CONSTITUTION OF BYRON BAY SERVICES CLUB LIMITED

ABN 97 001 490 179

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Constitution

1. NAME OF COMPANY

1.1 The name of the Company is Byron Bay Services Club Limited.

2. PRELIMINARY

2.1 The Company is a company limited by guarantee and shall be a non-proprietary company.

2.2 The Company is established for the purposes set out in this Constitution.

2.3 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.

2.4 The Constitution and By-laws of the Club have effect as a contract between:

(a) the Club and each member; and

(b) the Club and each director;

(c) each member and each other member,

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

2.5 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

3. DEFINITIONS

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

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

(b) "**ALM/CTF Act**" means the Anti-Money Laundering and Counter Terrorism Financing Act 2006. Any reference to a provision of the AML/CTF Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the AML/CTF Act however that provision may be amended in that legislation.

(c) **"Appointed Director"** means a director appointed under Rule 28.4.

(d) **"Australian Defence Force"** has the meaning given by the Registered Clubs Act.

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

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

(g) **"Club"** means Byron Bay Services Club Limited ABN 997 001 490 179.

(h) **"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.

(i) **"Constitution"** means this Constitution.

(j) "**Director Identification Number**" means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club.

(k) **"Elected Director"** means a director on the Board referred to in Rules 27.1(a), 27.1(b)(i) and 27.1(c)(i) elected to office in accordance with Rules 28.1 and 28.2.

(l) "**financial**" and "**financial member**" means a member who has renewed their membership by the relevant due date and/or has paid any annual subscription, levy or other payments owing to the Club.

(m) **"Full member"** means any person who is in one of the categories of membership referred to in Rule 10.2.

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

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

(p) "**Liquor or Gaming Policy**" means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation.

(q) **"Month"** except where otherwise provided in this Constitution means calendar month.

(r) "**Non financial member**" means a member who has not paid all joining fees, subscriptions, ;levies and other payments to the Cub by the relevant due dates.

(s) **"Office"** means the general administrative office of the Club.

(t) "**Quarter**" means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.

(u) **"Registered Clubs Act"** means the Registered Clubs Act 1976 and any regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or

similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

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

(w) **"Rules"** means the rules comprising this Constitution.

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

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

(z) **"Sub club"** means any sub club that pursuant to a resolution of the Board under Rule 29.11 is or has been established by the Club.

3.2 Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

4. OBJECTS

4.1 The objects of the Club are to:

(a) To provide for members and their guests a social and sporting Club with all the usual facilities of a club including residential and other accommodation liquid and other refreshments libraries and provision for sporting musical and educational activities and other social amenities.

(b) To take over or otherwise acquire all of the assets and liabilities of the unincorporated association known as Byron Bay Services Club and to assume and carry on the functions and objects of such association or club.

(c) apply for and obtain and hold a club licence under the Liquor Act, gaming machine entitlements under the Gaming Machines Act and any other rights, entitlements, permits , authorities and licences necessary and desirable for the Club and for such purpose or purposes to appoint a Secretary Manager.

(d) enter into any arrangements with any government or authority that may seem conducive to the Club's objects.

(e) appoint, employ, remove, or suspend such employees, workers, contractors and other persons as may be necessary or convenient for the purposes of the Club.

(f) establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependents or connections of any such person.

(g) sell, convey, transfer, assign, mortgage, charge, give in exchange, dispose of,

let, manage or otherwise deal with all or any of the property, real or personal, of the Club, subject to the requirements of the Liquor Act and the Registered Clubs Act.

(h) enter into a guarantee or bond for the benefit of the Club and to indemnify any person, or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club.

(i) establish support or aid in the establishment and support of associations funds trusts and conveniences (including Ex-Servicemen's associations or bodies) calculated to benefit the members of the Club or the dependents or connections of such members.

(j) subscribe to, become a member of and co-operate with any other club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club provided that the Club shall not subscribe to or support with its funds any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club by this constitution.

(k) buy, sell and deal in all kinds of apparatus, literature and other items required by the members of the Club or persons frequenting the Club's premises.

(l) purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Club provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.

(m) construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

(n) invest and deal with the money of the Club not immediately required in such manner as the Board thinks fit, and realise and vary such investments.

(o) borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment of performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future), and to purchase, redeem or pay off any such securities.

(p) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

(q) take or hold mortgages, liens and charges.

(r) take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club.

(s) take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.

(t) print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.

(u) amalgamate with any clubs, companies, institutions, societies or associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club by this Constitution.

(v) make donations for patriotic or charitable purposes.

(w) do all such other lawful things as are incidental or conducive to the attainment of any or all of the above objects.

5. LIMITED LIABILITY

5.1 The liability of the members is limited.

6. MEMBERS' GUARANTEE

6.1 Each member undertakes to contribute an amount not exceeding five dollars ($5.00) if the Club is wound up:

(a) while he or she is a member of the Club; or

(b) within one year of the date that he or she ceases to be a member.

6.2 The contribution referred to in Rule 6.1 shall be for the:

(a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and

(b) costs, charges and expenses of winding up.

7. APPLICATION OF PROPERTY ON DISSOLUTION

7.1 If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:

(a) not be transferred, paid to or distributed among the members;

(b) be given or transferred to:

(i) the Byron Bay RSL Sub Branch; or if it does not exist

(ii) an institution or institutions having objects similar to the objects of the

Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.

7.2 The institution or institutions referred to in Rule 7.1(b)(ii) shall be determined by:

(a) the members of the Club in general meeting (by special resolution) at or before the time of dissolution; or in default thereof

(b) the Supreme Court of New South Wales.

8. PROPERTY AND INCOME OF THE CLUB

8.1 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.

8.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.

8.3 Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a 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.

8.4 A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.

8.5 Subject to Rule 8.6 nothing in this Constitution shall prevent the payment:

(a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club; or

(b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;

(c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;

(d) of reasonable and proper rent for premises demised or let by any member to the Club.

