

**COMPANY CONSTITUTION**  
**OF**  
**ORANGE CITY BOWLING CLUB LIMITED**

(as amended – 2014)

ACN 000 081 676

A Company Limited by Guarantee  
and not having a Share Capital

[retype version 3/07/14]

**CONSTITUTION**  
**OF**  
**ORANGE CITY BOWLING CLUB LIMITED**

1. The name of the Company (hereinafter called “the Club”) is Orange City Bowling Club Limited.

**DEFINITIONS**

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

“The Act” means the Corporations Act. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date at which these regulations become binding on the Club shall have the meaning so defined.

“annual report” means a report that is produced in accordance with the requirements of the Act, the Registered Clubs Act and the Australian Accounting Standards, and where appropriate, shall include a concise report as provided for in the Act.

“annual subscription” means the subscription paid by a member in accordance with the Registered Clubs Act and being paid either annually or otherwise.

“Australian Accounting Standards” means the standards issued by the Australian Accounting Standards Board, as in force for the time being, and including any modifications prescribed by the regulations made under the Act. Australian Accounting Standards is hereby deemed to include Reduced Disclosure Requirements (if applicable).

“Authority” means the Independent Liquor & Gaming Authority.

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

“By-laws” shall mean the By-laws made in accordance with this Constitution.

“close relative” of a person means:

- (a) a parent, child, brother or sister of the person; or
- (b) a spouse or de facto partner of the person or of a person referred to in paragraph (a). [Note: “De facto partner” is defined in the *Interpretation Act 1987*]

“Club” means the Orange City Bowling Club Limited [ACN 000 081 676] and includes any registered business names owned by the Club.

“club licence” means a club licence granted under the Liquor Act.

“Club notice board” means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.

“Constitution” means this Constitution.

“contract” includes commercial arrangements.

“core property” means any real property owned or occupied by the Club that comprises:

- (a) the defined premises of the Club, or
- (b) any facility provided by the Club for the use of its members and their Guests, or
- (c) any other property declared, by a resolution passed by a majority of the members present at a general meeting of the Ordinary Members of the Club, to be core property of the Club,

but does not include any property referred to in paragraphs (a)-(c) that is declared, by a resolution passed by a majority of the members present at a general meeting of the Ordinary Members of the Club, not to be core property of the Club.

“dispose” of property means to sell, lease or licence the property or to otherwise deal with the property in such manner as may be prescribed by the Registered Clubs Act.

“employ” and “employee” includes engage under a contract for services.

“Full Member” means a member who is an Ordinary Member or Life Member of the Club.

“Gaming Machines Act” means the *Gaming Machines Act 2001* (as amended) and any regulation made under that act.

“gift” includes money, hospitality, discounts, or in-kind.

“Liquor Act” means the *Liquor Act 2007* (as amended) and any regulation made under that act.

“manager” shall mean the Secretary of the Club and such other persons approved by the Authority in accordance with the Liquor Act.

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

“non-core property” means any real property owned or occupied by the Club that is not core property.

“the Office” means the registered office for the time being of the Club.

“Ordinary Member” means a member who is a Sporting Member, Social (Non Sporting) Member or Junior (Sporting) Member.

“ordinary resolution” means a resolution that may be passed by a simple majority (50% plus one) at a general meeting of members.

“Registered Clubs Act” means the *Registered Clubs Act 1976* (as amended) and any regulation made under that act.

“responsible adult” means a person of or over the age of eighteen (18) years who, in relation to the minor, is a parent, step-parent, guardian, legal spouse, or a person who for the time being has parental responsibility for the minor.

“Returning Officer” shall mean a person appointed by the Club to conduct an election on behalf of the Club, and shall include the State Electoral Commissioner or his representative when said Commissioner conducts an election.

“Rules” means the rules comprising this Constitution.

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

“special resolution” means a resolution that in accordance with the Act:

- (a) Is passed at a general meeting of the Club of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and
- (b) Is passed by a majority of at least seventy-five per cent (75%) of such members of the Club as, being entitled to do so, are in attendance and vote in person at the meeting.

“Sporting sub club” means any sporting club, incorporated or otherwise, that pursuant to a resolution of the Board is, or becomes affiliated with the Club.

“teleconference” includes the use of telephone, computer, or video based equipment, or other suitable electronic means of communication.

“top executive” means each of the following:

- (a) the Secretary of the Club;
- (b) a person who is the manager (within the meaning of the Liquor Act) of any premises of the club;
- (c) a person who is, or who is of a class, prescribed by the Registered Clubs Act for the purposes of this definition.

“year” when referring to matters dealing with elections means the period between successive Annual General Meetings.

“written” and “in writing” include printing, typing, lithography, electronic communication and other modes of representing or reproducing words in visible form in the English language. Provided that information may only be given by means of electronic communication where at the time the information was given it was reasonable to expect that the information would be readily accessible and the person to whom the information is given has consented to the information being given by means of an electronic communication.

- (b) “financial member”, and the term “financial” when referring to a member, means a member who has paid the annual subscription in advance.
- (c) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

### **OBJECTS**

- 3. The objects for which the Club is established are:
  - (a) To take over the assets and liabilities of the unincorporated club known as the “Orange City Bowling Club” and for that purpose to enter into any necessary agreements with that club and the Council of the City of Orange.
  - (b) To provide for the admission of members of the said unincorporated club as members of the Club.
  - (c) To provide a clubhouse or clubhouses and other buildings with all appurtenances and conveniences, bowling greens and other recreation grounds, as may be deemed expedient.
  - (d) To promote the game of bowls and other sports, games and pastimes, indoor and outdoor, as may be deemed expedient.
  - (e) To hold certificates of registration and licenses under any Acts for the time being in force in the State of New South Wales and for that purpose to make any applications to the Court, give any undertakings, pay any fees, and in general do all such things as may be requisite and necessary in connection with the holding of such certificates and licenses.
  - (f) To raise money by entrance fees, subscriptions or otherwise as may be deemed expedient to afford its members all the usual privileges, advantages, conveniences and accommodation of a club.
  - (g) To hold or arrange bowling or other matches or competitions and to offer and grant or contribute towards the provision of prizes, awards and distinctions.
  - (h) To purchase or otherwise acquire the whole or any part of the undertaking property and liabilities of any other company, body or association, whether incorporated or not, having objects altogether or in part similar to those of this company, or possessed of property suitable for the purpose of this company.

- (i) To take, or otherwise acquire and hold shares in or become a member of any other company, body or association, whether incorporated or not, having objects altogether or in part similar to those of this company; or carrying on any club or undertaking capable of being conducted so as directly or indirectly to benefit this company.
- (j) To buy, sell and deal in all kinds of equipment apparatus, provisions, refreshments, and the like usually required by members and other persons frequenting the clubhouse and grounds of the company.
- (k) To purchase for cash or on terms, take on lease or in exchange, hire or otherwise acquire any land, buildings, easements, rights or privileges or other property real or personal which the company may think necessary or convenient for the purpose of the company and without limiting the generality of this clause to so purchase if the company thinks fit, the undermentioned lands:
  - (i) the whole of the land comprised in Certificate of Title Registered Volume 3269 Folio 112;
  - (ii) allotments 2 and 3 of Section 41 of the City of Orange;
  - (iii) the whole of the land comprised in Certificate of Title Registered Volume 3398 Folio 240.
- (L) To construct, maintain, improve and alter any buildings or works necessary or convenient for the purposes of the Club.
- (m) To invest and deal with the moneys of the Club not immediately required in such manner as may from time to time be determined.
- (n) To borrow or raise money, in such manner and on such terms as the Club shall think fit and in particular by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes, or other obligations or securities of the company, or by mortgage, charge or lien over all or any part of the property both present and future of the Club, and to purchase, redeem or pay off any such securities.
- (o) To sell, lease, let, dispose of, turn to account, or otherwise deal with, all or any part of the property or rights of the Club for such consideration and upon such terms and conditions as the Club may think fit.
- (p) To do all such things as are incidental or conducive to the attainment of the foregoing objects.

