from time to time). The minutes and records of the section or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.
- (e) Subject to this rule, the constitutions and rules or By-laws of each section of the Club may be amended from time to time by a majority of the members for the time being of the section at a general meeting of the section. However, an amendment proposed to and approved by a general meeting of the section will not have effect unless and until it has been approved by resolution of the Board.
- (f) A section of the Club must in the exercise of those powers delegated to it, conform to any charter, regulation or restriction that the Board may impose upon it from time to time. The Chairperson (or his or her nominee, who must be a director), has by virtue of his or her office the right to be a member of all sections. A section or committee may meet and adjourn as it thinks proper. The meetings and proceedings of a section consisting of two or more members are, as far as practicable, governed by the provisions of this Constitution and of the By-laws if any that regulate the proceedings of the Board, unless otherwise prescribed by the Board.
- (g) Any disciplinary action which is taken by a section of the Club in respect of any member of that section or committee must at once be reported to the Board together with the reasons for that action and with a recommendation as to further action (if any) to be taken by the Board. A section of the Club has no right to exercise any of the disciplinary powers of the Board under Rule 11.
- (h) Promptly when requested a section of the Club must provide the Board with the Section's annual report and any other information required by the Board from time to time.
- (i) All assets in the possession or control of a section of the Club are, as between that section and its members on the one hand and the Club on the other hand, owned exclusively by the Club
- (j) This provision does not limit the preceding general provisions. A section of the Club must not incur any liability in the name of the Club or binding on the Club except as expressly authorised in writing by the CEO.
- (k) The members of a section of the Club have no legal rights to the name used for the section or in relation to the Club's own name (or any substantially or misleadingly similar name).

PART 9 – CLUB OPERATIONS

41. Club operations

41.1 Club not to extend credit

The Club must not extend credit to anyone or cash any cheque or allow any purchases by credit card, contrary to legislation.

41.2 Club noticeboard

There are many matters that legislation and this Constitution demand to be displayed on a noticeboard. The Club must have a noticeboard at the Club's main premises and it must be:

- (a) readily accessible to and noticeable by the membership,
- (b) large enough to carry the information it has to convey.

41.3 Club must keep registers of members

- (a) The Club must keep registers of members in the forms and with the details required by the RCA and including:
 - (i) whether the member is an Absent Member; and
 - (ii) any other information that the Board may direct be kept on the registers.
- (b) A member must immediately advise the CEO of any change to their postal address by written notice delivered to the Office.
- (c) Those registers may be in conjunction with, or in addition to, the register of members that the Club is required to keep for the purposes of the Corporations Act.

42. Amending the Constitution

- (a) The Constitution may be amended by a special resolution of the Full members at a General Meeting held in accordance with this Constitution and the Corporations Act.
- (b) For the purposes of section 246B of the Corporations Act, it is agreed that the rights of members in any class of membership may be varied or cancelled by a special resolution passed at a General Meeting of the members, without a separate meeting of the members of that class. A special resolution that amends this Constitution is sufficient.
- (c) However, this Rule 42 does not limit Rules 7.4(c)(ii) or 7.14(b)(iii) or any other provision of these Rules in relation to who is entitled to vote on any such proposed special resolution.

43. Replaceable rules

Corporations Act replaceable rules

The Corporations Act provides for "replaceable rules" (see section 135 Corporations Act). Of those replaceable rules, only those in the following list apply, subject to the other provisions of this Constitution:

Sections	Replaceable Rule
	directors
198B	Negotiable instruments
203A	Director may resign by giving written notice
	Company Secretary
204F	Terms of office determined by directors
	Inspection of Books
247D	Company or directors may allow member to inspect books
	directors' Meetings
248A	Circulating resolutions
248G	Passing of directors' resolutions
	Meetings of members
250G	Objections to right to vote

Sections	Replaceable Rule
250M	When and how polls must be taken

44. Notice

- (a) The Club may give any notice required under or in connection with this Constitution, to a member in the same way as prescribed in the Corporations Act for the giving of a notice of meeting (see section 249J).
- (b) The non-receipt of notice of a meeting by any person entitled to receive notice does not invalidate any general meeting.
- (c) If any member has provided an address that is outside Australia, the Club may place a notice to that member (or to members generally) on the Notice Board of the Club and that notice will be taken to be effective notice to that member and taken to be given one day after it is put up on the Notice Board.
- (d) A notice of meeting sent by post is taken to be given one day after it is posted. A notice of meeting given by fax, or other electronic means, is also taken to be given one day after it is sent.
- (e) The Club is not obliged to send an annual report to a member except and unless where that is required under the legislation.

