

COMPANY CONSTITUTION

OF

ERINA RUGBY LEAGUE FOOTBALL CLUB LTD

(as amended - 28 February 2017)

ACN 000 845 410

A Company Limited by Guarantee
and not having a Share Capital

[retype version 06103/17]

Section 1:

ARTICLES OF ASSOCIATION OF ERINA RUGBY LEAGUE FOOTBALL CLUB LTD

DEFINITIONS

1. In these Rules unless there be something in the subject or context inconsistent therewith:

"Act" means the *Corporations Act 2001* (as amended) and any regulation made under that act.

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

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

"Appointed Director" means a director appointed under Rule 58A.

"Australian Accounting Standards" means the standards issued by the Australian Accounting Standards Board, as in force for the time being, and including any modifications prescribed by the regulations made under the Act.

"Authority" means the Independent Liquor & Gaming Authority.

"The Board" means the members for the time being of the Board of Directors of the Club constituted in accordance with these Rules.

"By-laws" shall mean and include Rules. "close relative" of a person means:

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

"the Club" means Erina Rugby League Football Club Limited (ACN 000 845 410). "club

licence" means a club licence granted under the Liquor Act.

"the 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.

"contract" includes commercial arrangements.

"core property" has the meaning provided in the Registered Clubs Act.

"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.

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

"Elected Director" means a director elected under Rules 57 and 57B.

"employ" and "employee" includes engage under a contract for services.
"Constitution" means this company constitution of the Club which has been adopted and modified in accordance with the Act.

"financial member", and the term "financial" when referring to a member, means a member who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

"Full Member" means a member who is an Ordinary Member, Associate Member or Life Member of the Club.

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

"gift" includes money, hospitality or discounts.

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

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

"month" except where otherwise provided in these Articles means calendar month.

"non-core property" has the meaning provided in the Registered Clubs Act.

"ordinary resolution" means a resolution that may be passed by a simple majority (being at least 50%) of members present and entitled to vote at a general meeting

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

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

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

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

"Rules", unless otherwise inferred, means the paragraphs within this Constitution, and any By-laws and regulations of the Club.

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

"special resolution" means a resolution that in accordance with the Act:

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

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

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

"top executive" means each of the following:

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

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

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

EFFECT OF CONSTITUTION

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

INTERPRETATION

3. (a) References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
- (b) A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-laws of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in general meeting or by a Court of proper jurisdiction.
- (c) The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.
- (d) A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.
- (e) This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.
- (f) Words importing the singular number also include the plural and vice versa. Words importing the masculine gender shall include the feminine gender and vice versa. Words importing persons include corporations.

PRELIMINARY

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

profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.

- (c) The Secretary or manager or any employee or a member of the Board or of any committee of the Club shall not be entitled under these Rules 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.
 - (d) Subject to provisions 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 and shall not grant any interest in an approved gaming machine kept by the Club to any other person.
- 7 .
- (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.
 - (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
 - (c) An employee of the Club must not vote at any election of the governing body of another club or association if any member of that governing body would, as the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of this Club.
- 8.
- (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
 - (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
 - (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.
 - (d) The Club shall observe the liquor harm minimisation requirements of the Liquor Act, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti-social behaviour).
- 8A. The Club must not dispose of any core property of the Club unless:
- (a) the property has been valued by a qualified valuer; and
 - (b) the disposal has been approved at a general meeting of the Ordinary Members of the Club at which a majority of the votes cast supported the approval; and
 - (c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer,

notwithstanding any exceptions created by regulations made under the Registered Clubs Act.

MEMBERSHIP

9. (a) The number of Full Members of the Club shall not be less than the minimum permissible under the Registered Clubs Act.
- (b) No person under the age of 18 years shall be admitted as a member of the Club.
10. A person shall not be admitted to membership of the Club except as an Ordinary Member, Associate Member, Sporting Member, Life Member, Honorary Member, Temporary Member or Provisional Member.
- 10A. Notwithstanding the classes of membership described in this Constitution, the Club may create such other classes or sub-classes of membership with appropriate rights and eligibility as defined in By-law as determined by the Board.
11. The members of the Club entitled to *vote* at an election of the Board shall consist of such class or classes of membership as comprises not less than 25% of the members of the Club.

ELIGIBILITY AND RIGHTS OF VARIOUS CLASSES OF MEMBERSHIP

12. (a) Ordinary Members shall be persons who:
- (i) are players of the game of Rugby League Football; or
 - (ii) have been players of the game of Rugby League Football; or
 - (iii) are the holders of official positions in any organisation or club controlling the playing of Rugby League Football; or
 - (iv) have previously held a position referred to in paragraph (iii) of this Rule 12(a); or
 - (v) persons who satisfy the Board that they are supporters of teams fielded by the Club,
- and who have applied for Ordinary Membership of the Club and who having satisfied the Board that they are suitable to be Ordinary Members are elected to Ordinary Membership of the Club in accordance with these Rules.
- (b) All persons having one or more of the qualifications referred to in Rule 12 and who on the date of the adoption of these Rules are recorded in the Register of Members as members of the Club shall be Ordinary Members subject to these Rules.
- 12A (a) Sporting Members shall be those persons who:
- (i) are players of any sporting activity (other than the game of Rugby League Football) which is organised and/ or sponsored through the Club; or
 - (ii) are holders of official positions in relation to any sporting activity

referred to in paragraph (i) of this Rule 12A(a); or

- (iii) supporters of any of the sporting activity referred to in paragraph (i) of this Rule 12A(a) and have applied for Sporting Membership or have applied to be transferred to Sporting Membership from another category of membership and who have satisfied the Board they are suitable to be Sporting Members and are elected to Sporting Membership of the Club in accordance with these Rules.
 - (b) Any person who applies to be transferred to Sporting Membership from another category of membership shall do so in writing in a form approved by the Board. The form of application must be signed by the member but does not need to be proposed or seconded by another member.
13. (a) Associate Members shall be those persons who are of or over the age of 18 years and who have applied for membership of the Club and been elected to Associate Membership of the Club in accordance with these Rules.
- (b) All persons who on the date of the adoption of these Rules are recorded in the Register of Members as Associate Members of the Club shall continue as Associate Members of the Club subject to these Rules.