#### **INTERPRETATIONS**

- 4. (a) References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.

- (b) The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
- (c) The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.
- (d) A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-laws of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in general meeting or by a Court of proper jurisdiction.
- (e) A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.
- (f) This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.

#### **EFFECT OF CONSTITUTION**

- 4A. The Club's Constitution and any By-laws and other rules have effect as a contract between the Club and each member; and between the Club and each director and the Secretary; and between a member and each other member; under which each person agrees to observe and perform the Constitution, By-laws and rules so far as they apply to that person.

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

- 5. The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
- 6. Nothing in this Constitution shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the Club or to any member of the Club in return for services actually rendered to the Club nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member to the Club.

7. Notwithstanding anything in this Constitution no member of the governing body of the Club shall be appointed to any salaried office of the Club or any office of the Club paid by fees and no remuneration or other benefit in money or monies worth shall be given by the Club to any member of such governing body except by way of honorarium in accordance with Section 10(6)(b) of the *Registered Clubs Act 1976* by way of repayment of out-of-pocket expenses or being interest at the rate referred to above on money lent or reasonable and proper rent for premises demised or let to the Club.

#### **LIMITED LIABILITY**

8. The liability of the members is limited.

#### **MEMBERS' GUARANTEE**

9. Every member of the Club undertakes to contribute to the property of the Club, in the event of the same being wound up while he or she is a member, or within one (1) year after he or she ceases to be a member for payment of the debts and liabilities of the Club contracted before he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding two dollars (\$2.00).

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

10. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to an entity which has objects similar to those of the Club and whose constitution prohibits the distribution of its property among its members.

#### **PRELIMINARY**

11. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.
12. The Club is established for the purposes set out in this Constitution.
13. (a) The Club shall be a non-proprietary company.  
(b) Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he is a member of the governing body or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full Member of the Club.

- (c) Subject to the provisions of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
  - (d) The Secretary or Manager or any employee or a member of the Board or of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
  - (e) Subject to subsection 2(b) of Section 73 of the *Gaming Machines Act 2001* the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
  - (f) Subject to subsection 2 of Section 74 of the *Gaming Machines Act 2001* the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.
- 14.
- (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.
  - (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
  - (c) 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 the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of this Club.
- 15.
- (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person who is not a member of the Club except on the invitation and in the company of a member of the Club or to persons attending a function whilst a club functions authorisation is in force.
  - (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
  - (c) A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
  - (d) The Club shall observe the liquor harm minimisation requirements of the Liquor Act, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti-social behaviour).

- 15A. The Club must not dispose of any core property of the Club unless:
- (a) the property has been valued by a registered valuer within the meaning of the *Valuers Act 2003*; and
  - (b) the disposal has been approved at a general meeting of the Ordinary Members of the Club at which a majority of the votes cast supported the approval; and
  - (c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer,
- notwithstanding any exceptions created by regulations made under the Registered Clubs Act.
- 15B. The Registered Clubs Act may require members of the Board, the Secretary of the Club, and persons appointed under the Liquor Act as managers of Club premises, to undergo training courses relating to financial management and other matters that are relevant to their functions.

### **MEMBERSHIP**

16. (a) Notwithstanding the classes of membership described in this Constitution, the Club may create such other classes or sub-classes of membership with appropriate rights and eligibility as defined in By-law as determined by the Board.
- (b) No person under the age of 18 years shall be admitted as a member of the Club other than as a Junior (Sporting) Member in accordance with this Constitution.
17. The membership of the Club shall be divided into the following categories:
- (a) Ordinary Members
  - (b) Life Members
  - (c) Provisional Members
  - (d) Honorary Members
  - (e) Temporary Members
18. Ordinary Membership of the Club is divided into the following categories:
- (a) Sporting Members
  - (b) Social (Non Sporting) Members
  - (c) Junior (Sporting) Members
19. *(Deleted)*

## **ELIGIBILITY AND RIGHTS OF VARIOUS CLASSES OF MEMBERSHIP**

### **ORDINARY MEMBERS**

20. The members of the Club entitled to vote at an election of the Board shall consist of such class or classes of membership as comprises not less than 25% of the members of the Club.

### **SPORTING MEMBERS**

21. (a) Persons who have attained the age of eighteen (18) years and who are elected to Sporting Membership of the Club or transferred by the Board to Sporting Membership of the Club shall be Sporting Members of the Club.
- (b) A person shall not be admitted as a Sporting Member of the Club unless the Board is satisfied that the person is a financial member of a sporting sub club.
- (c) Sporting Members shall pay such annual subscription as the Board may determine from time to time.
- (d) Sporting Members shall be entitled to:
- (i) all the social privileges and advantages of the Club;
  - (ii) attend and vote at annual general meetings and special general meetings of the Club;
  - (iii) nominate for and be elected to hold office on the Board;
  - (iv) vote at the election of the Board;
  - (v) vote on any special resolution to amend this Constitution;
  - (vi) *(Deleted)*
  - (vii) propose, second, and nominate any member for any office of the Club;
  - (viii) propose, second and nominate any member for Life Membership;
  - (ix) introduce guests to the Club.

but shall not be entitled to the playing privileges of the Club available through membership of a sporting sub club unless and until they have paid to the sporting sub club the entrance fee (if any) and applicable annual subscription of such sporting sub club of the Club.

22. *(Deleted)*

### **SOCIAL (NON SPORTING) MEMBERS**

23. (a) Persons who have attained the age of eighteen (18) years and who are elected to Social (Non Sporting) Membership of the Club or transferred by the Board to Social (Non Sporting) Membership of the Club shall be Social (Non Sporting) Members of the Club.

- (b) Social (Non Sporting) Members shall pay an annual subscription as the Board may determine from time to time.
- (c) Social (Non Sporting) Members shall be entitled to:
  - (i) the social privileges and advantages of the Club;
  - (ii) attend and vote at annual general meetings and special general meetings of the Club (subject to paragraph (d)(v) of this Rule 23).
  - (iii) vote at the election of the Board after completing not less than two (2) continuous years as a member on the day of the ballot;
  - (iv) *(Deleted)*
  - (v) introduce guests to the Club.
- (d) Social (Non Sporting) Members shall not be entitled to:
  - (i) the playing privileges of the Club available through membership of a sporting sub club;
  - (ii) propose, second or nominate members for any office of the Club;
  - (iii) *(Deleted)*
  - (iv) propose, second or nominate any member for Life Membership;
  - (v) vote on any special resolution to amend these Rules;
  - (vi) be elected or appointed to office as a director of the Club.