45. Electronic Communications and Technology

- (a) For the purposes of anything under or in connection with these Rules, the Board may approve any of the following and may delegate that power of approval to a Committee or to the CEO:
 - (i) any transaction with the Club taking place in part or wholly by means of one or more electronic communications
 - (ii) the provision of any information by means of one or more electronic communications, and
 - (iii) the lodgment of any nomination for membership or for election, by means of electronic communication.
- (b) An approval may be general or for a particular case. An approval may be given despite any express or implied requirement for writing elsewhere in these Rules and in lieu of the requirement for writing.
- (c) Each member consents to the Club and the associated organisations of the Club using any electronic address that the member provides to the Club or that the Club becomes aware of in some other way, for commercial electronic messages to the member. For each member, this consent continues until five business days after the member notifies the Club that the member withdraws consent to receiving commercial electronic messages from the Club. A member wishing to withdraw consent should give the withdrawal notification to the Club's Privacy Manager. "Commercial electronic message" in this Rule has the same meaning as in the *Spam Act 2003 Cth*.

46. Privacy

- (a) The Club will from time to time adopt a privacy policy to the extent required by law or otherwise as determined by the Board. References to the Club's privacy policy in the following provisions, are a references to the current policy from time to time promulgated by the Club.

- (b) Each member consents to the Club collecting and dealing with the member's personal information in accordance with the Club's privacy policy except, for future periods, to the extent that the member gives written notice to the Club withdrawing consent. A member wishing to withdraw consent should give the withdrawal notification to the Club's Privacy Manager.

47. Participation in any Club activity, promotion or competition

- (a) Where a member or any guest of a member participates or in any way is involved with any activity, promotion or competition in connection with the Club or any section of the Club, then the member or their guest is subject to all of the applicable rules and conditions adopted by the Club. That applies even if the member or their guest is not actually aware or has not made themselves aware of the particular rule or condition.
- (b) The Club wherever reasonably requested by a member or guest must provide a copy of all rules or conditions relevant to any activity, promotion or competition.
- (c) The Club may include in the rules or conditions applicable to an activity, promotion or competition provisions that do any one or more of the following:
 - (i) create mandatory qualifications or requirements for entry or participation
 - (ii) create grounds for disqualifying someone from participating
 - (iii) exclude or limit the liability of the Club or anyone else in connection with the activity, promotion or competition
 - (iv) regulate the conduct of or participation in the activity, promotion or competition
 - (v) apply specifically to a particular activity, promotion or competition or more generally
 - (vi) reserve a discretion or discretions for the Club in connection with the conduct or offering of the activity, promotion or competition.
- (d) It is the obligation of a member or their guest before participating in any activity, promotion or competition to ensure that they have made themselves fully aware of all rules and conditions that will apply. A member or their guest must not deny or contest the application of any such rule or condition on the basis that the rule or condition was not brought to their attention or adequately brought to their attention.

48. The Club may offer promotions

- (a) The Club may offer any:
 - (i) loyalty, privilege or reward programme
 - (ii) discount or rebate scheme
 - (iii) promotional benefit scheme, or
 - (iv) other promotion

as the Club sees fit from time to time for members and patrons that provides for an actual or potential benefit or advantage for a participating Full member based on one or more aspects of the member's past, current or future

- (v) transactions with the Club (nature, number or levels)
- (vi) visitations to the Club's premises or facilities (number or nature)