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

(a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act; or

(b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.

9. LIQUOR & GAMING

9.1 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 9.1 does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.

9.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

9.3 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.

9.4 The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

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

9.6 Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

9.7 Under the AML/CTF Act the Club:

(a) is a reporting entity;

(b) provides a designated service to its members and patrons;

(c) may be required to carry out such enquiries of members and other patrons, as considered necessary by the Club, to verify the member or patrons' identity; and

(d) may be required to undertake *"enhanced due diligence"* of certain members and patrons, in certain circumstances.

9.8 In Rule 9.7 *"enhanced due diligence"* means implementing measures including but not limited obtaining more detailed information about the member or patron and verifying the nature of any business relationship, the source of funds, source of wealth and conducting more frequent and thorough monitoring of the member or patron's transactions within the Club.

9.9 Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce:

(a) its obligations under the AML/CTF Act; and

(b) any Liquor or Gaming Policy,

which may include preventing anyone (including members) from entering or remaining on any of the premises or any part of the premises of the Club and the provisions of Rule **Error! Reference source not found.** and the principles of procedural fairness a nd natural justice shall not apply to the exercise of such power.

10. MEMBERSHIP

10.1 No person under the age of eighteen (18) years shall be admitted as a member of the Club in accordance with this Constitution.

10.2 Unless and until otherwise determined by the Board by way of by-law, the Full membership of the Club shall be divided into the following categories:

(a) Ordinary members;

(b) Honorary Life members.

10.3 Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:

(a) Provisional members; and

(b) Honorary members;

(c) Temporary members.

10.4 The number of Full members having the right to vote in the election of the Board shall be not less than such minimum prescribed by the Registered Clubs Act.

ORDINARY MEMBERS

10.5 An Ordinary member shall be a person who:

(a) has attained the age of eighteen (18) years; and

(b) is elected or transferred to Ordinary membership of the Club.

10.6 Ordinary members are entitled to:

(a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and

(b) attend and vote at general meetings (including Annual General Meetings) of the Club;

(c) subject to Rules 27.4 and 27.5, nominate for and be elected to hold office on the Board;

(d) vote in the election of the Board;

(e) vote on any Special Resolution (including a Special Resolution to amend this

Constitution);

(f) propose, second, or nominate any eligible member for any office of the Club;

(g) propose, second or nominate any eligible member for Honorary Life membership;

(h) introduce guests to the Club.

HONORARY LIFE MEMBERS

10.7 An Honorary Life member shall be a person:

(a) who is an Ordinary member of the Club; and

(b) who has in consideration of long or meritorious service or another commendable reason, been granted Honorary Life membership of the Club in accordance with this Constitution.

10.8 Honorary Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).

10.9 Candidates for Honorary Life membership shall be proposed by one and seconded by another Ordinary member or Honorary Life member and submitted to the Board for approval.

10.10 If a nomination for Honorary Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.

10.11 If a nomination for Honorary Life membership is not approved by the Board, the nomination shall not be submitted to a general meeting of the Club.

10.12 If a nomination for Honorary Life membership is approved by a resolution passed by a simple majority of the members present and voting at the general meeting the person nominated shall thereby be a Honorary Life member of the Club.

10.13 Every Honorary Life member shall be entitled to all the rights and privileges of an Ordinary member.

10.14 An Honorary Life member is relieved from the payment of any annual subscription.

10.15 There shall be no more than 3 persons elected as Honorary Life members of the Club in any 12 month period.

11. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

11.1 The Board has the power on the application of any member to transfer that member to another category of membership (other than Honorary Life membership) if that member has the qualifications for that other category of membership.

11.2 Any application for transfer of membership pursuant to Rule 11.1 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 seven (7) days before the transfer of the applicant to another class of membership of the Club.

11.3 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.

11.4 The Club shall not be required to notify a person if they have been transferred to another class of membership of the Club pursuant to Rule 11.1. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

12. PROVISIONAL MEMBERS

12.1 A person in respect of whom:

(a) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and

(b) who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form,

may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

12.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club:

(a) that person shall cease to be a Provisional member of the Club; and

(b) the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.

12.3 Provisional members are entitled to such playing and other social privileges and advantages of the Club as the Board may determine from time to time.

12.4 Provisional members are not entitled to:

(a) attend or vote at general meetings of the Club; or

(b) nominate for or be elected to hold office on the Board;

(c) vote in the election of the Board;

(d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);

(e) propose, second, or nominate any eligible member for any office of the Club;

(f) propose, second or nominate any eligible member for Honorary Life membership.

(g) Introduce guests to the Club.

12.5 The Secretary or senior employee then on duty may refuse a Provisional member admission to the Club’s premises or terminate the membership of any Provisional

member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

13. HONORARY MEMBERS

13.1 The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:

(a) the patron or patrons for the time being of the Club; or

(b) any prominent citizen or local dignitary visiting the Club;

(c) any person who produces evidence that he or she is a current or former member of the Australian Defence Force.

13.2 Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.

13.3 Honorary members who are not Full members of the Club are entitled to:

(a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and

(b) introduce guests to the Club.

13.4 Honorary members who are not Full members of the Club are not entitled to:

(a) vote at any meeting of the Club; or

(b) nominate for or be elected to the Board or any office in the Club;

(c) vote in the election of the Board;

(d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);

(e) propose, second or nominate any eligible member for any office of the Club; or

(f) propose, second or nominate any eligible member for Honorary Life membership.

14. TEMPORARY MEMBERS

14.1 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:

(a) Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be 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 any registered club

which has objects similar to those of the Club.

(c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.

(d) Any interstate or overseas visitor.

14.2 Temporary members shall not be required to pay a joining fee or annual subscription.

14.3 A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 14.1 on the first day that they enter the Club's premises during that period.

14.4 Temporary members are entitled to:

(a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and

(b) subject to Rule 25.12, introduce guests into the Club.