#### **JUNIOR (SPORTING) MEMBERS**

- 24. (a) Junior (Sporting) Members shall be persons under the age of eighteen (18) years who have been elected as Junior (Sporting) Members and have paid the entrance fee (if any) and the applicable annual subscription.
- (b) A person shall not be admitted as a Junior (Sporting) Member of the Club unless the Board:
  - (i) is satisfied that the person is joining the Club for the purposes of playing sport as a member of a sporting sub club of the Club; and
  - (ii) has received from that persons parent or guardian written consent to that person becoming a Junior (Sporting) Member of the Club and taking part in the sporting activities organised by a sporting sub club of the Club;
  - (iii) is satisfied that the person will take part in regular sporting activities organised by a sporting sub club of the Club.

- (c) Subject to the provisions of the Registered Clubs Act, a Junior (Sporting) Member shall be entitled to the use of such of the facilities of the Club as the Board shall determine from time to time but shall not be entitled to:
  - (i) attend and vote at any meetings of the Club; or
  - (ii) take part in the management of the Club;
  - (iii) propose, second or nominate any person to membership of the Club;
  - (iv) propose, second or nominate any member for any office of the Club;
  - (v) propose, second or nominate any member for Life Membership;
  - (vi) introduce guests to the Club;
  - (vii) the playing privileges of the Club available through membership of a sporting sub club unless and until they have paid to the Club the entrance fee (if any) and applicable annual subscription of such sporting sub club of the Club.
- (d) Upon attainment of the age of eighteen (18) years of age a Junior (Sporting) Member shall be transferred to either Sporting Membership or Social (Non Sporting) Membership depending on whether or not they remain members of a sporting sub club after attaining the age of 18 years.

## **LIFE MEMBERS**

- 25. (a) Life Member shall mean any member who, in consideration of long and meritorious service or any other special reason has been granted Life Membership of the Club in accordance with this Rule.
- (b) Life Membership may only be conferred at an Annual General Meeting.
- (c) A proposal for Life Membership shall be made in the form of a written notice of motion signed by two (2) Sporting or Life Members of the Club handed to the Secretary at least two (2) months before the date of the annual general meeting at which it is to be presented.
- (d) The Board must approve of a nomination for Life Membership prior to that nomination being considered at an Annual General Meeting.
- (e) No grant of Life Membership shall be made except with the consent of two-thirds of the members present and entitled to vote at the meeting. Voting shall be by secret ballot.
- (f) Every Life Member shall be entitled to all the rights and privileges and (subject to paragraph (h) of this Rule) be subject to all the duties and obligations of a Sporting Member.
- (g) Any person who is listed as a Life Member in the Register of Members on the date of the Special Resolution adopting these Rules shall continue to be a Life Member under these Rules.

- (h) A Life Member is relieved from the payment of any annual subscription but shall not be entitled to the playing privileges of the Club available through membership of a sporting sub club unless and until they have paid to the sporting sub club the entrance fee (if any) and applicable annual subscription of such sporting sub club of the Club.

### **TRANSFER BETWEEN CLASSES OF MEMBERSHIP**

- 26. (a) The Board shall have the power on the application of a Sporting Member to transfer that member to Social (Non Sporting) Membership if that member has the qualifications for Social (Non Sporting) Membership.
- (b) The Board shall have the power on the application of a Social (Non Sporting) Member to transfer that member to Sporting Membership if that member has the qualifications for Sporting Membership.
- (c) *(Deleted)*
- (d) If a Sporting Member ceases to be a member of any sporting sub club the Board will have the power to transfer that member to Social (Non Sporting) Membership provided that not less than seven (7) days written notice of the intention to transfer the member to Social (Non Sporting) Membership is given to the member.
- (e) *(Deleted)*
- (f) The application for transfer of membership together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club notice board for a continuous period of not less than one (1) week before the transfer of the applicant to another class of membership of the Club.
- (g) A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- (h) Upon a person being transferred to another class of membership of the Club, the Secretary shall cause a notice of such transfer to be promptly forwarded or posted to such person. If a person fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be forwarded or posted to such member.

### **PROVISIONAL MEMBERS**

- 27. Every person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form shall be granted Provisional Membership of the Club while awaiting the decision of the Board in relation to that persons application for membership of the Club.

28. Should a person who is admitted as a Provisional Member not be elected to membership of the Club within six (6) weeks from the date of lodging the nomination form with the Secretary or should that persons application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional Member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
29. (a) Provisional Members shall be entitled to:
- (i) the social facilities and amenities of the Club;
  - (ii) introduce guests to the Club.
- (b) Provisional Members shall not be entitled to:
- (i) attend or vote at any meeting of the Club;
  - (ii) nominate for or be elected to the Board;
  - (iii) hold any office in the Club;
  - (iv) participate in the management, business and affairs of the Club in any way;
  - (v) the playing privileges of the Club available through membership of a sporting sub club unless and until they have paid to the Club the entrance fee (if any) and applicable annual subscription of such sporting sub club of the Club.

### **HONORARY MEMBERS**

30. (a) The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club;
  - (ii) any prominent citizen or local dignitary visiting the Club.
- (b) Honorary Members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (c) *(Deleted)*

## **TEMPORARY MEMBERS**

31. The following persons in accordance with procedures established by the Board may be made Temporary Members of the Club:
- (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of five (5) kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution;
  - (b) A full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
  - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of that day.
  - (d) Any interstate or overseas visitor.
- 32.
- (a) Temporary Members shall not be required to pay an entrance fee or annual subscription.
  - (b) Temporary Members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
  - (c) Temporary Members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 47.
  - (d) The Secretary or senior employee then on duty may terminate the membership of any Temporary Member at any time without notice and without having to provide any reason therefore.
  - (e) No person under the age of 18 years may be admitted as a Temporary Member of the Club unless that person is a junior member of another registered club and satisfies the requirements of Rule 31(c).
  - (f) The duration of Temporary Membership shall be as determined by the Board from time to time provided that Temporary Membership shall be for a period of up to, but not exceeding, seven (7) consecutive days (or for such longer period no more than thirty (30) consecutive days as the appropriate authority may approve in writing in relation to the Club) PROVIDED that a person who is attending the Club for the purpose of taking part in an organised sport or competition shall be a Temporary Member from the time on that day when that person attends the premises of the Club until the end of that day.
  - (g) A Temporary Member (other than a Temporary Member who is exclusively attending the Club for the purpose of taking part in an organised sport or competition) is required to complete and sign the Temporary Member Register when entering the Club premises for the first time. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.

### **VOTES OF MEMBERS**

33. (a) The following members only shall be entitled to attend and vote at meetings and elections of the Club:
- (i) Ordinary Members (other than Junior (Sporting) Members)
  - (ii) Life Members
- (b) Every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one (1) vote.
- (c) No member of the Club who is also an employee of the Club shall be eligible to vote at any meetings of the Club.
34. No member (other than a Life Member) shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless that member has paid all or any entrance fees and annual subscriptions and all other moneys due to the Club at the time of such meeting or such election as the case may be.

