

CORPORATIONS ACT

A public company limited by guarantee and not having a share capital

CONSTITUTION

OF

COOLAMON SPORT AND RECREATION CLUB LIMITED

(ACN 001 061 829)

Adopted 1 February 2026

NAME

1. The name of the Company (hereinafter called "the Club") is "Coolamon Sport & Recreation Club Limited".
2. The address of the Club is 71-73 Lewis Street Coolamon NSW 2701 and the registered office of the Club shall be the same address.

PREAMBLE

- 2A. The Coolamon Sport and Recreation Club was formed in 2008 when the Coolamon Golf Club merged with the Coolamon Lawn Bowls. The Club continues to operate at the site of the Coolamon Golf Club, from which it has operated since 1955.

DEFINITIONS

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

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

"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.

"the Club" means the Coolamon Sport and Recreation Club Limited.

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

"Constitution" means and includes these Rules.

"Director Identification Number" means the director identification number referred to in the Act.

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

"Full member" or "Ordinary member" means a person who is in a category of membership referred to in Rule 17 of the Club's Constitution.

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

"General Meeting" includes Annual General Meeting.

"in writing" and **"written"** include printing typing lithography and other modes of representing or reproducing words in visible form in the English language.

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

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

"month" except where otherwise provided in this Constitution means calendar month.

"Non-Financial member" means a member who has not renewed their membership of the Club by the relevant due date, and/or has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

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

"Officer" includes any member of the Board, but does not include the Auditor.

"the Registered Clubs Act" means the Registered Clubs Act, 1976. When any provision of the Act is referred to, that reference is to such provision as modified by any law for the time being in force.

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

"Special Resolution" has the meaning assigned thereto by the Act.

"Sub-club" means a club wholly contained within the Club and responsible for a specific activity.

INTERPRETATION

4. A decision of the Board on the construction or interpretation of this Constitution, or on any By-Laws of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.
5. Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

PRELIMINARY

6. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.
7. The Club is established for the purposes set out in this Constitution.
8.
 - (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 or she is a member of the governing body or of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
 - (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
 - (d) The Secretary Manager or any employee or a member of the Board or of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
 - (e) A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or the Board.

- (f) Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.
- 9.
- (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.

LIQUOR & GAMING

- 10.
- (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 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) Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
 - (e) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.
 - (f) Notwithstanding any other provision of this Constitution, the Club has the power to implement and enforce any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on the premises or any part of the premises of the Club and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

OBJECTS

11. The objects of the Club are to: -
- (a) provide for members and for members' guests a social and sporting club with all the usual facilities of a club including residential and other accommodation, liquid and other refreshments, libraries and provision for sporting, musical and educational activities and other social amenities.
 - (b) purchase, hire, lease or otherwise acquire for the purposes of the Club any real or personal property any rights and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
 - (c) give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Club or any part or parts thereof, subject to the requirements of the Liquor Act, the Registered Clubs Act and this Constitution.
 - (d) invest and deal with any of the monies of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time vary and realise such investments.

- (e) make, draw, accept, endorse, discount, executive and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
 - (f) borrow money from time to time 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.
 - (g) hold a club licence under the Liquor Act, gaming machine entitlements and own gaming machines under the Gaming Machines Act and any other rights, entitlements, permits, authorities and licences necessary and desirable for the Club.
 - (h) take or reject any gift of property, money or goods whether subject to any special trust or not.
 - (i) erect, maintain, improve or alter any building or buildings for the purposes of the Club.
 - (j) 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.
 - (k) establish, support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object.
 - (l) carry on such activities as may be necessary or convenient for the purposes of the Club or any of them.
 - (m) do all such acts, deeds, matters and things and enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.
12. 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 Constitution 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 the members of the Club. Provided that nothing shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Club, or to any member of the Club in return for any service actually rendered to the Club PROVIDED FURTHER THAT no member of the Board of Directors 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 PROVIDED THAT nothing herein contained shall be construed as to prevent the allowance of an honorarium to any such member of the Board of Directors in respect of special honorary services rendered or the repayment to any such member of out-of-pocket expenses and interest on money lent for hire of goods or rent for premises demised to the Club. The amount of any honorarium shall be approved by the members of the Club at a General Meeting.

WINDING UP

- 13. The liability of the members is limited.
- 14. 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 or she is a member or within

one year afterwards for payment of the debts and liabilities of the Club, contracted before the time at which he or she 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 two dollars (\$2.00).

15. If upon the 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 amongst 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 and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club, under or by virtue of this Constitution 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.