14.5 Temporary members are not entitled to:

(a) attend or vote at general meetings (including Annual General Meetings) of the Club;

(b) nominate for or be elected to the Board;

(c) vote in the election of the Board;

(d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);

(e) propose, second or nominate any eligible member for any office of the Club; or

(f) propose, second or nominate any eligible member for Honorary Life membership.

14.6 The Secretary or senior employee then on duty may at any time refuse a Temporary member admission to the Club, remove a Temporary member from the premises of the Club at any time and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason.

14.7 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 14.1(c).

15. ELECTION OF MEMBERS

15.1 A person shall not be admitted as an Ordinary member of the Club unless that person

is elected to membership by a resolution of the Board of the Club, or a duly appointed election committee of the Club.

15.2 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.

15.3 The Board or election committee may reject any application for membership without giving any reason.

15.4 Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board may prescribe and shall contain the following particulars:

(a) the full name

(b) the residential address;

(c) the date of birth;

(d) email address; and

(e) telephone number,

of the applicant;

(f) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;

(g) the signature of the applicant;

(h) such other particulars as may be prescribed by the Board from time to time.

15.5 Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:

(a) the joining fee (if any) and the appropriate subscription; and

(b) evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.

15.6 The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.

15.7 A person whose application has been signed by an authorised officer of the Club in accordance with Rule 15.6 and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.

15.8 The full name of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.

15.9 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.

15.10 The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.

16. JOINING FEES, SUBSCRIPTIONS AND LEVIES

16.1 For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments payable by members of the Club.

16.2 In accordance with the Registered Clubs Act, the Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.

16.3 Any person elected during 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.

16.4 All joining fees, subscriptions, levies and other payments shall be due and payable on such date, or dates, determined by the Board from time to time.

16.5 Any person who has not paid his or her joining fee, subscription, levy or other payment by the due date 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 and the provisions of Rule 20.1 and Rule 20.2 shall not apply to such resolution.

16.6 The Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the joining fee, subscription, levy or other payment in Rule 16.4.

16.7 Members who satisfy the Board that they are in receipt of such form of pension as may be approved by the Board shall be entitled to a reduction in their subscription in such amount as may be determined by the Board.

17. NON-FINANCIAL MEMBERS

17.1 Notwithstanding any Rule contained in this Constitution, a Non-Financial member shall not be entitled to:

(a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or

(b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;

(c) attend or vote at any meeting of the Club or any Sub club;

(d) nominate or be elected or appointed to the Board or any committee of a Sub club;

(e) vote in the election of the Board or any committee of a Sub club;

(f) propose, second or nominate any eligible member for any office of the Club or any Sub club;

(g) propose, second or nominate any eligible member for Honorary Life membership.

18. REGISTERS OF MEMBERS AND GUESTS

18.1 The Club shall keep the following registers:

(a) A register of persons who are Full members which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:

(i) the name in full; and

(ii) the address;

(iii) the date on which the entry of the member's name in the register is made;

(iv) for the purposes of the Registered Clubs Act only, the date on which that member last paid the annual fee for membership of the Club (excluding Honorary Life members).

(b) A register of persons who are Honorary members (other than those persons admitted to Honorary membership pursuant to Rule 13.1(c)) which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:

(i) the name in full or the surname and initials; and

(ii) the address.

(c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 14.1(c)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:

(i) the name in full or the surname and initials; and

(ii) the address;

(iii) the signature of the member.

(d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. This register shall set forth in respect of each of those guests:

(i) the name in full or the surname and initials; and

(ii) the address;

(iii) the date on which the entry of the guest's name in the register is made;

(iv) the signature of the member introducing the guest.

19. ADDRESSES OF MEMBERS

19.1 Every member must advise the Secretary of any change in their contact details (including address, email address and telephone number) within seven (7) days of the change of their details.

20. DISCIPLINARY PROCEEDINGS

20.1 Subject to Rule 20.2, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:

(a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any provisions of this Constitution or any By-Law; or

(b) is, in the reasonable opinion of the Board;

(i) guilty of any conduct prejudicial to the interests of the Club; or

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

20.1A Any use of social media or other electronic communication by a member or their guest that is or can be construed as negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club.

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

(a) A member shall be notified of:

(i) any charge against the member pursuant to Rule 20.1; and

(ii) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;

(iii) the date, time and place of the meeting of the Board at which the charge is to be heard.

(b) The member charged shall be notified of the matters in paragraph (a) of this Rule 20.2 by notice in writing at least fourteen (14) days before the meeting of the Board at which the charge is to be heard.

(c) The member charged shall be entitled to:

(i) attend the meeting for the purpose of answering the charge; and

(ii) submit to the meeting written representations for the purpose of answering the charge.

(iii) call witnesses provided that:

(1) if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine

the charge; and

(2) the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting (and in particular and without limitation, the member must not act in an offensive or disruptive manner),

(d) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.

(e) If the member charged does not comply with the warning given in accordance with paragraph (d) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.

(f) If the member fails to attend such meeting:

(i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and

(ii) the Board may impose any penalties,

the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.

(g) After the Board has considered the evidence put before it, the Board may:

(i) immediately come to a decision as to the member's guilt or in relation to the charge; or

(ii) advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge. .

(h) After the Board has come to a decision as to the member's guilt in relation to the charge it must:

(i) in the case of a decision under Rule 20.2(g)(i) of this Rule, immediately inform the member of the Board's decision; or

(ii) in the case of a decision under Rule 20.2(g)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.

(i) If the member charged has been found guilty, the member must be given a further opportunity to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty. The Board shall, in

its absolute discretion, determine whether or not the member will address the issue of penalty:

(i) at the meeting or afterwards; and

(ii) by way of verbal or written submissions or a combination thereof.

(j) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.

(k) No motion by the Board to find a member guilty of a charge or to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a two-thirds majority of the directors present in person vote in favour of such motion by secret ballot.

(l) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 20.

(m) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.

(n) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting.