### **ELECTION OF MEMBERS**

35. A person shall not be admitted as an Ordinary Member of the Club unless that person is elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club, and the names of those members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such election.
36. (a) The only members of the Club who are eligible to be nominated for and be elected or appointed to or hold office on the Board will be financial members in the classes of Life Member, Bowling Member and Social (non-sporting) Member and who have not less than two (2) consecutive years membership standing in any of those classes immediately preceding their nominations.
- (b) A member is ineligible to be nominated for election to the Board if that member:
- (i) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of that charge and suspended for a period of three (3) months or more within the period of two (2) years immediately prior to the date determined for the next Annual General Meeting; or
  - (ii) has at any time been convicted of an offence which is punishable by imprisonment; or
  - (iii) is a former employee of the Club whose services were terminated by the Club for misconduct.
- (c) A member who is not a financial member or is currently 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, while the member remains not financial or during the period of suspension.

37. (a) Candidates for membership of the Club shall complete and sign an application form. The application form shall set out the full name, address and occupation of the candidate and the class of membership to which the candidate wishes to be admitted. The application form shall be in the form and contain such further particulars as are from time to time determined by the Board. The application form for Junior Membership shall be endorsed and signed by a responsible adult for the minor.
- (b) The nomination form together with the first annual subscription and joining fee (if any) shall be deposited at the office and the Secretary shall cause the name and address of the candidate to be exhibited on the Club notice board for a continuous period of not less than one (1) week before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
38. (a) Every person elected to membership shall be deemed to agree to pay the joining fee and annual subscription and other fees and charges as prescribed in the Constitution and to be bound by the Constitution of the Club and By-laws from time to time in force and the payment of the said joining fee or part thereof and/or the said annual subscription or part thereof shall be conclusive evidence of such agreement.
- (b) Every person elected to membership shall be required to pay within one (1) month of the date of election all subscriptions and fees payable or instalments thereof and failing which payment the election may be declared null and void.

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

39. Entrance fees, subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription shall be not less than \$2.00 or such other minimum subscription provided from time to time by the Registered Clubs Act.
40. Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time provided that it is not less than \$2.00 or such other minimum prescribed under the Registered Clubs Act.
41. (a) All subscriptions prescribed by the Board shall be due and payable by 1st day of July in each year.
- (b) Members' subscriptions and any other fees or charges payable by any class of members shall be paid in advance either annually or if the Board so directs and approves, for such number of years as provided for in the By-laws.
- (c) Any person who has not paid his or her subscription by 1st day of July in each year shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club in which case the provisions of Rule 44 shall not apply.
- (d) Any person who has ceased to be a member of the Club pursuant to paragraph (c) of this Rule 41 may reapply for membership in accordance with this Constitution.

- (e) Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a Guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-laws of the Club.

### **ADDRESS OF MEMBERS**

- 42. Members shall advise the Secretary of the Club of any change in their address.

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

- 43. (a) The Club shall keep the following registers in accordance with the Act and the Registered Clubs Act:
  - (i) Full Member Register. The register of members shall contain the name, address and occupation of each member, the date on which the entry of the member's name in the register is made, and the date on which the member last paid the annual subscription for membership of the Club. The Club must include in the register an up-to-date index of members' names. The index must be convenient to use and allow a member's entry in the register to be readily found. A separate index need not be included if the register itself is kept in a form that operates effectively as an index.
  - (ii) Temporary Member Register of persons who are Temporary Members other than Temporary Members who are exclusively attending the Club for the purpose of taking part in an organised sport or competition. At the commencement of the Temporary Membership, the register shall have entered in it the full name, or the surname and initials, and the address, of the Temporary Member together with his or her signature. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
  - (iii) Honorary Member Register. This register shall have entered in it the full name or the surname and initials, and the address, of each Honorary Member and the date or period of Honorary Membership.
  - (iv) Guest Register of persons over the age of eighteen (18) years who enter the premises of the Club as the Guest of a member. Such register shall have entered therein on each day the Guest enters the premises of the Club, the name and address of the Guest, the date of

that day, and the signature of the accompanying member. A Guest entering the Club more than once on the same day with the same member need only enter his name in the register once. It is offence to make an entry in the Guest Register relating to a person under the age of eighteen (18) years.

- (b) A register referred to in this section shall be retained by the Club for a period of at least three (3) years after the date of the last entry in the register.

### **DISCIPLINARY PROCEEDINGS**

- 44. (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of the Constitution of the Club or any By-laws or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:
  - (i) Such member shall be notified of any charge against the member pursuant to this Rule and of the date time place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least seven (7) clear days before the meeting of the Board at which such charge is to be heard.
  - (ii) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
  - (iii) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.
  - (iv) A decision as to the guilt or otherwise of a member shall be determined by secret ballot and shall require votes from not less than two thirds of the Board of Directors present and voting at the meeting.
  - (v) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless two thirds of the members of the Board present in person vote in a secret ballot in favour of such motion.
  - (vi) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
- (b) In the event that a notice of charge is issued to a member pursuant to subparagraph (i) of paragraph (a) of this Rule 44 the Board shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five (5) weeks whichever is the

sooner. Such suspension shall be promptly notified in writing to the member concerned.

- (c) *(Deleted)*
- (d) *(Deleted)*
- (e) *(Deleted)*

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

- 44A. (a) In this Rule: “authorised person” means the Secretary, an employee or agent of the Secretary, or a police officer; “vicinity of the Club premises” means any place less than 50 metres from any point on the boundary of the licensed premises. The functions that may be exercised under this Rule may only be exercised in relation to the licensed premises to which the club licence relates. A reference in this Rule to turning a person out of the Club premises includes a reference to causing the person to be turned out.
- (b) The Secretary or an authorised person may refuse to admit to, or may turn out of, the Club premises any person, including a member: who is at the time intoxicated, violent, quarrelsome or disorderly; whose presence on the Club premises renders the Secretary liable to a penalty under the Liquor Act; who smokes, within the meaning of the *Smoke-free Environment Act 2000*, while on any part of the Club premises that is a smoke-free area within the meaning of that Act; who uses, or has in his possession, while on the premises, any substance that the authorised person suspects of being a prohibited plant or a prohibited drug; or whom the authorised person, under the conditions of the club licence or a term of a liquor accord, is authorised or required to refuse access to the Club premises.
- (c) If pursuant to this Rule a person (including a member) has been refused admission to, or has been turned out of the Club premises, an authorised person may at any subsequent time refuse to admit said person into the Club premises or may turn the person out of the Club premises, and such power to turn out or refuse entry may be exercised until such time as the matter that lead to the said person originally being turned out or refused entry has been dealt with by the Board, or six (6) weeks has elapsed, whichever is the sooner.
- (d) (i) In accordance with the Liquor Act, if a person is required to leave the Club premises under this Rule, the said person must leave the Club premises.
- (ii) In accordance with the Liquor Act for the purposes of this Rule, such reasonable degree of force as may be necessary may be used to turn a person out of Club premises.
- (e) (i) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, must not re-enter or attempt to re-enter the Club premises within 24 hours of being refused admission or being turned out. After the 24-hour period ends in

relation to any such person, an authorised person is permitted to again exercise the powers under this Rule in relation to the person.