- (vii) transaction patterns in dealing with the Club
 - (viii) participation in Club activities or the activities of a section (nature or levels)
 - (ix) information that the member has chosen to provide (or not provide) to the Club (which may be an email address or details of a preference), or
 - (x) membership of a section of the Club.
- (b) All Full members must be entitled to participate in any such programme, scheme or promotion to the extent required for compliance with section 10(1)(i) of the RCA.
- (c) However, it is no objection to any such programme, scheme or promotion that some or even a large number of Full members may not:
- (i) wish to participate, or
 - (ii) be capable of participating (physically or otherwise), or
 - (iii) qualify to participate based on past or future occurrences (and hence, may not be informed in particular of the programme, scheme or promotion).
- (d) The Club is not under any obligation to inform a particular member of a particular programme, scheme or promotion.
- (e) The Club must respond to any reasonable request from any Full member to provide the Full member with details of all current programmes, schemes or promotions being offered by the Club and the applicable rules and conditions and also the position recorded in the Club's records relevant to whether the member qualifies or may qualify for participation in a particular programme, scheme or promotion. However, a member is not entitled to any details of the extent to which another member may be entitled to or has participated in any such programme, scheme or promotion.

49. Finishing the Club

What the Club may do with its income and assets in a winding up etc

- (a) If the Club has any assets after all its debts and liabilities are paid or discharged and it is about to be wound up or dissolved, then
- (i) those assets must not be transferred to, paid to, or distributed among, the members
 - (ii) rather, those assets must be given, or transferred, to another organisation that has similar aims to those of the Club, and which is required to apply its income and assets to promoting those aims, and is prohibited by its Constitution from paying or distributing its income and assets amongst its members to an extent at least as great as the prohibition imposed on the Club by this Constitution.
- (b) The organisation or organisations referred to in Rule 49(a)(ii) must be determined by:
- (i) the Full members of the Club in general meeting (by ordinary resolution) at or before completion of the dissolution of the Club, or otherwise
 - (ii) the Supreme Court of New South Wales.

50. Definitions and interpretation

50.1 Definitions

In this Constitution, unless the context otherwise requires:

Absent Member means a member who in the view of the Board, resides outside the State of New South Wales temporarily or permanently

Authority means the Independent Liquor and Gaming Authority

Board means the Board of directors of the Club

Board Charter means a charter that sets out the manner in which the Board meets and operates, adopted by the Board as varied by the Board from time to time

By-law means a By-law adopted by the Board

Constitution means this Constitution as amended or supplemented from time to time; and includes any By-law in force from time to time

CEO means the Chief Executive Officer of the Club (who is also the Secretary) as appointed by the Board

the Club means Mingara Recreation Club Limited

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

Director Code of Conduct means a code of conduct that sets out the standards for the conduct of a director, adopted by the Board as varied by the Board from time to time

Gaming Machines Act means the *Gaming Machines Act 2001* (NSW)

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

Office means the registered office of the Club

RCA means *Registered Clubs Act 1976* (NSW)

State means the State of New South Wales.

50.2 Interpretation

In the interpretation and application of this Constitution, unless the context otherwise requires:

- (a) in calculating any period of time commencing from a particular day, the period commences on the following day and the following day counts as part of that period;
- (b) where an expression, word or phrase is given a particular meaning, then other parts of speech based on that expression, word or phrase and other grammatical forms of that expression, word or phrase, have corresponding meanings;
- (c) where an expression is defined anywhere in this Constitution, it has the same meaning throughout;
- (d) a reference to any gender includes male and female;
- (e) headings are for convenience of reference only and do not affect interpretation;

- (f) a mention of anything after *include, includes* or *including*, does not limit what else might be included;
- (g) a reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provision substituted for, and also any subordinate legislation issued under, that legislation or legislative provision;
- (h) a reference to dollars or \$ is to an amount in Australian currency;
- (i) the singular includes the plural and vice versa;
- (j) a reference to anything (including any amount) is a reference to the whole or any part of it (except that nothing in this provision excuses a party from performing the whole of an obligation just because part of the obligation has been performed); and a reference to a group of persons is a reference to any one or more of them.

51. By Laws

2017/01 Resolved at the Board of Directors Meeting held on December 20, 2017

That when a member or patron of the club consumes a glass bottled beverage on club premises, the bottle remains the property of the club at all times.

2021/01 Resolved at the Board of Directors Meeting held on September 28, 2021

For the purpose of the 2021 Annual General Meeting, a member who, due to the COVID-19 pandemic forced closure of the club between June 26, 2021 and October 11, 2021, was unable to renew their membership but has subsequently renewed and paid for their membership prior to the 2021 Annual General Meeting, is deemed to be a Financial member as at September 30, 2021 and is permitted to attend the Annual General Meeting on Sunday November 28, 2021.