LIFE MEMBERS

14. (a) Members in general meeting may by special resolution confer Life Membership on any Ordinary Member provided:
- (i) The Board of Directors have approved the submission of the special resolution to the members;
 - (ii) The member named in the special resolution has concluded at least ten (10) years exceptional and meritorious service to the Club;
 - (iii) Not more than three (3) members are elected to Life Membership in any financial year of the Club.
- (b) A Life Member shall have all the rights and privileges of Ordinary Membership but shall not be required to pay an annual subscription to remain a member of the Club.

- (c) All persons who at the date of the adoption of these Rules are recorded in the Register of Members as Life Members shall continue as Life Members of the Club subject to these Rules.

PATRON

- 14A. (a) The Club may in general meeting by a two thirds majority of those eligible members present and voting elect a person to be a patron of the Club provided:
 - (i) the name of any person to be elected as a patron of the Club has had the prior approval of the Board; and
 - (ii) the number of patrons shall at no time exceed five (5).
- (b) If a patron is not a Full Member of the Club then that person shall be eligible to be an Honorary Member of the Club in accordance with these Rules.

VOTES OF MEMBERS

- 15. (a) Subject to these Rules, Ordinary Members and Life Members shall be eligible to attend and vote at all meetings of the Club.
- (b) Associate Members and Sporting Members will be eligible to only vote in the election of the Board or on the appointment or removal of any director of the Club and on any resolution to approve an honorarium for a director or directors of the Club but shall have no other voting rights.
- (c) Only Ordinary Members and Life Members shall be eligible to vote on a special resolution to amend the Constitution of the Club or these Rules.

HONORARY MEMBERS

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

- (c) When Honorary Membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
 - (i) the name in full of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary Membership is conferred;
 - (iv) the date on which Honorary Membership is to cease.

TEMPORARY MEMBERS

- 17. Subject to any exemptions contained in the Registered Clubs Regulation or any exemptions approved by the relevant regulatory body, the following persons in accordance with procedures established by the Board may be made Temporary Members of the Club:
 - (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of five (5) kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By- law pursuant to these Rules.
 - (b) A full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club.
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.
- 18.
 - (a) Temporary Members shall not be required to pay an entrance fee or annual subscription.
 - (b) Temporary Members shall have such rights and privileges as determined by the Board from time to time. Temporary Members shall NOT be entitled to introduce guests (other than minors) to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, nominate members for officer of the Club, or nominate members for Life Membership of the Club.
 - (c) The Secretary, President, Vice President or senior employee then on duty may refuse a person admission as a Temporary Member and/or terminate the membership of any Temporary Member at any time without notice and without having to provide any reason therefore.
 - (d) No person under the age of 18 years may be admitted as a Temporary Member of the Club.

- (e) The duration of Temporary Membership shall be as determined by the Board from time to time provided that Temporary Membership shall be for a period of up to, but not exceeding, seven (7) consecutive days (or for such longer period no more than thirty (30) consecutive days as the appropriate authority may approve in writing in relation to the Club) PROVIDED that a person who is attending the Club for the purpose of taking part in an organised sport or competition shall be a Temporary Member from the time on that day when that person attends the premises of the Club until the end of that day.
- (f) A Temporary Member (other than a Temporary Member who is exclusively attending the Club for the purpose of taking part in an organised sport or competition) is required to complete and sign the Temporary Member Register when entering the Club premises for the first time. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
- (g) A Temporary Member may be accompanied at the premises of the Club by a minor (person under the age of eighteen (18) years) provided that the Temporary Member is a responsible adult in relation to that minor and that such minor remains in the immediate presence of the Temporary Member. A minor's details must NOT be entered into the Temporary Member Register or the Guest Register of the Club.

PROVISIONAL MEMBERSHIP

- 19. Every person who has lodged with the Secretary a nomination form duly completed in accordance with these Rules seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form shall be granted Provisional Membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- 20. Should a person who is admitted as a Provisional Member not be elected to membership of the :
 - (a) that person shall cease to be a Provisional Member of the Club; and
 - (b) the annual subscription (if any) submitted with the nomination shall be returned to that person.
- 21. Provisional Members are:
 - (a) entitled only to:
 - (i) such social privileges and advantages of the Club as the Board may determine from time to time; and
 - (ii) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.
 - (b) not entitled to:

- (i) attend or vote at any meeting of the Club; or
- (ii) nominate for or be elected to the Board or any office of the Club;
- (iii) vote in the election of the Board; or
- (iv) vote on any Special Resolution (including a Special Resolution to amend this Constitution); or
- (v) propose, second or nominate any eligible person for membership of the Club; or
- (vi) propose, second, or nominate any eligible member for any office of the Club; or
- (vii) propose, second or nominate any eligible member for Life membership; or
- (viii) participate in the management, business and affairs of the Club in any way.

21A The Secretary may refuse an applicant for membership admission to the Club or remove an applicant for membership from the Club's premises 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.

ELECTION OF MEMBERS

22. A person shall not be admitted as a member of the Club other than as a Provisional, Temporary or Honorary Member unless that person is elected to membership at a meeting of the Board of the Club or a duly appointed election committee of the Club the names of those members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.
23. (a) Every application for membership shall be in writing and shall be in writing, either in hard form or created electronically and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
- (i) the full name of the applicant;
 - (ii) the residential address of the applicant;
 - (iii) the date of birth and the age of the applicant;
 - (iv) the telephone number and email address of the applicant;
 - (v) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club; and
 - (vi) such other particulars as may be prescribed by the Board from time to time.
- (b) Persons wishing to join the Club shall be able to make an application for membership of the Club online by using electronic means in such manner as may be determined by the Board by By-Law from time to time.