- (ii) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, must not, without reasonable excuse remain in the vicinity of the Club premises, or re-enter the vicinity of the Club premises within six (6) hours of being refused admission or being turned out. In accordance with the Liquor Act, a person has a reasonable excuse for remaining in, or re-entering, the vicinity of the Club premises if the person reasonably fears for his or her safety if he or she does not remain in, or re-enter, the vicinity of the Club premises, or the person needs to remain in, or re-enter, the vicinity of the Club premises in order to obtain transport, or the person resides in the vicinity of the Club premises.
- (f) An Alcohol Management Operations Register may be maintained (and shall be maintained if required under the Liquor Act) for the purpose of recording in writing and relaying the facts, matters and circumstances relating to the exercise of powers referred to in this Rule. In accordance with the Liquor Act, any incident, whether under this Rule or otherwise, that occurs outside of the standard trading period for the Club and results in a patron of the Club premises requiring medical assistance is an incident that must be recorded in the Alcohol Management Operations Register. All reports must be recorded in the Alcohol Management Operations Register as soon as practical after the incident.

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

- 45. A member may at any time by giving notice in writing to the Secretary resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary and the member will not be entitled to any refund of membership fees or any part thereof.

#### **GUESTS**

- 46. (a) All members shall have the privilege of introducing guests to the Club. However, a Temporary Member may only introduce a guest in accordance with Rule 47. Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- (b) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been suspended from the Club pursuant to Rule 44(a) or Rule 44(b).
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.

- (d) The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
  - (e) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
  - (f) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
  - (g) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
  - (h) The Board or the Secretary may refuse a guest of a minor admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
47. A Temporary Member may bring into the Club premises as the guest of that Temporary Member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary Member;
  - (b) who does not remain on the Club premises any longer than that Temporary Member;
  - (c) in relation to whom the member is a responsible adult.
48. For the purposes of Rule 47, “responsible adult” means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
  - (b) the minors spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor’s spouse on a permanent and domestic basis;
  - (c) a person who for the time being has parental responsibility for the minor.

### **BOARD OF DIRECTORS**

49. (a) The Board shall consist of seven (7) Directors who shall comprise a Chairman two (2) Deputy Chairmen, Treasurer and three (3) Ordinary Directors of which up to two (2) can be a Social non-sporting Members of the club, shall be over the age of 18 years and shall be elected annually.

- (b) The members of the Board shall hold office until the declaration of the result of the ballot for the election of the Board at the Annual General Meeting following that in which they were elected, when they shall retire but shall be eligible for re-election.
  - (c) Each member elected or appointed to the Board may be required to complete training courses relating to financial management and other relevant matters in order for the Club to meet the requirements of the Registered Clubs Act.
50. Sporting Members, Life Members and up to but not exceeding two (2) Social (Non-Sporting) Members for no less than two (2) consecutive years only shall be entitled to take part in the management of the Club and to stand for or be elected to the Board.
51. Any Sporting Member or Life Member who:
- (a) is also an employee of the Club; or
  - (b) is currently under suspension by the Board in accordance with this Constitution;
- shall not be eligible to nominate, stand for or be elected to the Board.
52. (a) Nominations for the Board of Directors shall be made in writing, signed by two (2) Sporting Members or Life Members of the Club and signed by the nominee who shall also signify his or her consent to the nomination and shall be lodged with the Secretary.
- (b) Nominations shall close on the twenty-first day immediately preceding the day of the annual general meeting at which the directors are to be elected.
- (c) The nomination shall specify the position on the Board for which the nominee is nominated.
- (d) Any eligible member may be nominated for more than one position on the Board but shall only be entitled to hold one (1) such position. The order of seniority of positions on the Board shall be:
- Firstly: Chairman
  - Secondly: Deputy Chairman
  - Thirdly: Treasurer
  - Fourthly: ordinary Director
- (e) The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and his/her proposers on the notice board.
53. (a) If by the close of nominations the full number of candidates for any positions are not nominated then those candidates who are nominated shall be deemed to be duly elected and additional nominations may with the consent of the nominee or nominees be made at the annual general meeting for the remaining positions.

- (b) If there be more than the required number of candidates nominated for any position an election by secret ballot shall take place in the manner prescribed in Rule 54.
  - (c) If there be only the requisite number of candidates nominated for any position the Returning Officer shall declare those nominated duly elected.
  - (d) If, after the close of nominations one or more candidates withdraw or become ineligible or unavailable for election and such withdrawal, unavailability or ineligibility thereby eliminates the need for an election then, the Returning Officer shall declare the remaining candidate or candidates for that position duly elected.
  - (e) If, after the close of nominations one or more candidates withdraw or become ineligible or unavailable for election and such withdrawal, unavailability or ineligibility results in the full number of candidates for any position not being nominated, then those candidates who are nominated shall be deemed to be duly elected and additional nominations may with the consent of the nominee or nominees be made at the general meeting for the positions not so filed.
54. An election for the Board of Directors shall be conducted by secret ballot of the members either at the Annual General Meeting or at a ballot held during a period preceding the Annual General Meeting as determined in the By-laws of the Club. All annual ballots to elect members of the Board shall be conducted in the following manner:
- (a) The ballot shall be conducted by the Returning Officer who shall be appointed by the Board. The Returning Officer shall not be a candidate, the proposer or seconder of a candidate or an employee of the Club.
  - (b) The Returning Officer shall appoint two (2) scrutineers to assist in the conduct of the ballot. The Scrutineers shall not be candidates, proposers or seconders of candidates or employees of the Club.
  - (c) Ballot papers shall be issued only by the Returning Officer or by duly appointed Assistant Returning Officers to members entitled to vote at an election of the Board.
  - (d) The ballot paper for each position shall contain the names of all duly nominated candidates for that position in order of nomination.
  - (e) The voter shall mark his or her ballot paper by placing a cross in the space provided next to the name of the candidate or candidates for whom he or she votes and will return the ballot paper to the Returning Officer.
  - (f) At the close of the ballot the Returning Officer assisted by the scrutineers shall examine and count the ballot papers.
  - (g) The results of the ballot for each position shall be declared by the Returning Officer at the annual general meeting.
  - (h) In any case of doubt as to the formality of the voting paper the matter shall be referred to the Returning Officer whose decision shall be final.
  - (i) In the event of an equality of votes in favour of two or more candidates the position to be filled shall be decided by the Returning Officer in the presence of

the scrutineers drawing lots between the candidates in respect of which there is an equality of votes and the candidate who is first drawn in the lot shall be the candidate elected to the position.

- (j) The Board shall have power to make By-laws not inconsistent with this Rule 54 in relation to the conduct of the ballot.

54A. The State Electoral Commissioner shall conduct an election of the Board of the Club if:

- (a) An application is made in writing to the Authority by a member entitled to vote for the making of the order, and said application is signed by at least 200 or one-tenth of the number of members of the club so entitled to vote, whichever is the less, and showing the names in full or the surnames and the initials of the given names of the signatories; and notice in writing of intention to make the application was given to the Club at least twenty-one (21) clear days before the day appointed for the commencement of the hearing of the application; or
- (b) An order is made by the Authority as part of its determination in a matter of complaint against the Club; or
- (c) On application by the Club to the Electoral Commissioner; and written notification of that fact is sent at the same time to the Authority.

#### **APPOINTMENTS MADE BY THE BOARD**

54B. (a) The elected members of the Board may appoint up to two (2) persons of the Board.

(b) A person appointed under subparagraph (a):

- (i) may be appointed for a term of no more than three (3) years; and
- (ii) must be an ordinary member at the time of, and for the duration of, the term of appointment; and
- (iii) is not eligible for re-appointment under subparagraph (a), including re-appointment after the end of that term.