20.3 The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 20.2 is not strictly complied with provided that there was no substantive injustice for the member charged.

PROVISIONAL SUSPENSION PENDING DISCIPLINARY HEARING

20.4 If a notice of charge is issued to a member pursuant to Rule 20.2(a):

(a) the Board by resolution; or

(b) the Secretary (independently of the Board)

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

ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

20.5 If, in the opinion of the Secretary (or his or delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

20.6 In respect of any suspension pursuant to Rule 20.5, the requirements of Rule 20.2 shall not apply.

20.7 If the Secretary (or his or her delegate) exercises the power pursuant to Rule 20.5, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:

(a) the member has been suspended as a member of the Club; and

(b) the period of suspension;

(c) the privileges of membership which have been suspended; and

(d) if the member wishes to do so, the member may request by notice in writing sent to the Secretary, the matter be dealt with by the Board pursuant to Rule 20.2.

20.8 If a member submits a request under Rule 20.7(d):

(a) the member shall remain suspended until such time as the charge is heard and determined by the Board; and

(b) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 20.2;

(c) the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or delegate);

20.9 The additional powers of the Secretary apply to Full members only and do not limit or restrict the Club from exercising the powers contained in Rule 23 of this Constitution and the powers contained in section 77 of the Liquor Act.

20.10 .

21. DISCIPLINARY COMMITTEE

21.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 20 to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.

21.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 20 save that:

(a) a quorum of the Disciplinary Committee shall be three (3) directors of the Club; and

(b) all references to the Board in Rule 20, except in Rule 20.2(m) shall be read as being references to the Disciplinary Committee.

21.3 The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 20 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:

(a) the procedure set out in Rule 20 is followed; and

(b) the member is notified that the Board is exercising the power under this Rule 21.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.

21.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 21.1 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving

rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

21.5 This Rule 21 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 23 of this Constitution and the powers contained in section 77 of the Liquor Act.

22. MEMBER UNDER SUSPENSION

22.1 Any member whose membership is suspended pursuant to Rules 20 or 21 shall during the period of such suspension not be entitled to:

(a) attend at the premises or use any of the facilities of the Club for any purpose (including as a Temporary member, Honorary member or guest of a member) without the permission of the Board; or

(b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;

(c) attend or vote at any meeting of the Club or any Sub club;

(d) nominate or be elected or appointed to the Board or any committee of a Sub club;

(e) vote in the election of the Board or any committee of a Sub club;

(f) propose, second or nominate any eligible member for any office of the Club or any Sub club;

(g) propose, second or nominate any eligible member for Honorary Life membership.

23. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

23.1 In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 23.5, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

(a) who is then intoxicated, violent, quarrelsome or disorderly; or

(b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;

(c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act, Liquor Act or any other applicable law;

(d) who hawks, peddles or sells any goods on the premises of the Club;

(e) who, within the meaning of the Smoke-free Environment Act, smokes while on

any part of the premises that is smoke-free.

(f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant.

(g) whom the Club, under the conditions of its club licence, by-law or a term of a liquor accord, is authorised or required to refuse access to the Club.

23.2 If pursuant to Rule 23.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 23.5) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

23.3 Without limiting Rule 23.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 23.1(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.

23.4 Without limiting Rule 23.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 23.1(a), the person must not:

(a) remain in the vicinity of the Club; or

(b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

23.5 Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:

(a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or

(b) any employee authorised by the Secretary to exercise such power.

24. RESIGNATION AND CESSATION OF MEMBERSHIP

24.1 A member may at any time resign from his or her membership of the Club by either:

(a) giving notice in writing to the Secretary; or

(b) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.

24.2 A resignation pursuant to Rule 24.1 shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.

24.3 Any member who has resigned pursuant to 24.1 will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.

25. GUESTS

25.1 Subject to Rule 25.2, all members shall have the privilege of introducing guests to the Club.

25.2 A Temporary member may introduce a guest only in accordance with Rule 25.12.

25.3 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 particulars required by Rule 18.1.

25.4 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.

25.5 No member shall introduce any person as a guest:

(a) who has been expelled from the Club pursuant to Rules 20 or 21; or

(b) whose membership is then suspended pursuant to Rules 20 or 21;

(c) who is then refused admission to or being turned out of the Club pursuant to Rule 23.

25.6 Members shall be responsible for the conduct of any guests they may introduce to the Club.

25.7 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.

25.8 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.

25.9 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.

25.10 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.

25.11 The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.

25.12 A Temporary member may bring into the non restricted areas of 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; and

(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.

25.13 For the purposes of Rule 25.12(c), “responsible adult” means an adult who is:

(a) a parent, step-parent or guardian of the minor; or

(b) the minor’s spouse or de facto partner;

(c) for the time being, standing in as the parent of the minor.

26. PATRONS

26.1 The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting.

26.2 If such Patron or Patrons are not members of the Club they shall thereupon be deemed to be Honorary members of the Club and, subject to this Constitution, shall remain Honorary members while they remain Patron.

27. BOARD OF DIRECTORS

27.1 Subject to Rule 35, the Board shall comprise:

(a) from the 2025 Annual General Meeting of the Club until the first casual vacancy occurring on the Board, nine (9) Elected Directors comprising a President, Vice President, Honorary Treasurer and six (6) ordinary directors.

(b) from the date of the first casual vacancy occurring on the Board and until the second casual vacancy in the office of an Elected Director occurring on the Board, up to nine (9) Directors comprising:

(i) eight (8) Elected Directors being a President, Vice President, Honorary Treasurer and five (5) ordinary directors; and

(ii) up to one (1) Appointed Director.

(c) from the date of the second casual vacancy in the office of an Elected Director occurring on the Board and thereafter, up to nine (9) Directors comprising:

(i) up to seven (7) Elected Directors being a President, Vice President, Honorary Treasurer and four (4) ordinary directors; and

(ii) up to two (2) Appointed Directors.