- (c) Except in the case of an electronic application for membership, every form of application for membership shall be signed by the applicant and shall be presented by the applicant in person to an authorised officer of the Club together with:
 - (i) the entrance fee (if any) and the first annual subscription for the class of membership applied for; and
 - (ii) photo identification such as (without limitation) a current driver's licence or a current passport held by that applicant.
 - (d) The authorised officer of the Club to whom the application is presented in accordance with Rule 23(d) shall compare the particulars of the applicant as appearing on the application with the particulars and identity of that person as appearing in the photo identification presented by the applicant and if that officer is satisfied that the particulars in the application and the identity of the applicant correspond with those on the photo identification the officer shall sign a statement to that effect on the application form.
 - (e) A person whose application has been signed by an authorised officer of the Club in accordance with paragraph (d) of this Rule 23 and who has paid to the Club the entrance fee (if any) and the first annual subscription for the class of membership applied for shall become a Provisional Member in accordance with Rule 19 and shall be issued with a membership card which until such person has been elected as an Ordinary Member or as an Associate Member of the Club by the Board shall entitle such member to only the rights and privileges of Provisional Membership.
24. The Secretary must cause the name of the applicant to be displayed on the Club notice board or in some other conspicuous place in the Clubhouse for a continuous period of not less than seven (7) days before the election of the applicant as a member of the Club. An interval of at least 14 days must elapse between the receipt of the application and the election of the applicant for membership of the Club.
25. Every person elected to membership shall be deemed to agree to pay the joining fee (if any) and annual subscription and other fees and charges as prescribed in the Constitution and to be bound by the Constitution of the Club and By-laws from time to time in force and the payment of the said joining fee or part thereof and/or the said annual subscription or part thereof shall be conclusive evidence of such agreement. Provided nevertheless that if such payment is not made within one (1) month after the date of the election to membership, the Board may at its discretion cancel its election of the person to membership of the Club.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

26. (a)
- For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.
- (b) In accordance with the Registered Clubs Act, the Board may from time to time, determined that subscriptions (if any) are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.

- (c) .
 - (d) Subject to the provisions of the *Anti-Discrimination Act 1977*, a member may in relation to age be granted special privileges and discounts on the annual subscription, and/or any other fees and levies.
 - (e) Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a Guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-laws of the Club.
27. Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time.
28. (a) All subscriptions prescribed by the Board shall be due and payable by the last day of September in each year.
- (b) Any person who has not paid his or her subscription referred to in paragraph (a) of this Rule on or before the last day of October in each year shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club in which case the provisions of Rule 31 shall not apply.
- (c) Any person who has ceased to be a member of the Club pursuant to paragraph (b) of this Rule 28 may re-apply for membership in accordance with these Rules.

NON-FINANCIAL MEMBERS

29. Notwithstanding any Rule contained in this Constitution, any member who is not a Financial Member (as defined in Rule 1) 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) propose, second or nominate any eligible person for membership of the Club;
 - (e) nominate or be elected or appointed to the Board or any committee of a Sub club;
 - (f) vote in the election of the Board or any committee of a Sub club;
 - (g) propose, second or nominate any eligible member for any office of the Club or any Sub club;
 - (h) propose, second or nominate any eligible member for Life membership.

REGISTERS OF MEMBERS AND GUESTS

30. 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) if the member is required to pay a subscription fee, the date on which that member last paid the subscription fee for membership of the Club.

(b) A register of persons who are Honorary members which shall be kept in accordance with Sections 31(1)(b) and 31(1)(b1) 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 15.1(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.

ADDRESSES OF MEMBERS

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

DISCIPLINARY PROCEEDINGS

32. Subject to Rule 33, the Board shall have power to reprimand, fine, suspend for a maximum period of up to 12 months, 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 of the provisions of this Constitution or any By-Law; or
- (b) is, in the reasonable opinion of the Board:
- (c) guilty of any conduct prejudicial to the interests of the Club; or
- (d) guilty of conduct which is unbecoming of a member.

33. 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 21.1;
 - (ii) the particulars of the charge, including the alleged facts and circumstances which gave rise to the charge against the member; and
 - (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 21.2 by notice in writing to the member's last known address at least seven (7) days before the meeting of the Board at which the charge is to be heard.
- (c) The member charged shall be entitled to:
 - (i) attend the meeting for the purpose of answering the charge; and
 - (ii) submit to the meeting written representations for the purpose of answering the charge;
 - (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 at the meeting, 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) The member charged is not entitled to legal or other representation at the meeting without the consent of the Board which the Board may give or withhold or give subject to conditions, as the Board in its absolute discretion determines. In recognition of the nature of the Club (and the nature of membership of the Club) as the Club is constituted under this Constitution, there is no presumption that the member charged has any right of representation at the meeting. If the member seeks consent to have representation at the meeting, then the member must apply in writing delivered to the Board through the office of the Secretary no later than two (2) days before the meeting. Without limiting the previous general words, in considering an application for consent to representation, the Board may take into account all or any of the following matters to the extent apparent from the charge - the nature and complexity of the charge and the seriousness of the charge; and also any submission by the member regarding the member's own personal capacity to understand the charge and to represent themselves before the Board in the context of the Club as a social and sporting club. The Board may delegate the power to deal with an application for consent for representation by either a general delegation or by a delegation in relation to a specific charge. The Board is not obliged to consider or Rule on an application for consent to representation prior to the commencement of the meeting at which the charge is to be heard. The member is not entitled to representation in relation to the consideration of the application for consent.
- (g) 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.
- (h) After the Board has considered the evidence put before it, the Board may:
 - (i) immediately come to a decision as to the member's guilt in relation to the charge; or
 - (ii) advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.
- (i) 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 33(h)(i), immediately inform the member of the Board's decision; or
 - (ii) in the case of a decision under Rule 33(h)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.
- (j) 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. 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.
- (k) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion.
- (l) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 21.
- (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. No appeal whatsoever shall lie from a decision of the Board pursuant to this Rule and any member reprimanded, suspended, or expelled pursuant to this said Rule shall have no right of action whether at law or in equity or other remedy whatsoever against the Club or Board or any member thereof by reason of such reprimand, suspension, expulsion or by reason of any act done or notice given prior to or consequent on or incidental to the same.
- (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.
34. If a notice of charge is issued to a member pursuant to Rule 33(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 and such suspension shall be promptly notified in writing to the member concerned.
35. Subject to Rules 36 and 37, a member who:
- (a) incurs a debt to the Club; and
 - (b) fails to discharge such debt within seven (7) days from service on that member of a notice from the Club in writing requiring payment thereof may, by resolution of the Board, be suspended or expelled from membership.
36. A member shall be notified, by notice in writing sent by post to the member's last known address, at least seven (7) days before the meeting of the Board at which the resolution is to be considered of the Board's intention to suspend or expel the member pursuant to Rule 35.
37. The provisions of Rules 32- 34 do not apply in connection with any proposal to suspend or expel a member pursuant to Rule 35.

ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

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

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

39. In respect of any suspension pursuant to Rule 38, the requirements of Rules 32 to 34 shall not apply.
40. If the Secretary (or his or her delegate) exercises the power pursuant to Rule 38, 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 that the matter be dealt with by the Board pursuant to Rules 32 and 33.
41. If a member submits a request under Rule 40(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 32;

and the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).
42. Rules 32 to 41 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 24 of this Constitution and the powers contained in section 77 of the Liquor Act.

DISCIPLINARY COMMITTEE

43. The Board may by resolution delegate all of the powers and functions given to the Board by Rules 32 to 34 to a Disciplinary Committee comprising not less than:
 - (a) three {3} directors of the Club;
 - (b) three (3) Life members or financial Ordinary Members of the Club;
 - (c) three (3) management staff of the Club; or
 - (d) any combination of (a), (b) and (c) above, selected by the Board.
44. The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 32 save that:
 - (a) a quorum of the Disciplinary Committee shall be three (3) ; and
 - (b) all references to the Board in Rule 32, except in Rule 33(k) shall be read as being references to the Disciplinary Committee.

45. The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 43 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

MEMBER UNDER SUSPENSION

46. Subject to the terms of their suspension, any member whose membership is suspended pursuant to Rules 32 or 38 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 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 Life membership.

REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

47. In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 51, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
 - (d) who hawks, peddles or sells any goods on the premises of the Club;
 - (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
 - (f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant or substance.

- (g) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
48. If pursuant to Rule 47 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 51) 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.
 49. Without limiting Rule 48, if a person has been refused admission to or turned out of the Club in accordance with Rule 47(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.
 50. Without limiting Rule 48, if a person has been refused admission to or turned out of the Club in accordance with Rule 47(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.
 51. 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.

(c) ~~(e)~~.

RESIGNATION AND CESSATION OF MEMBERSHIP

52. 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.
53. A resignation pursuant to Rule **Error! Reference source not found.** 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.

54. Any member who has resigned pursuant to **Error! Reference source not found.** will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.

GUESTS

55. (a) All members other than Temporary Members shall have the privilege of introducing guests to the Club and on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- (b) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been suspended or expelled from the Club or been refused admission or turned out from the Club premises.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (d) The Board shall have power to make By-laws from time to time not inconsistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (e) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (f) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (g) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- (h) Members introducing persons under the age of eighteen (18) years to the Club shall ensure that such persons remain in the designated permissible areas as defined by the Board.

BOARD OF DIRECTORS

56. (a) The business and affairs of the Club and the custody and control of its funds and property will be managed by the Board of up to nine (9) Directors comprising:
- (i) up to seven (7) Elected Directors being a President, a Vice President, a Treasurer, an Assistant Treasurer and three (3) Ordinary Directors; and
- (ii) up to two (2) Appointed Directors.
- (b) Only:

- (i) Life Members and Ordinary Members who have been Ordinary Members for a continuous period of not less than five (5) years; and
- (ii) Ordinary Members, Sporting Members and Associate Members who have served as Appointed Directors of the Club for a period of at least two (2) years,

shall be eligible to be Elected Directors of the Club.

(c) A member who:

- (i) is an employee; or
- (ii) is currently under suspension pursuant to Rules 20 or 21;
- (iii) is not a Financial member;
- (iv) 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;
- (v) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
- (vi) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;
- (vii) has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded) but it does not include a spent conviction (as defined in the Criminal Records Act 1991);
- (viii) has not been a Financial member of the Club for at least three (3) years immediately preceding the proposed date of election or appointment to the Board;
- (ix) was an employee of the Club during the three (3) years immediately preceding the proposed date of election or appointment to the Board.
- (x) is a current contractor of the Club or a director, secretary, employee or business owner of a contractor;
- (xi) was a contractor of the Club or a director, secretary, employee or business owner of a contractor immediately preceding the proposed date of election or appointment to the Board.
- (xii) has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (but not including any provisional suspension pending a disciplinary hearing);
- (xiii) is a director of another registered club which is located within the same Local government area as the Club

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

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

PROCEDURES FOR THE ELECTION OF THE BOARD

57. (a) From the election of the Board in 2024, the Elected Directors on the Board shall be election biennially (every two years) in accordance with Rules 57, 57A, 57B and 58 and will hold office subject to these Rules until the second Annual General Meeting after that at which they were elected when they shall retire but shall be eligible for re- election.
- (b) Nominations for the election of directors shall be made in writing and shall be signed by two (2) Ordinary Members or Life Members of the Club and by the nominee who shall signify his or her consent to the nomination.
- (c) All nominations for election to the Board of the Club shall be delivered to the Secretary by the closing date of nominations. The hour of 6:00 PM on that day which is the seventh day prior to the date fixed for the Annual General Meeting shall be the closing time for nominations.
- (d) Notice that nominations are open shall be given to all members with the notice of the Annual General Meeting.
- (e) After the close of nominations the Secretary shall post the names of the candidates and the proposers and seconders on the notice board.
- (f) If the full number of candidates for the positions of director is not nominated then the candidate or candidates, if any, already nominated shall be declared duly elected at the Annual General Meeting and nominations shall be made orally at the meeting for the vacancies then remaining. No person shall be elected from the floor of a meeting without giving consent to such nomination (whether present or not). If there be more than the required number nominated, an election by ballot for such vacancies remaining shall be held in accordance with this Constitution.
- (g) If there be more than the required number of candidates nominated for election to the Board a ballot shall take place on the date fixed for the Annual General Meeting at the place appointed for the holding of such ballot.
- (h) If there be only the requisite number of candidates nominated for election to the Board then those candidates shall be declared elected at the Annual General Meeting.
- (i) Any ballot for election of directors shall commence at the time fixed by the chairman of the Annual General Meeting.
- (j) The voting papers shall contain in alphabetical orders the names of all duly nominated candidates for the respective positions.
- (k) A voter shall mark his or her voting paper by striking out the name or names of the candidates for whom he or she does not wish to vote and leaving the

name or names of the candidate or candidates for whom he or she wishes to vote.