(c) Within twenty-one (21) days of an appointment made under subparagraph (a), a notice must be clearly displayed on a notice board on the premises of the Club and on the Club's website (if any) that states:

- (i) the reason for the person's appointment; and
- (ii) the person's relevant skills and qualifications; and
- (iii) any payments to be made to the person in connection with the appointment.

## **HONORARIUM**

55. Subject to the provisions of the Registered Clubs Act, a member of the Club, whether or not he is a member of the Board or of any committee of the Club, shall not be entitled under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every member of the Club. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

## **POWERS OF THE BOARD**

56. The Board shall be responsible for the management of the business and affairs of the Club.
57. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) To delegate any of its powers to committees consisting of such member or members of its body and/or such Full Members of the Club together with persons who are not members but who have particular skills or expertise which they may apply to the relevant committees and senior management staff of the Club as the Board may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The Chairman shall be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson of the meeting shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.

- (b) To make such By-laws not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:
  - (i) Such matters as the Board is specifically by this Constitution empowered to regulate by By-law.
  - (ii) The general management control and trading activities of the Club.
  - (iii) The control and management of the Club premises.
  - (iv) The conduct of members.
  - (v) The privileges to be enjoyed by each category of members.
  - (vi) The relationship between members and Club employees.
  - (vii) And generally all such matters as are commonly the subject matter of the Constitution or By-laws or which by the Constitution are not reserved for decision by the Club in General Meeting.
- (c) To enforce the observance of all By-laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by

way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.

- (j) The Board shall have the power to sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to lease demise exchange or sell in accordance with the Registered Clubs Act all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be licensed under the provisions of the Liquor Act without the consent of the Authority being obtained and the power to sell or exchange core property shall be in accordance with the Registered Clubs Act.
- (k)
  - (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his duties.
  - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (L) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (m)
  - (i) To create sections and committees for the conduct, management and control of any sport or other activity within the Club and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
  - (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
  - (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.

- (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the section shall also be produced promptly upon request to the Secretary at the Club's office for inspection by or on behalf of the Board.
- (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board of Directors.
- (vi) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefor and with a recommendation as to further action (if any) to be taken by the Board.
- (n) To affiliate with any sporting club whether incorporated or unincorporated and in accordance with these Rules elect members of such sporting club to sporting membership of the Club.
- (o) To set the entrance fees and annual or other subscriptions and fees payable by all members.

#### **DUTIES OF DIRECTORS, THE SECRETARY, AND EMPLOYEES**

- 57A. (a) A Director, Secretary, other officer or employee of the Club must not improperly use their position to gain an advantage for themselves or someone else; or to cause detriment to the Club.
- (b) A Director or other officer of the Club must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if they were a director or officer of a club in the Club's circumstances.
- (c) A Director or other officer of the Club who makes a business judgment is taken to meet the requirements of subsection (b), and their equivalent duties at common law and in equity, in respect of the judgment if they:
- (i) make the judgment in good faith for a proper purpose; and
  - (ii) do not have a material personal interest in the subject matter of the judgment; and
  - (iii) inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
  - (iv) rationally believe that the judgment is in the best interests of the Club.

- (d) A Director or other officer of the Club must exercise their powers and discharge their duties in good faith in the best interests of the Club; and for a proper purpose.
- (e) A person who obtains information because they are, or have been, a Director, Secretary or other officer or employee of the Club must not improperly use the information to gain an advantage for themselves or someone else; or to cause detriment to the Club.

### **BY-LAWS**

58. Any By-laws made under this Constitution shall come into force and have the full authority of a By-law of the Club on being posted upon the Club's notice board.

### **PROCEEDINGS OF THE BOARD**

59. (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business.
- (b) A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
60. The Chairman shall preside as chairperson at every meeting of the Board. If the Chairman is not present or is unwitting or unable to act then a Deputy Chairman shall preside as chairperson at that meeting. If the Chairman, or the Deputy Chairmen are not present or are unwilling or unable to act then the directors present shall elect a chairperson for that meeting. The quorum for meetings of the Board shall be four (4) members personally present.
61. The Chairman may at any time and the Secretary upon the request of not less than two (2) members of the Board shall convene a meeting of the Board.
62. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
63. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
64. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were

disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

65. (a) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- (b) For the purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- (c) A reference in paragraph (a) to all the Directors does not include a reference to a Director who at a meeting of the Board, would not be entitled to vote on the resolution.
66. (a) No director shall be disqualified from office by reason of that director contracting with the Club either as vendor or purchaser or otherwise.
- (b) Shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any director shall be in any way interested shall not by reason of that interest be avoided.
- (c) Any director contracting with the Club shall not be liable to account to the Club for any profit realised by any such contract by reason only of such director holding that office or of the fiduciary relationship thereby established provided that the director declares the nature of his or her interest at a meeting of the Board of the Club in accordance with Section 191 of the Act.
67. Where a director of the Club makes a declaration of interest pursuant to Rule 66 the requirements of Section 39 of the Registered Clubs Act shall be implemented.
68. (a) In accordance with Section 195 of the Act a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (i) must not vote on the matter;
- (ii) must not be present while the matter is being considered at the meeting;
- (b) The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of paragraph (a) of this Rule.

### **DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE**

- 68A. Members of the Board of the Club and top executives of the Club are required to declare any gift or remuneration (which shall include fee for service) received from an affiliated body if the value of the gift or remuneration exceeds \$500 or such other

amount required under the Registered Clubs Act. The declaration of the gift or amount of remuneration must be in a form approved by the Director of Liquor & Gaming and must be submitted to the Secretary of the Club within fourteen (14) days of receipt of the gift or remuneration.

- 68B. In accordance with regulations made under the Registered Clubs Act, a member of the Board or any employee of the Club, must submit a written return in each year to the Club, declaring any gifts or remuneration received from a person or organisation that is a party to a contract with the Club, including all parties supplying goods and/or services to the Club.
- 68C. (a) The Club shall not enter into a contract with the Secretary of the Club, a manager, or any close relative of the Secretary or manager, or a company or other body in which any of these persons has a Controlling Interest. "Controlling Interest" in a company or body, shall mean if a person or person's interest, when added to the interest in the company or body held by one or more close relatives of the person, is a controlling interest in the company or body and such person or persons have the capacity to determine the outcome of decisions about the financial and operating policies of a company or body. Furthermore, the Club shall not enter into a Contract for the remuneration of a top executive unless the proposed contract has first been approved by the members of the Board.
- (b) The Club must not enter into a contract with a member of the Board or a top executive of the Club, or with a company or other body in which such a member or top executive has a pecuniary interest, unless the proposed contract is first approved by the Board of the Club.
- (c) Paragraph (b) does not apply to a pecuniary interest if there are guidelines prescribed by the Registered Clubs Act at the time the relevant contract is entered into that include provisions to the effect that pecuniary interests of the type concerned are not pecuniary interests to which that Paragraph applies.
- (d) It shall be the duty of a member of the Board or a top executive to declare the nature of his interest in a contract in writing, or at a Board meeting of the Club, prior to the approval of such contract and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.
- (e) A member of the Board so interested in a contract shall be counted in a quorum but shall not vote on any such contracts or arrangements with the Club.
- (f) Before entering into a contract, the Club shall make all reasonable inquiries to ensure that the provisions of Paragraphs (a) and (b) are not contravened.
- (g) When making any such inquiries as to whether a party to the proposed contract is or is not a person, company or body referred to in Paragraphs (a) and (b), the Club is entitled to rely on a statutory declaration from the party to the proposed contract (or, in the case of a company or other body that is a party to the proposed contract, from the chief executive officer of the company or body) that the party is or is not such a person, company or body.
- 68D. The Secretary of the Club and managers of the Club are prohibited from holding a hotelier's licence or from holding a financial interest in respect of a hotel.