(d) The Board will elect from amongst themselves as the occasion may require, a President, a Vice President and an Honorary Treasurer. For the avoidance of doubt the directors may vote to remove any other director from any of the positions of President, Vice President and/or Honorary Treasurer and appoint another director to the position or to the positions as the case may be.

27.2 On and from the election of the Board in 2021, the Board shall be elected biennially (every two years) in accordance with Rule 28.

27.3 Subject to Rules 27.1 and 27.4, the following members shall be entitled to stand for and be elected or appointed to the Board:

(a) Honorary Life members; and

(b) Ordinary members.

27.4 A member who is:

(a) an employee; or

(b) currently under suspension pursuant to Rules 20 or 21;

(c) not a Financial member,

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

27.5 A member is ineligible to be nominated for or be elected or appointed to the Board if that member:

(a) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of three (3) months within the period of three (3) years immediately prior to the date determined for the next Annual General Meeting; or

(b) has at any time been convicted of an indictable offence; or

(c) is a former employee of the Club whose services were terminated by the Club for misconduct.

(d) was an employee of the Club, or any club that has amalgamated with the Club, within the period of three (3) years prior to nomination, election or appointment to the Board.

(e) is disqualified from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation.

(f) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health.

27.6 Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

27.7 Every member who nominates for the position of director shall, in order to be eligible for election as a director, be required to attend a Director pre-nomination session arranged and paid for by the Club unless or he or she has within the last 3 years prior to nomination attended a Club pre nomination session or the member has successfully completed the Mandatory Director Training course conducted by ClubsNSW.

27.8 A member shall not be entitled to be elected or appointed to the Board if he or she does not hold a Director Identification Number on the proposed date of election or appointment to the Board.

28. **ELECTION OF BOARD**

28.1 The election of the Board shall be conducted in the following manner:

(a) The Board shall appoint a Returning Officer and at least two (2) scrutineers to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer or as a scrutineer.

(b) Notice of the date and time of the last day for receiving nominations for office in accordance with paragraph (c) of this Rule 28.1, shall be prominently posted on the Club Notice Board at least twenty-one (21) days prior to the date fixed for the Annual General Meeting.

(c) Nominations shall close at least fourteen (14) days prior to the date fixed for the Annual General Meeting and must be delivered to the Secretary on or before that date.

(d) Nominations for election to the Board shall be made in writing and signed by one and seconded by another Ordinary member or Honorary Life member and signed by the nominee who shall thereby signify his or her consent to the nomination. Each nominee shall be required to sign a statutory declaration in such form as reasonably determined by the Board from time to time and lodge it with the secretary before the close of nominations referred to in rule (c) above.

(e) A nomination can be withdrawn at any time prior to the close of nominations.

(f) The Secretary shall post a list of the candidates and his or her proposers in alphabetical order on the Club Notice Board immediately after nominations have closed.

(g) If the full number of candidates is not nominated then those candidates who are nominated shall be declared elected and any vacancies then remaining shall be regarded as casual vacancies and may be filled in accordance with Rule 35.3.

(h) If there be only the requisite number nominated those candidates shall be declared duly elected.

(i) If there be more than the required number nominated an election shall be conducted in such manner (including electronically) as may be determined by the Board of Directors from time to time.

(j) The Returning Officer and the two (2) scrutineers shall draw the order of names on the ballot paper by lot. Club members may attend the ballot draw. .

(k) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.

(l) The Returning Officer shall, where applicable, supervise the safe custody of completed ballot papers.

(m) The Returning Officer shall, where applicable, supervise the examination of ballot papers.

(n) The decision of the Returning Officer as to the formality or informality of any vote shall be final.

(o) The Returning Officer shall, where applicable, supervise the counting of votes.

(p) In the event of an equality of votes for the last position to be elected, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected.

(q) The Returning Officer shall report the result of the ballot to the Annual General Meeting.

(r) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 28.1.

(s) The Board may, at any time, engage the services of an electoral consultant or a company having the capacity to conduct the election (including electronically if desired) to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers set out in this Rule 28.1.

(t) As soon as reasonably practicable after each Annual General Meeting, the Board shall elect from amongst themselves a President, a Vice President and an Honorary Treasurer.

28.2 The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 28.1.

28.3 The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 28.1 or 28.2 are not strictly complied with provided there is no substantive injustice for any candidate.

APPOINTMENT OF DIRECTORS BY THE BOARD

28.4 In accordance with Rules 27.1(b)(ii) and 27.1(c)(ii), and section 30(1)(b1) of the Registered Clubs Act, the Board may, under Rules 28.4 to 28.8 appoint up to two (2) persons as Appointed Directors on the Board as would bring the number of directors of the Board to any number less than or equal to nine (9).

28.5 A person appointed under Rule 28.4:

(a) may only be appointed for a term of no more than three (3) years;

(b) must be a financial Full member of the Club at the time of, and for the duration of, his or her appointment;

(c) is not required to satisfy any qualifications for election as a director; and

(d) is not eligible for re-appointment under Rule 28.4, including re-appointment after the end of that term.

28.6 Within 21 days of an appointment being made under Rule 28.4, a notice must be clearly displayed on a Club Notice Board and on the club's website (if any) that states:

(a) the reasons for the person's appointment, and

(b) the person's relevant skills and qualifications, and

(c) any payments to be made to the person in connection with his or her appointment.

28.7 An appointment made under Rule 28.4 is not an appointment to a casual vacancy made for the purposes of Rule 35.

28.8 If the Board elects to make an appointment under Rule 28.4, the appointment must comply with the requirements of the Registered Clubs Act and Registered Clubs Regulation 2015.

29. POWERS OF THE BOARD

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

GENERAL POWERS

29.2 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.

SPECIFIC POWERS

29.3 Without limiting the general powers conferred by Rule 29.2, the Board shall have power from time to time to:

(a) delegate any of its powers to directors, employees, committees, sub clubs or any combination thereof;

(b) make, alter and repeal By-Laws pursuant to Rule 29.19.