- (l) The ballot shall be conducted by a Returning Officer who may be the Secretary or such other person appointed by the Board and shall be assisted by at least two (2) scrutineers appointed by the Board. A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.
- (m) At the closing of the ballot the Secretary or other authorised person and the Scrutineers shall proceed with the examination of the voting papers and shall count the ballot and shall report the result to the chairman of the meeting who shall then declare the candidate or candidates who received the greatest number of votes to be duly elected.
- (n) Any voting paper upon which the votes are not recorded for the exact number of candidates to be elected shall be rejected as informal.
- (o) In any case of doubt as to the formality of a voting paper the matter shall be referred to the Returning Officer or in such person's absence to the chairperson of the meeting whose decision shall be final.
- (p) In the event of an equality of votes in favour of two or more candidates the Secretary shall determine the successful candidate by drawing lots in the presence of the Scrutineers.

57A . Within seven (7) days after the conclusion of the Annual General Meeting the Board of directors shall meet and shall elect from among their number a President, a Vice President, a Treasurer and an Assistant Treasurer and may do so from time to time upon their being any vacancy in those positions.

57B. The State Electoral Commissioner shall conduct an election of the Board of the Club if:

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

58. The Board may from time to time make such By-laws not inconsistent with these Rules as they think necessary for the conduct of any election and all matters in connection therewith.

SPECIAL APPOINTMENTS MADE BY THE BOARD

58A (a) In accordance with the Registered Clubs Act, the Board may appoint up to two (2) members as directors as would bring the number of directors on the Board to any number less than or equal to nine (9), provided that:

- (i) The terms shall be no more than three (3) years; and
 - (ii) The person must be a member of the Club at the time of, and for the duration of, the appointment; and
 - (iii) The person is not eligible for reappointment as an Appointed Director at the end of the term.
- (b) Within twenty-one (21) days of an appointment being made under this Rule 58A, a notice must be clearly displayed on the Club's notice board and, on the Club's website (if any) that states the reason for the person's appointment, the person's relevant skills and qualifications, and any payments to be made to the person in connection with the appointment.
 - (c) (c) An appointment made under Rule 58A(a) is not an appointment to a casual vacancy for the purposes of Rule 73.
 - (d) If the Board elects to make an appointment under Rule 58A(a), the appointment must comply with the requirements of the Registered Clubs Act and Registered Clubs Regulation 2015.

POWERS OF BOARD

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

this clause.

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

charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.

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

section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the Section shall also be produced promptly upon request to the Secretary at the Club's Office for inspection by or on behalf of the Board.

- (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board of Directors.
- (vi) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefor and with a recommendation as to further action (if any) to be taken by the Board.
- (n) To set the entrance fees and annual or other subscriptions and fees payable by all members.

PROCEEDINGS OF THE BOARD

- 61. (a) The Board may meet together in person and/or by electronic means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each Quarter for the transaction of business.
- (b) A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a minute book provided for that purpose.
- 61A. Secret ballots shall not be conducted at any meeting where electronic attendance is permitted unless all votes cast are cast electronically and are cast in exactly the same manner by each Board member. A Board member's attendance electronically shall not be recorded or stored and shall not be transmitted or relayed to a location other than to the meeting being attended.
- 62. The President shall preside as chairman at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President will take the chair. The quorum for meetings of the Board shall be four (4) members present in accordance with this Constitution. The President may at any time and the Secretary upon the request of not less than two (2) members of the Board shall convene a meeting of the Board.
- 63. Subject to these Rules questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 64. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by these Rules as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

65. 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.
66. (a) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- (b) For the purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- (c) A reference in paragraph (a) to all the Directors does not include a reference to a Director who at a meeting of the Board, would not be entitled to vote on the resolution.
67. In addition to Rule 66, 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 each director sending a reply email to the Club to that effect. The resolution shall be passed when the last director has sent their reply email agreeing to the proposed resolution.
68. No director shall be disqualified by reason of his or her office from contracting with the Club either as vendor or purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any director shall be in any way interested be avoided nor shall any director so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such director holding that office or of the fiduciary relationship thereby established provided that the director declares the nature of his or her interest at a meeting of the Board of the Club.

DISCLOSURE OF DIRECTORS' INTERESTS

69. (a) Each Director must comply with the Corporations Act in relation to the disclosure of the Director's interests.
- (b) A Director who has a material personal interest in a matter that relates to the affairs of the Club must declare that interest to the Board before the transaction was entered into. A Director that has an interest in a matter may give the Board standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the Club at the time the notice is given. The Secretary shall record in the minutes any declaration made or any general notice given by a Director in accordance with this Rule.
- (c) Unless otherwise approved in writing by the Board, a Director is ineligible to hold office and is also disqualified from office by contracting with the Club either as

vendor, purchaser or otherwise except with express resolution of approval of the Board.

- (d) Unless a declaration of interest is made by a Director at a Board meeting prior to the Club entering into a contract, any such contract or any contract or arrangement entered into by or on behalf of the Club in which any Director is in any way interested will be voided for such reason.
- (e) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.
- (f) The Club cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (g) If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting, then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Club and the general meeting may pass a resolution to deal with the matter.

DUTIES OF DIRECTORS, THE SECRETARY, AND EMPLOYEES

- 70.
- (a) A Director, Secretary, other officer or employee of the Club must not improperly use their position to gain an advantage for themselves or someone else; or to cause detriment to the Club.
 - (b) A Director or other officer of the Club must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if they were a director or officer of a club in the Club's circumstances.
 - (c) A Director or other officer of the Club who makes a business judgment is taken to meet the requirements of subsection (b), and their equivalent duties at common law and in equity, in respect of the judgment if they:
 - (i) make the judgment in good faith for a proper purpose; and
 - (ii) do not have a material personal interest in the subject matter of the judgment; and
 - (iii) inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
 - (iv) rationally believe that the judgment is in the best interests of the Club.
 - (d) A Director or other officer of the Club must exercise their powers and discharge their duties in good faith in the best interests of the Club; and for a proper purpose.
 - (e) A person who obtains information because they are, or have been, a Director, Secretary or other officer or employee of the Club must not improperly use the information to gain an advantage for themselves or someone else; or to cause detriment to the Club.

VACANCIES ON BOARD

- 71.
- (a) Members who are entitled to vote at an election of the Club may by ordinary resolution remove any member of the Board of Directors or the whole of

the Board before the expiration of any Director's period of office and may by ordinary resolution appoint another member or members in their stead providing that each person so appointed complies with the requirements of this Constitution. Any person so appointed shall hold office until the next Annual General Meeting.