- 68E. (a) Any member of the Board of the Club or a top executive of the Club who acquires a financial interest in a hotel shall give a written declaration of that interest to the Secretary of the Club within fourteen (14) days after acquiring the interest.
- (b) In the case where a member is elected or appointed to the Board and holds a financial interest in a hotel, and in the case where a top executive of the Club is appointed and holds a financial interest in a hotel, such interest shall be declared in writing to the Secretary within fourteen (14) days after the election or appointment.
- 68F. A member of the Board who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the member's knowledge, declare the nature of the interest at a meeting of the Board.
- 68G. The Club shall not lend money to a member of the Board of the Club.
- 68H. In accordance with regulations made under the Registered Clubs Act, the Secretary of the Club shall maintain a register of disclosures, declarations and returns made to the Club as required by the Registered Clubs Act.

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

69. The members in General Meeting may by ordinary resolution remove any member or members of the Board or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution appoint another person or persons in his or her or their stead providing the person so appointed is eligible to be elected as a director in accordance with this Constitution. Any person so appointed shall hold office during such time only as the person whose place he or she is appointed would have held the same if he had not been so removed. Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

#### **VACANCIES ON BOARD**

70. The Office of a member of the Board shall immediately be deemed vacant if the Office holder:
- (a) ceases to be a member of the Board by virtue of the Act (in particular, but not limited to, provisions relating to convictions and bankruptcy);
- (b) becomes prohibited from being a member of the Board by reason of any order made under the Act, the Registered Clubs Act or the Liquor Act (which may include failing to complete training for directors);
- (c) fails to declare the nature of an interest in a contract or office or property as provided by the Act.

- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) is removed from office by an ordinary resolution passed by members at a general meeting of which due notice has been given to remove the person from office;
  - (f) is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board;
  - (g) transfers to a class of membership that would disqualify the person from being eligible for appointment to his or her own office under the provisions of this Constitution following the change of membership class;
  - (h) becomes an employee of the Club;
  - (i) resigned from office by notice in writing to the Secretary of the Club;
  - (j) ceases to be a member of the Club.
71. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

### **GENERAL MEETINGS**

72. A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called General Meetings.
73. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- (b) The Board must call and arrange to hold a general meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the general meeting; or
  - (ii) at least 100 members who are entitled to vote at the general meeting.
- In this Rule 73 the term “the request” shall mean the request referred to in this paragraph (b).
- (c) The request must:
- (i) be in writing; and
  - (ii) state any resolution to be proposed at the meeting;
  - (iii) be signed by the members making the request;
  - (iv) be given to the Club.

- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
  - (e) The Board must call the meeting within 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.
  - (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Club.
  - (g) The meeting referred to in paragraph (i) of this Rule 73 must be called in the same way - so far as is possible - in which general meetings of the Club may be called. The meeting must be held not later than three (3) months after the request is given to the Club.
  - (h) To call the meeting the members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give the members the copy of the Register without charge.
  - (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if they prove that they took all reasonable steps to cause the directors to comply with this Rule 73. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club, the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
  - (j) A meeting of members must be held for a proper purpose. A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
74. (a) At least 21 days notice must be given of the Annual General Meeting and of any general meeting of the members of the Club.
- (b) A notice of a general meeting of the Clubs members must:
- (i) set out the place, date and time of the meeting; and
  - (ii) state the general nature of the meetings business; and
  - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution;
- (c) A copy of a notice of a general meeting of the members of the Club shall also be posted on the Club notice board for a period of not less than 21 days prior to the date of the meeting.

- (d) A copy of a notice of an Annual General Meeting and of the last day for receiving nominations for office, shall be posted on the notice board for at least forty-two (42) days prior to the date fixed for such Annual General Meeting.
- (e) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the notice board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

### **PROCEEDINGS AT ANNUAL GENERAL MEETINGS**

75. The business of the Annual General Meeting shall be as follows:
- (a) To confirm the minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held;
  - (b) To receive and consider the Financial Report as required by the Act and the Registered Clubs Act and if required to receive and consider the Auditor's Report;
  - (c) To elect the Board in accordance with this Constitution, or, if the ballot was held prior to the Annual General Meeting, to declare the result of the ballot and, if necessary, to elect further Directors;
  - (d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
  - (e) To deal with any other business for which due notice has been given.
  - (f) To deal with general business as approved by the chairperson of the meeting or as approved by the meeting.
76. A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the Auditor if the question is relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the Auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the Auditor even if the Club believes the question is not relevant to the Auditor's Report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).
77. (a) The chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.

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

### **MEMBERS' RESOLUTIONS**

- 78. (a) The following members may give the Club notice of a resolution that they propose to move at a general meeting:
    - (i) members with at least 5% of the votes that may be cast on the resolution; or
    - (ii) at least 100 members who are entitled to vote at a general meeting;
  - (b) The notice must:
    - (i) be in writing; and
    - (ii) set out the wording of the proposed resolution; and
    - (iii) be signed by the members proposing to move the resolution.
  - (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy;
  - (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice.
- 79. (a) If the Club has been given notice of a resolution under Rule 78, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.
  - (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
  - (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
  - (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
  - (e) The Club need not give notice of the resolution:
    - (i) if it is more than 1,000 words long or defamatory; or
    - (ii) if the members making the request are to bear the expenses for sending the notice out - unless the members give the Club a sum

reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

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

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

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

### **PROCEEDINGS AT GENERAL MEETINGS**

83. The Chairman shall be entitled to take the Chair at every General Meeting. If the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling or unable to act then a Deputy Chairman shall take the chair. If the Chairman and both Deputy Chairmen are absent or unwilling to act then the directors shall elect one of their number to take the chair and if a director is unwilling or unable to act then the members present shall elect a chairperson for the meeting.
84. At any general meeting of the Club including the Annual General Meeting twenty (20) members present in person and eligible to vote shall be a quorum. If a quorum is not present within fifteen (15) minutes after the time for the commencement of the meeting the same shall be adjourned to the same day in the next week at the same time and place provided that if the meeting has been convened at the request of members pursuant to Rule 73 the same shall be dissolved. If at any adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
85. (a) Except in the case of a Special Resolution every question submitted to a meeting shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.
- (b) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith.

- (c) A demand for a poll may be withdrawn.
  - (d) At any General Meeting (unless a poll is demanded) a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
86. A person shall not:
- (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
  - (b) Vote at any election including an election of a member or of the Board;
- as the proxy of another person.
87. The chairperson of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

### **MINUTES**

88. (a) The Club must keep minute books in which it records:
- (i) proceedings and resolutions of all general meetings of members; and
  - (ii) proceedings and resolutions of Board meetings (including meetings of a committee of directors); and
  - (iii) resolutions passed by Directors without a meeting.
- (b) The chairperson of the meeting must, within one (1) month after the end of the meeting, cause minutes to be drawn up and entered in a minute book. The Club must ensure that the minutes of a meeting are signed and certified as a true copy within a reasonable time after the meeting by either the chair of the meeting or the chair of the next meeting.