(c) enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.

(d) 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) 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) 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) 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) issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.

(i) 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.

(j) 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.

(k) subject to paragraph (l) of this Rule, sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise).

(l) sell, lease, exchange or otherwise dispose of any land belonging to the Club provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act.

(m) appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.

(n) engage, appoint, control, remove, discharge, suspend, determine and dismiss managers, employees, officers, representatives and agents in respect to permanent, temporary or special services and to determine the duties, pay, salary or other remuneration. The Board may delegate these powers (or any of them) to the Secretary or other officer or committee of the Club.

(o) impose levies on all members.

(p) set the joining fees, subscriptions and other payments payable by all members.

(q) fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.

(r) affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.

(s) To impose any restriction or limitations on the rights and privileges of members and their guests relating to the use by them of the Club premises and/or amenity or facility therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.

(t) To recommend the amount of honorarium payable to any member of the Board

pursuant to this Constitution and subject to the approval by a general meeting to pay such honorarium.

(u) To repay actual out-of-pocket expenses incurred by any member of the Board.

COMMITTEES

29.4 Without limiting the general powers conferred by Rule 29.2, the Board shall have power to delegate any of its powers to committees consisting of any:

(a) director; or

(b) member;

(c) employee;

(d) person who is not a member but who has a particular skill or expertise which they will apply to a committee;

or any combination thereof. The Board shall also have the power to revoke any such delegation.

29.5 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may impose.

29.6 The President shall be a member of all such committees and may nominate a person or persons to represent him or her on one or more of those committees.

29.7 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 29 or by any by-law made by the Board pursuant to this Rule 29.

29.8 The quorum for a meeting of any committee shall be a majority of the committee members.

29.9 Any committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

29.10 The Board will have the power to dissolve committees or remove committee members from office.

SUB CLUBS

29.11 Without limiting the general powers conferred by Rule 29.2, the Board shall have power to:

(a) establish Sub clubs with such rules (including objects, powers and membership qualifications) as the Board may determine; and

(b) allow Sub clubs established pursuant to this Rule 29.11 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established;

(c) allow Sub clubs to create by-laws for the control and regulation of the sporting or other activities for which they are respectively established;

(d) permit Sub clubs to adopt a name (provided it be described as a Sub club of the Club);

(e) allow Sub clubs to become affiliated with the bodies controlling sports or other activities on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.

(f) dissolve Sub clubs or remove committee members from office of Sub Clubs.

29.12 Any of the Sub clubs established pursuant to Rule 29.11 or those already in existence must conform to any regulation or restriction that the Board may impose.

29.13 The Chairperson shall be a member of all the committees of Sub clubs and may nominate a person or persons to represent him or her on one or more of those committees.

29.14 Subject to the general control and supervision of the Board, each Sub club may manage its own affairs but shall:

(a) make regular reports to the Board (or otherwise as may be required by the Board); and

(b) submit copies of all minutes and records to the Board for the purposes of Rules 38 and 39.

29.15 The Board may empower each Sub club to open and operate a bank account in the name of the Sub club in such bank or banks as the Board may approve provided that the persons eligible to operate upon any such account shall be approved by the Board which may remove and replace such persons or any of them.

29.16 The rules of each Sub club may be amended by the members of the Sub club provided that no amendment proposed or approved by the members of the Sub club shall have effect unless and until it is approved by resolution of the Board.

29.17 Any disciplinary action taken by a Sub club in respect of any member of the Sub club shall be promptly reported to the Board together with the reasons for the action.

29.18 All assets in the possession and control of a Sub Club (including cash reserves) are owned by the Club.

BY-LAWS

29.19 The Board may make such By-laws not inconsistent with this Constitution as are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.

29.20 Without limiting the generality of Rule 29.19 the Board may regulate:

(a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law; and

(b) the operations of the Club;

(c) the control and use of the Club's premises;

(d) the control and management of competitions;

(e) the conduct of members and guests of members;

(f) the playing and social privileges of each category of membership;

(g) the conduct of members in relation to Club employees;

(h) the use of social media and other forms of electronic communication by members and guests of members;

(i) generally, all such matters as are commonly the subject matter of a constitution or by-laws or made under a constitution or which by this Constitution are not reserved for decision by the Club in general meeting.

29.21 Any By-law made under Rule 29.19 or any other Rule shall come into force and be fully operative after notice of the By-law or the Rule has been posted on the Club's Notice Board for seven (7) days.

29.22 The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

30. PROCEEDINGS OF THE BOARD

30.1 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 at least once in each Quarter for the transaction of business.

30.2 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.

30.3 The President shall be entitled to take the chair at every meeting of the Board. If the President is not present within fifteen (15) minutes of the time appointed for the meeting or is unwilling or unable to act then the Vice President shall take the chair of the meeting. If the Vice President is not present within fifteen (15) minutes of the time appointed for the meeting or is unwilling or unable to act then the directors present shall elect one of their number to take the chair of the meeting.

30.4 The quorum for a meeting of the Board shall be five (5) members of the Board

30.5 The President may at any time and the Secretary upon the request of not less than two (2) directors shall convene a meeting of the Board.

30.6 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. The chairperson of the meeting shall have a deliberative vote only.

30.7 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.

30.8 A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution. In addition to this, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.

30.9 A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

31. MATERIAL PERSONAL INTERESTS OF DIRECTORS

31.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:

(a) declare the nature of the interest at a meeting of the Board; and

(b) comply with Rule 31.2.

31.2 Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

(a) must not vote on the matter; and

(b) must not be present while the matter is being considered at the meeting.

32. REGISTERED CLUBS ACOUNTABILITY CODE

32.1 The Club (including the Board and all top executives) must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time).

33. DELETED

34. REMOVAL FROM OFFICE OF DIRECTORS

34.1 The members in general meeting may by ordinary resolution:

(a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office; and

(b) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this

Constitution.