- (b) The Secretary must give the Director or Directors a copy of the notice as soon as practicable after it is received.
- (c) A Director is entitled to put a case to the members by giving the Secretary a written statement for circulation to members and speaking to the motion at the meeting. The director's statement does not have to be circulated to members if it is more than 1,000 words long or defamatory.

72. The Office of a member of the Board shall immediately be deemed vacant if the Office holder:

- a. ceases to be a member of the Board by virtue of the Act (in particular, but not limited to, provisions relating to convictions and bankruptcy);
- b. becomes prohibited from being a member of the Board by reason of any order made under the Act, the Registered Clubs Act or the Liquor Act (which may include failing to undergo training for directors);
- c. fails to declare the nature of an interest in a contract or office or property as provided by the Act;
- d. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- e. is removed from office by an ordinary resolution passed by members at a general meeting of which due notice has been given to remove the person from office;
- f. is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board unless the Board determines that the office is not vacant as a result of that absence;
 - g. ceases to hold the necessary qualifications to be elected or appointed to the Board;
 - h. is convicted of an indictable offence (unless no conviction is recorded);
 - i. is not a financial member of the Club;
 - j. is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months;
 - k. is removed from office as a director in accordance with the Act and this Constitution;
 - l. does not hold a Director Identification Number (unless exempted from doing so).
 - m. was not eligible to stand for or be elected or appointed to the Board;

- n. becomes an employee of the Club;
 - o. resigned from office by notice in writing to the Secretary of the Club;
 - p. ceases to be a member of the Club.
73. 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.

HONORARIUM

- 72A. Nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

GENERAL MEETINGS

74. 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.
75. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- (b) The Board must call and arrange to hold a general meeting of the Club on the request of financial members with at least five per cent (5%) of the votes that may be cast at a general meeting. In this Rule 53 the term "the request" shall mean the request referred to in this paragraph (b) and being entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).
- (c) The request must:
- (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Club.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within 21 days after the request is given to the Club. The meeting is to be held not later than two (2) months after the request is given to the Club.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Club.

- (g) The meeting referred to in paragraph (f) of this Rule 53 must be called in the same way - so far as is possible - in which general meetings of the Club may be called. The meeting must be held not later than three (3) months after the request is given to the Club.
 - (h) To call the meeting the members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give the members the copy of the Register without charge.
 - (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if they prove that they took all reasonable steps to cause the directors to comply with this Rule 53. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
 - 0) A meeting of members must be held for a proper purpose. A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
- 76.
- (a) At least 21 days' notice must be given of the Annual General Meeting and of any general meeting of the members of the Club.
 - (b) A notice of a general meeting of the Club's members must:
 - (i) set out the place, date and time of the meeting; and
 - (ii) state the general nature of the meeting's business; and
 - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.
 - (c) A copy of a notice of a general meeting of the members of the Club shall also be posted on the Club notice board for a period of not less than 21 days prior to the date of the meeting.
 - (d) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the notice board shall invalidate any proceedings at such meeting.
 - (e) 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.
 - (f) 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.

- (g) 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.
- (h) 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.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

77. The business of the Annual General Meeting shall be as follows:
- a. to confirm the Minutes of the previous Annual General Meeting;
 - b. To receive and consider the reports referred to in Rule 69;
 - c. To elect the Board (if required);
 - d. To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - e. To deal with any other business of which due notice has been given;
 - f. The chairman 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;
 - g. If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

MEMBERS' RESOLUTIONS

78. (a) The following members may give the Club notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution;
or
 - (ii) at least 100 members who are entitled to vote at a general meeting.
- (b) The notice must:
- (i) be in writing; and
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.

- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice.
79. (a) If the Club has been given notice of a resolution under Rule 56, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given. If a general meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days' notice of the resolution to members, the Club may, at its discretion, and with due notice, present the resolution to members for consideration.
- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
- (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (e) The Club need not give notice of the resolution:
- (i) if it is more than 1,000 words long or defamatory; or
- (ii) if the members making the request are to bear the expenses 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.
80. (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
- (i) a resolution that is proposed to be moved at a general meeting; or
- (ii) any other matter that may be properly considered at a general meeting.
- (b) The request must be made by:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
- (ii) at least 100 members who are entitled to vote at the meeting.
- (c) The request must be:
- (i) in writing; and
- (ii) signed by the members making the request; and
- (iii) given to the Club.
- (d) Separate copies of a document setting out the request may be used for signing by

members if the wording of the request is identical in each copy.

- (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the company.
- (f) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.
- (g) The Club is responsible for the cost of making the distribution if the Club receives the statement in time to send it out to members with the notice of meeting.
- (h) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (i) The Club need not comply with the request:
 - (i) if the statement is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

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

80A. A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the auditor if the question is relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the auditor even if the Club believes the question is not relevant to the Auditor's Report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

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

purpose of attending and speaking at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

83. The President shall be entitled to take the chair at every general meeting. If the President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Vice President will take the chair and if the Vice President is unwilling or unable to act then the members present shall elect a chairperson for the meeting.
84. At any general meeting of the Club twenty members present in person and entitled to vote shall be a quorum. If a quorum is not present within 15 minutes after the time for the commencement of the meeting the same shall be adjourned to the same day in the next week at the same time and place provided that if the meeting has been convened at the request of members pursuant to Rule 53 the same shall be dissolved. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
85. (a) Except in the case of a special resolution every question submitted to a meeting shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting shall have a second or casting vote.
- (b) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairman or on a question of adjournment shall be taken forthwith.
- (c) A demand for a poll may be withdrawn.
- (d) At any general meeting (unless a poll is demanded) a declaration by the chairman of that meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
86. A person shall not:
- (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
- (b) Vote at any election including an election of a member or of the Board as the proxy of another person.
87. The chairman of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an

adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

MINUTES

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

ACCOUNTS

89. The Board shall cause proper accounts, books, and other records to be kept with respect to the financial affairs of the Club in accordance with the Act, the Registered Clubs Act, and Australian Accounting Standards.
90. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
91. (a) The Club shall prepare, on a quarterly basis, financial statements that incorporate the Club's profit and loss accounts and trading accounts for the quarter, and a balance sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the Registered Clubs Act.
- (d) The financial statements shall be available to the members of the Club within 48 hours of the statements being adopted by the Board. The Club shall display a permanent notice on the Club's notice board and on the Club's website (if any) indicating how the members of the Club can access the financial statements. The Club shall provide a copy of the financial statements to any member of the Club on a request in writing by the member.
- 90A. (a) In accordance with the Act, the Board shall present to members in general meeting once in every year a financial report for the financial year, a Directors' report for the financial year, and such other reports and statements as required by the Act and Registered Clubs Act. The Club shall have its financial report for a financial year either audited or reviewed in accordance with the Act and Australian Accounting Standards. The financial statements and notes for a financial year must give a true and fair view of the financial position and performance of the Club.