- (c) The Club must keep its minute books at the Club's registered office.

### **ACCOUNTS**

89. The Board shall cause proper accounts, books, and other records to be kept with respect to the financial affairs of the Club in accordance with the Act, the Registered Clubs Act, and Australian Accounting Standards.
90. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
91. (a) The Club shall prepare, on a quarterly basis, financial statements that incorporate the Club's profit and loss accounts and trading accounts for the quarter, and a balance sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the Registered Clubs Act.
- (b) The financial statements shall be available to the members of the Club within 48 hours of the statements being adopted by the Board. The Club shall display a permanent notice on the Club's notice board and on the Club's website (if any) indicating how the members of the Club can access the financial statements. The Club shall provide a copy of the financial statements to any member of the Club on a request in writing by the member.

### **ANNUAL REPORT**

- 91A. (a) In accordance with the Act, the Board shall present to members in general meeting once in every year a financial report for the financial year, a Directors' report for the financial year, and an auditor's report (if required). The financial statements and notes for a financial year must give a true and fair view of the financial position and performance of the Club.
- (b) The Directors' report, in addition to the other statutory requirements, shall include:
- (i) the name of each person who has been a Director at any time during or since the end of the financial year; the period for which each person was a Director; each Director's qualifications, experience and special responsibilities; and the number of meetings of the Board held during the year and each Director's attendance at those meetings.
- (ii) for each class of membership, the amount which a member of that class is liable to contribute if the company is wound up; and the total amount that members of the Club are liable to contribute if the Club is wound up.

- (c) In accordance with the Registered Clubs Act, the annual report shall specify the core property and non-core property of the Club as at the end of the financial year to which the report relates.
- 91B.
- (a) A member of the Club may, by notice in writing to the Club, request to receive a hard copy or an electronic copy of the annual report. If a member makes a request for an annual report, the request is made by the member for that financial year; and is a standing request made by the member for each later financial year until the member changes the request.
  - (b) If the Club prepares a financial report or a Directors' report for a financial year, or obtains an auditor's report on the financial report, the Club must send a copy of the report, free of charge, to each member who has requested an annual report.
  - (c) In addition to any other requirements of this Rule relating to the supply of an annual report to members, the Club may also provide to members a concise report and/or may make a copy of the annual report or the concise report readily accessible on a website.
  - (d) The provisions of this Rule shall not relieve the Club of the obligation to give notice in writing of general meetings to all members entitled to attend general meetings.
- 91C. Annual reports must be sent no later than twenty-one (21) days before the Annual General Meeting or no later than four (4) months after the end of the financial year to which the report relates, whichever is the earlier.

### **FINANCIAL YEAR**

92. The financial year of the Club shall commence on the first day of July in each year and end on the last day of June in the following year or such other period as having regard to the Act, the Board may determine.

### **AUDITORS**

- 93.
- (a) In accordance with the provisions of the Act, the Club shall either be Audited or carry out an Annual Review.
  - (b) In accordance with the Act, if the Club is required to be Audited the following provisions shall apply:
    - (i) A person shall not be appointed or act as Auditor if such person is not a registered company auditor as defined by the Act, or if such person is a member of the Board or an employee of the Club.
    - (ii) An Auditor shall only be appointed when a vacancy exists in the position of Auditor. The ordinary resolution to remove an Auditor and the special resolution to appoint another Auditor should be given to members at the same general meeting.

- (iii) At least two (2) months notice of a resolution to remove the Auditor must be given to the Club. Immediately such notice is received by the Club, a copy of the notice shall be forwarded to the Auditor and a copy to the Australian Securities and Investments Commission. The Auditor of the Club may be removed from office by an ordinary resolution at a general meeting of which notice has been given.
- (iv) The Club must not appoint an Auditor unless the Auditor has consented before the appointment to act as Auditor and has not withdrawn that consent before the appointment is made.
- (v) Notice of the special resolution relating to the appointment of an Auditor and notice of the meeting to consider such special resolution shall be given to members entitled to vote and to the Auditor nominated.
- (vi) A properly qualified Auditor or Auditors shall be appointed at a general meeting by a seventy-five per cent (75%) majority of members attending in person and entitled to vote.
  
- (vii) If an Auditor is not appointed by the members at a duly convened general meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an Auditor shall be appointed by the Australian Securities and Investments Commission.
- (viii) The Auditor's duties shall be regulated in accordance with the provisions of the Act.
- (ix) The Club must give the Auditor notice of all general meetings in the same way that a member of the Club is entitled to receive notice, and, must give any other communications relating to the general meeting that a member of the Club is entitled to receive. The Auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

### **SECRETARY**

94. At any time there shall only be one (1) Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act. The Secretary shall be trained in accordance with the Registered Clubs Act.

### **COMPANY SEAL AND EXECUTION OF DOCUMENTS**

95. (a) The Club may execute a document (including a deed) without using a common seal if the document is signed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.
- (b) If the Club has a common seal the Club may execute a document (including a deed) if the seal is fixed to the document or deed and the fixing of the seal is witnessed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.
- (c) The Club must not execute a document (whether with or without using the seal) except by the authority of a resolution passed at a meeting of the Board previously given.

### **NOTICES**

96. A notice may be given by the Club to any member either personally, or by sending it by post or electronic mail to the address (either physical or electronic) of the member recorded for that member in the Register of Members kept pursuant to this Constitution.
97. A member may indicate either verbally or in writing the intention to receive notices by fax or by an electronic means, provided that the Club offers such means of receiving notices. Such indication by a member shall be a standing request but may be revoked by the member at any time.
- 97A. (a) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) A notice sent by fax or other electronic means is taken to be given on the business day after it is sent.
- 97B. If a member has not supplied to the Club an address within the State of New South Wales for the giving of notices, a notice posted up on the notice board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.

### **INDEMNITY OF OFFICERS**

98. Every Officer of the Club (as defined in the Act) and auditor shall be indemnified out of the property of the Club against any liability incurred by him in his capacity as Officer or auditor in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted in connection with any application under the Act in which relief is under the Act granted to him by the Court in respect of any negligence, default, breach of any duty or trust.
99. To the greatest extent permitted by law, the Club may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or Officer of the Club or of a subsidiary of the Club against any liability including any

liability for legal costs other than a liability that arises out of conduct involving a wilful breach of duty in relation to the Club or a wilful contravention of the Act.

### **CONSTITUTION**

100. (a) The Constitution may be altered or amended at a general meeting by special resolution of which due notice has been given to members of the Club entitled to vote on the special resolution.
- (b) The majority required for passing of a special resolution relating to such alterations or amendments to the Constitution shall be seventy-five per cent (75%) of members present and entitled to vote at the said meeting.
- (c) A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
101. (a) The Club shall, within fourteen (14) days of amending its Constitution, lodge a copy of the amendments with the Australian Securities and Investments Commission.
- (b) The Club shall, within one (1) month after amending its Constitution, lodge with the Authority a copy of the Constitution and a copy of the amendments certified as correct by the Secretary of the Club.
102. The Club must send a copy of its constitution to a member within seven (7) days if the member asks the Club in writing for the copy and pays any fee required by the Board (optional fee up to, but not exceeding, the amount prescribed in the Act).

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