34.2 Any person appointed pursuant to paragraph 34.1(b) shall hold office for the remainder of the term of office of the person he or she replaces.

34.3 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.

35. VACANCIES ON BOARD

35.1 The office of a member of the Board shall automatically be vacated if the person holding that office:

(a) dies.

(b) is disqualified for any reason referred to in Section 206B of the Act.

(c) 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.

(d) is absent from meetings of the Board for a continuous period of ninety (90) days (calculated from the last meeting of the Board attended without the prior written consent of the Board unless the Board determines that their office is not vacant as a result of that absence.

(e) by notice in writing resigns from office as a director.

(f) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.

(g) ceases to be a member of the Club.

(h) becomes an employee of the Club.

(i) fails to complete the mandatory training requirements for directors referred to in Rule 27.56 within the prescribed period (unless exempted).

(j) was not eligible to stand for or be elected or appointed to the Board.

(k) ceases to hold the necessary qualifications to be elected or appointed to the Board.

(l) is convicted of an indictable offence (unless no conviction is recorded).

(m) is not a Financial member of the Club.

(n) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months.

(o) is removed from office as a director in accordance with the Act and this Constitution.

(p) does not hold a Director Identification Number (unless exempted from doing

so).

(q) fails to declare the nature of his or her material personal interest as required by the Act.

35.2 The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

FILLING CASUAL VACANCY

35.3 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.

36. GENERAL MEETINGS

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

36.2 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.

36.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.

36.4 (a) Subject to this Rule 36, the Board must call and arrange to hold a general meeting of the Club on the request of either:

(i) members with at least 5% of the votes that may be cast at the general meeting; or

(ii) at least thirty (30) members who are entitled to vote at the general meeting.

(b) In this Rule 36.4 the term "the request" shall mean the request referred to in paragraph (a).

(c) The request must:

(i) be in writing; and

(ii) state any resolution to be proposed at the meeting;

(iii) be signed by the members making the request;

(iv) be given to the Secretary.

(d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.

(e) The Board must call the meeting within twenty one (21) days after the request

is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.

(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 twenty one (21) days after the request is given to the Secretary.

(g) The meeting referred to in paragraph (f) of this Rule 36.4 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 Secretary for a copy of the register of members and the Secretary must give the members the copy of the register of members without charge.

NOTICE OF GENERAL MEETINGS

36.5 At least twenty one (21) days notice in writing of any general meeting of the members of the Club (including an Annual General Meeting) must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.

36.6 A notice of a general meeting of the members of the Club (including an Annual General Meeting) must:

(a) set out the place, date and time of the meeting; and

(b) state the general nature of the meeting's business;

(c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.

36.7 Neither:

(a) the accidental omission to give notice of a meeting; nor

(b) the non-receipt by any person of notice of a meeting;

shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

ANNUAL GENERAL MEETINGS

36.8 The business of the Annual General Meeting shall be as follows:

(a) to receive and consider the minutes of the previous Annual General Meeting and the minutes of any other general meeting requiring confirmation; and

(b) to receive and consider the reports referred to in Rule 39.4;

(c) in the case of the Annual General Meeting, to declare the results of the election of the Board and/or conduct any further election as may be required by this Constitution;

(d) to appoint an auditor or auditors in the event that there be a vacancy in the

office of Auditor;

(e) to approve the payment of honorariums (if any);

(f) to deal with any other business the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting.

36.9 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.

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

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

36.11 The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.

36.12 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.

36.13 The auditor is entitled to be heard even if:

(a) the auditor retires at the meeting; or

(b) the meeting passes a resolution to remove the auditor from office.

36.14 The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

CHAIR AT GENERAL MEETINGS

36.15 The President shall be entitled to take the chair at every general meeting.

36.16 If the President is not present within fifteen (15) minutes of the time appointed for the meeting or is unwilling or unable to act then the Vice President shall preside as chairperson of the meeting.

36.17 If the Vice President is not present within fifteen (15) minutes of the time appointed for the meeting or is unwilling or unable to act then the members of the Club present shall elect a member of the Board to preside as the chairperson of the meeting.

36.18 If a member of the Board is not present within fifteen (15) minutes of the time appointed for the meeting or is unwilling or unable to act then the members of the Club present shall elect a member to preside as chairperson of the meeting.

36.19 The Chairman:

(a) is responsible for the conduct of the general meeting; and

(b) shall determine the procedures to be adopted and followed at the meeting;

(c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.

ATTENDANCE AND VOTING AT GENERAL MEETINGS

36.20 Subject to the Registered Clubs Act and Gaming Machines Act, Honorary Life members, and Ordinary members are entitled to attend and vote at a general meeting (and an Annual General Meeting) of the Club.

36.21 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.

36.22 Every member eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.

36.23 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.

36.24 No member of the Club who is an employee of the Club shall be eligible to vote at any meeting of the Club.

36.25 Subject to this Constitution, every question and ordinary resolution submitted to a meeting shall be decided by a simple majority of votes from those members present and voting at the meeting.

36.26 Voting shall be on a show of hands unless a poll is demanded.

36.27 A poll may be demanded by:

(a) at least five (5) members entitled to vote on the resolution; or

(b) members with at least five percent (5%) of the votes that may be cast on the resolution on a poll; or

(c) the chairperson of the meeting.

36.28 A demand for a poll may be withdrawn.

36.29 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.

36.30 The result of the poll shall be the resolution of the meeting at which the poll was demanded.

36.31 A poll demanded on the election of the chairperson or on a question of adjournment

shall be taken immediately.

36.32 At any general meeting (unless a poll is demanded) a declaration by the chairperson that:

(a) a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority; and

(b) 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.

QUORUM FOR GENERAL MEETINGS

36.33 No business shall be transacted at any general meeting of members unless a quorum of members is present.

36.34 At any general meeting of the Club (including an Annual General Meeting) convened by the Board, twenty (20) members present in person and eligible to vote shall be a quorum and at any general meeting convened at the request of members thirty-five (35) members present in person and eligible to vote shall be a quorum.