- (b) The Directors' Report, in addition to the other statutory requirements, shall include:
 - (i) the name of each person who has been a Director at any time during or since the end of the financial year; the period for which each person was a Director; each Director's qualifications, experience and special responsibilities; and the number of meetings of the Board held during the year and each Director's attendance at those meetings.
 - (ii) for each class of membership, the amount which a member of that class is liable to contribute if the company is wound up; and the total amount that members of the Club are liable to contribute if the Club is wound up.
- (c) In accordance with the Registered Clubs Act, the annual report shall specify the core property and non-core property of the Club as at the end of the financial year to which the report relates.

ANNUAL REPORT

- 90B. (a) A member of the Club may, by notice in writing to the Club, request to receive a hard copy or an electronic copy of the annual report. If a member makes a request for an annual report, the request is made by the member for that financial year; and is a standing request made by the member for each later financial year until the member changes the request
- (b) If the Club prepares a financial report or a directors' report for a financial year, or obtains an auditor's report on the financial report, the Club must send a copy of the report, free of charge, to each member who has requested an annual report.
- (c) Annual reports must be sent no later than twenty-one (21) days before the annual general meeting or no later than four (4) months after the end of the financial year to which the report relates, whichever is the earlier.
- (d) In addition to any other requirements of this Rule relating to the supply of an annual report to members, the Club may also provide to members a concise report and/or may make a copy of the annual report or the concise report readily accessible on a website.
- (e) The provisions of this Rule shall not relieve the Club of the obligation to give notice in writing of general meetings to all members entitled to attend general meetings.

FINANCIAL YEAR

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

AUDITORS

- 93. (a) In accordance with the Act, the Club must appoint an auditor at an Annual General Meeting to fill any vacancy or casual vacancy in the office of auditor.

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

SECRETARY

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

COMPANY SEAL AND EXECUTION OF DOCUMENTS

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

NOTICES

96. Any notice in writing may be given by the Club to a member either:
- (a) personally;
- (b) by sending it by post to the address for the member in the Register of Members;
- (c) by sending it to the electronic address of the member; or
- (d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.
97. (a) Where a notice is sent to a member in accordance with:
- (i) Rule 96(a), the notice is deemed to be received on the day it is given to the member; and
98. (ii) Rule 96(b) and (c) the notice shall be deemed to have been received by the member on the day following that on which the notice was sent; and
- (iii) Rule 96(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.
- 98B. If a member has not supplied to the Club an address within the State of New South Wales or an electronic address for the giving of notices, a notice posted up on the notice board shall be deemed to be given to such member when it is so posted up.

INDEMNITY TO OFFICERS

99. (a) Every Officer of the Club (as defined in the Act) and auditor shall be indemnified out of the property of the Club against any liability incurred by him or her in such person's capacity as Officer or auditor in defending any proceedings, whether civil or criminal in which judgement is given in his or her *favour* or in which he or she is acquitted in connection with any application under the Act in which relief is under the Act granted by the Court in respect of any negligence, default, breach of any duty or trust.
- (b) To the greatest extent permitted by law, the Club may pay, or agree to pay, a

premium in respect of a contract insuring a person who is or has been a Director or Officer of the Club or of a subsidiary of the Club against any liability including any liability for legal costs other than a liability that arises out of conduct involving a wilful breach of duty in relation to the Club or a wilful contravention of the Act.

CONSTITUTION

100. (a) The Constitution may be altered or amended at a general meeting by special resolution of which due notice has been given to members of the Club entitled to vote on the special resolution.
- (b) The majority required for passing of a special resolution relating to such alterations or amendments to the Constitution shall be seventy-five per cent (75%) of members present and entitled to vote at the said meeting.
- (c) A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
- 98A. (a) The Club shall, within fourteen (14) days of amending its Constitution, lodge a copy of the amendments with the Australian Securities and Investments Commission.
- (b) The Club shall, within one (1) month after amending its Constitution, lodge with the Authority a copy of the Constitution and a copy of the amendments certified as correct by the Secretary of the Club.
- 98B. The Club must send a copy of its constitution to a member within seven (7) days if the member asks the Club in writing for the copy and pays any fee required by the Board (optional fee up to, but not exceeding, the amount prescribed in the Act).

PLAYERS

101. (a) Any person eligible to play rugby league football may apply in writing to be registered with the Club as a player of the Club provided that he qualifies as a player under the rules of the Country Rugby League of New south Wales. Upon such application being made the Club may register such person as a player of the Club and that person shall be eligible to play as a player of the Club in any of the Club's teams.
- (b) Any person who is a member of the Club and qualifies as a player under the rules of the Country Football League of New South Wales upon registration as a player of the Club shall be eligible to play football with the Club.
- (c) The directors may impose a charge or fee from year to year to be paid by any person seeking to be registered as a player with the Club.
- (d) Registration of a player who is not a member of the Club shall not of itself entitle the player to use any portion of the Club's defined premises under the Registered Clubs Act but such player shall be entitled to use such other portion of the Club's premises as may be determined by the Board and subject to such regulations as the Board may make in respect of the use of the premises. Such a person shall not be entitled to any of the rights of members of the Club.
- (e) The Club shall keep a register of players of the Club in which shall be recorded the names and addresses of each person accepted as a player of the Club for each football season.

- (f) The Club's colours shall be red, white and blue.