36.35 If a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the meeting shall:

(a) be dissolved if it was convened at the request of members pursuant to Rule 36.4; or

(b) stand adjourned to the same day in the next week at the same time and place.

36.36 If at any meeting adjourned pursuant to Rule 36.35(b) a quorum is not present within thirty (30) minutes from the time appointed for that meeting, then provided that there are two or more members present, they shall constitute a quorum and may transact any business for which the meeting was called.

ADJOURNMENT AND USE OF TECHNOLOGY FOR GENERAL MEETINGS

36.37 The chairperson of a meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.

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

36.39 A resolution passed at an adjourned meeting is passed on the day it was passed and shall not be deemed to have been passed on any earlier day.

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

36.41 The Board may cancel or postpone any general meeting prior to the date on which it is

to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This rule will not operate in relation to a meeting called pursuant to a request or requisition of members.

36.42 The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.

36.43 The Club may hold a general meeting (including Annual General Meeting)_at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.

36.44 If permitted by the Act, the club may hold virtual only general meetings or annual general meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.

37. MEMBERS' RESOLUTIONS AND STATEMENTS

RESOLUTIONS FROM INDIVIDUAL MEMBERS

37.1 Notwithstanding Rules 37.3 to 37.12, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.

37.2 The Secretary shall cause all items of business and notices of motion referred to in Rule 37.1 to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.

MEMBERS' RESOLUTIONS

37.3 Subject to Rules 37.4 to 37.11 inclusive, the following may give the Secretary notice of a resolution that they propose to move at a general meeting:

(a) members with at least 5% of the votes that may be cast on the resolution; or

(b) at least one hundred (100) members who are entitled to vote at a general meeting.

37.4 The notice must:

(a) be in writing; and

(b) set out the wording of the proposed resolution;

(c) be signed by the members proposing to move the resolution.

37.5 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.

37.6 The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.

37.7 If the Secretary has been given notice of a resolution under Rule 37.3, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.

37.8 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.

37.9 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.

37.10 The members requesting the resolution are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.

37.11 The Club need not give notice of the resolution:

(a) if it is more than 1,000 words long or defamatory; or

(b) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

MEMBERS' STATEMENTS

37.12 Subject to Rules 37.13 to 37.20 inclusive, members may request the Club to give to all its members a statement provided by the members making the request about:

(a) a resolution that is proposed to be moved at a general meeting; or

(b) any other matter that may be properly considered at a general meeting.

37.13 The request must be made by either:

(a) members with at least 5% of the votes that may be cast on the resolution; or

(b) at least one hundred (100) members who are entitled to vote at the meeting.

37.14 The request must be:

(a) in writing; and

(b) signed by the members making the request;

(c) given to the Secretary.

37.15 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.

37.16 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.

37.17 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.

37.18 The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.

37.19 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.

37.20 The Club need not comply with the request:

(a) if the statement is more than 1,000 words long or defamatory; or

(b) 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.

38. MINUTES

38.1 The Club must keep minute books in which it records:

(a) proceedings and resolutions of general meetings of the Club; and

(b) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);

(c) resolutions passed by directors without a meeting.

38.2 The Club must ensure that:

(a) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and

(b) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.

38.3 A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

39. ACCOUNTS AND REPORTING TO MEMBERS

39.1 The Board shall:

(a) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.

(b) prepare, on a quarterly basis, financial statements that incorporate:

(i) the Club's profit and loss accounts and trading accounts for the quarter; and

(ii) a balance sheet as at the end of the quarter.

(c) cause the financial statements referred to in paragraph (b) of this Rule to be submitted to a meeting of the Board.

(d) make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within forty-eight (48) hours of the statements being adopted by the Board.

(e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule.

(f) provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member.

39.2 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.

39.3 The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.

39.4 In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:

(a) the financial report of the Club; and

(b) the directors' report;

(c) the auditors' report on the financial report.

40. FINANCIAL YEAR

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

41. AUDITORS

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

42. SECRETARY

42.1 At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of

the Registered Clubs Act.

43. EXECUTION OF DOCUMENTS

43.1 The Club shall have a Seal.

43.2 The Board must provide for the safe custody of the Seal.

43.3 The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:

(a) two members of the Board; or

(b) one member of the Board and the Secretary.

43.4 The Club may execute a document (including a deed) without using the Seal if that document is signed by:

(a) two members of the Board; or

(b) one member of the Board and the Secretary.

44. NOTICES

44.1 A notice may be given by the Club to any member either:

(a) personally; or

(b) by sending it by post to the address of the member;

(c) by sending it to the electronic address of the member;

(d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.

44.2 Where a notice is sent to a member in accordance with Rule 44.1(a) the notice shall be deemed to have been received on the day it is given to the member.

44.3 Where a notice is sent to a member in accordance with Rules 44.1(b) and 44.1(c) the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.

44.4 Where a notice is sent to a member in accordance with Rule 44.1(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

45. INDEMNITY TO OFFICERS

45.1 Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.

45.2 The Club may pay a premium for a contract insuring a person who is an officer or a

former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

46. INTERPRETATION

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

47. AMENDMENTS TO CONSTITUTION

47.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Honorary Life members and Ordinary members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.

47.2 For the purposes of section 246B of the Act, it is agreed that the rights of members in any class of membership may be varied or cancelled by a special resolution passed at a general meeting of the members, without a separate meeting of the members of that class. A special resolution that amends this Constitution is sufficient.

48. MEETINGS AND VOTING

48.1 In accordance with section 30C(3) of the Act, the Club, the Board or a committee of the Club may (but it is not required to):

(a) Distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means; and/or

(b) Hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;

(c) Allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.

48.2 If there is any inconsistency between Rule 48.1 and any other provision of this Constitution, Rule 48.1 shall prevail to the extent of that inconsistency.