Section 2:

MEMORANDUM OF ASSOCIATION OF ERINA RUGBY LEAGUE FOOTBALL CLUB LTD

1. The name of the Company is Erina Rugby League Football Club Limited (hereinafter called "the Club")
2. The objects for which the Club is established are:
 - (a) To take over the funds and other assets and liabilities and to effectuate and carry into execution the rights and obligations of the unincorporated Association known as "Erina Rugby League Club".
 - (b) To carry on as a rugby league football club under the control and management of the Country Rugby Football League of New South Wales or anybody having the control of the playing of rugby league in New South Wales. The Club is to be primarily devoted to the athletic pastime of the playing of rugby league football.
 - (c) To encourage foster and promote rugby league football in the City of Gosford or elsewhere and to provide or assist in the provision of training conditioning and teaching facilities for rugby league football.
 - (d) To promote all or any of the games of rugby league football bowls tennis squash golf billiards touch football cricket darts fishing and other sports recreations and pastimes and to acquire prepare and maintain football grounds tennis and squash courts or facilities necessary or desirable for any sport or pastime.
 - (e) To provide for members and members' guests and associate members a social and sporting club with all the usual facilities of a club including liquid and other refreshment libraries and provision for sporting musical and educational activities and other social amenities.
 - (f) To purchase hire lease or otherwise acquire for the purpose of the Club any real or personal property and any rights or privileges which the club think necessary or convenient for the carrying out of its objects or any of them.
 - (g) To give sell mortgage exchange hire lease or otherwise dispose of the property of the Club or any part or parts thereof.
 - (h) To invest and deal with any of the money of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
 - (i) To make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
 - (j) To borrow money from time to time and for such purposes to give debentures liens mortgages charges or other security over the whole or any part of the property real or personal of the Club.

- (k) In furtherance of the objects of the Club to apply for and obtain and hold a Club Licence or any other licence or licences or Certificate of Registration under the Liquor Act or laws or any other Act or Laws for the time being operative and for such purpose or purposes to appoint if necessary or desirable a manager or managers or other officer or officers to act as licensee or licensees and hold the licence or licences on behalf of the Club.
- (l) In furtherance of the objects of the Club to obtain and hold any licence or permission necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco cigars and cigarettes and of all kinds of goods provisions etcetera required used or desired by members.
- (m) To take or reject any gift of property moneys or goods whether subject to any special trust or not.
- (n) To erect maintain improve or alter any building or buildings for the purposes of the Club.
- (o) To render aid either financial or by other means to persons in necessitous circumstances in the State of New South Wales or elsewhere.
- (p) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (q) To establish support or aid in the establishment and support of associations funds trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payment towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.
- (r) To print and publish any newspaper periodical book leaflet programme brochure and other promotional material or any kind of printed material by any method that the Club may think desirable for the promotion of the objects of the Club.
- (s) To grant licences concessions franchises or the like conferring any exclusive or non-exclusive or limited right to use the Club name emblem badge the grant of which may calculate directly or indirectly to benefit the Club and to use exercise develop and grant or otherwise turn to account the property rights or information in respect of the Club for the purposes of the Club.
- (t) To enter into arrangements with any government or authority supreme municipal local or otherwise that may seem conducive to the Club's object or any of them and to obtain from any such government or authority any rights privileges and concessions which the Club may think it desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions.
- (u) To appoint employ remove or suspend such managers clerks secretaries servants workmen and other persons as may be necessary or convenient for the purposes of the Club.
- (v) To 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 players registered with the Club or the officials or members or associate members with the Club or the dependants or connections of any such persons and to grant pensions and allowances to make payment towards

insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public general or useful object.

- (w) To 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.
 - (x) In furtherance of the objects of the Club to amalgamate with any 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 any extent at least as great as that imposed upon the Club under or by virtue of clause 3 of this Memorandum.
 - (y) In furtherance of the objects of the Club to transfer all or any part of the property assets liabilities and engagements of the Club to any one or more of the companies institutions societies or associations with which the Club is authorised to amalgamate.
 - (z) To carry on all such activities as may be necessary or convenient for the purposes of the club or any of them.
 - (aa) To do all such acts deeds matters and things and to enter into and make such arrangements as are incidental or conducive to the attainment of the objects of the Club or any of them.
3. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to or amongst the members of the Club. Provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the club or otherwise owing by the Club to him or of remuneration to any officers or servants of the Club or to any member of the Club or other persons in return for any services actually rendered to the Club. Provided further that no member of the Board of Directors or governing body shall be appointed to any salaried office of the club or any office of the Club paid by fees and that no remuneration shall be given by the Club to any member of such Board of Directors or governing body provided that nothing herein contained shall be construed so as to prevent the allowance of an honorarium to any such member in respect of special honorary services rendered or the repayment to any such member of out of pocket expenses and interest on money lent or hire of goods or rent for premises demised to the Club; Provided that the provision last aforesaid shall not apply to any payment to any railway gas electric lighting water cable or telephone company or corporation of which a member of the Board of Directors or governing body may be a member or to any other company in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.
4. The liability of the members is limited.
5. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member or within one (1) year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding up the club and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding twenty dollars.

6. If upon winding up or dissolution of the club there remains, after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to some other institution or institutions having objects similar to those of this Club being similarly exempt from income tax and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 3 hereof such institution or institutions to be determined by the members at or before the time of the dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
7. True accounts shall be kept of the sums of money received and expended by the club and the matters in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more qualified members of a recognised institute, association or body of accountants.
8. The full names and addresses and occupations of the subscribers of the Company are as follows:

Kelvin John McFadden
No.3 Sunland Place, WYOMING Policeman

Bryce Daniel Norman
Ridgeway Road, AVOCA BEACH Electrical Linesman

Griffith Francis Edwards
No. 1 Tramway Road, NORTH
AVOCA BEACH Retired

Raymond Joseph Fairbairn
19 Wells Street,
EAST GOSFORD
Survey Draftsman

Cliffe John Harris
36 Maitland Road,
SPRINGFIELD
Cook

Leon Charles Brown
17 Whitton Street,
NORTH GOSFORD
Fire Control Officer

Clarence Walter Goldie
22 Lord Street,
LONG JETTY
Labourer

Reginald James Carter
65 Maidens Brush
Road, WYOMING
Salesman

Martin John Verden
C/- Homedale Caravan Park, WEST
GOSFORD Electrician

9. The subscribers are desirous of being formed into a company pursuant of this Memorandum of Association.

DATED this 28th day of October 1970

Witness:

J.T. Sharron
12 Third Ave, BATEAU BAY
Clerk

Prepared by

Small Block Club Services

T: 02 6959 4997 SmallBlockCS@aol.com PO Box 3 Narrandera NSW 2700

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