MEMBERSHIP

16. No person under the age of eighteen (18) years shall be admitted as a member of the Club, other than as a Junior Golf member, Junior Bowling member or Junior Touch member in accordance with this Constitution.
17. Unless otherwise determined by the Club by way of by-law, the categories of Full membership of the Club shall be Full Golfing Membership, Full Bowling Membership, Multi membership. Social membership, Junior Golfing membership, Junior Bowling membership, Staff membership, Life membership, Touch membership and Junior Touch membership.
18. Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as Provisional members, Honorary members and Temporary members.
19. All categories of membership are open to all sexes.
20. The number of Full members having the right to vote in the election of the Board shall be not less than such minimum prescribed by the Registered Clubs Act.
21. The rights of members to use the facilities of the Club shall be as the Board may determine from time to time by By-Law or otherwise.
22. The rights of members to use the facilities and amenities of the Club (including the Clubhouse and sporting facilities) shall be as the Board may determine from time to time by By-Law or otherwise.
23. Members shall be required to pay an additional subscription determined by the Board from time to time in order to be eligible to use any of the sporting facilities offered by the Club.

ELIGIBILITY FOR FULLMEMBERSHIP

24. The requirements for eligibility of persons for election to the following classes of Full membership are:
- (a) Full Golfing Members**
- Full Golfing members shall be persons who have attained the age of eighteen (18) years and been elected or transferred to Full Golfing membership of the Club.
- (b) Full Bowling Members**

Full Bowling members shall be persons who have attained the age of eighteen (18) years and been elected or transferred to Full Bowling membership of the Club.

(c) Multi Member (Golf and Bowls Member)

Multi members shall be persons who have attained the age of eighteen (18) years and been elected or transferred to Multi membership of the Club.

(d) Social Members

Social members shall be persons who have attained the age of eighteen (18) years and been elected or transferred to Social membership of the Club.

(e) Junior Golfing Members

Junior Golfing members shall be persons who have not attained the age of eighteen (18) years and been elected to Junior Golfing membership of the Club.

(f) Junior Bowling Members

Junior Bowling members shall be persons who have not attained the age of eighteen (18) years and been elected to Junior Bowling membership of the Club.

(g) Staff Members

Staff members shall be persons who:

- (1) have attained the age of eighteen (18) years; and
- (2) are employed by the Club;
- (3) been elected to Staff membership of the Club.

A person shall immediately cease to be a Staff member of the Club and a member of the Club upon the expiration or termination of their employment with the Club and he or she must apply for membership of the Club if they wish to be a member of the Club.

(h) Life Members

Life members shall be persons who have attained the age of eighteen (18) years and been elected to Life membership of the Club in accordance with this Constitution.

(i) Touch Member

Touch members shall be persons who have attained the age of eighteen (18) years and been elected or transferred to Touch membership of the Club.

(j) Junior Touch Member

Junior Touch members shall be persons who have not attained the age of eighteen (18) years and been elected to Junior Touch membership of the Club.

25. No person may be elected as a Junior Golfing member, Junior Bowling member or Junior Touch member unless the Club receives written consent from the parent or guardian of that person becoming a member of the Club and taking an active part in the sporting activities of the Club.

TRANSFER OF MEMBERSHIP

26. The Board has the power on the application of any member to transfer that member to another category of membership (other than Life membership) if that member has the qualifications for that other category of membership.
27. The Board shall have the power to transfer a Full member who ceases to hold the necessary qualifications for their existing category of membership to another category of membership of the Club for which the Full member has the necessary qualifications

(for example, a junior member who attains the age of eighteen (18) to a senior category of membership).

LIFE MEMBERS

28. (a) Any member who has rendered not less than ten (10) years' outstanding service to the Club or for any other commendable reason may be elected to Life membership by resolution carried by a simple majority of those members present and voting at an Annual General Meeting, following the submission to such meeting of an appropriate recommendation from the Board.
- (b) A nomination for Life membership must be proposed and seconded by two (2) eligible Full members.
- (c) A Life member is relieved from payment of any annual subscription but shall pay any other fees or levies payable by a Club member.
- (d) A Life member shall otherwise have the same rights and privileges of the class of membership to which he or she belonged immediately prior to becoming a Life member.

RIGHTS OF MEMBERS

29. (a) Subject to any restrictions contained in this Constitution, Life members, financial Full Golfing members, financial Full Bowling members, financial Social members, financial Multi members and financial Full Touch members shall be entitled to:
- (i) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time;
 - (ii) attend and to vote at all General Meetings of the Club (including Annual General Meetings); and
 - (iii) vote for the election of the Board;
 - (iv) be nominated for, elected to and hold office on the Board;
 - (v) vote on any Special Resolution including any Special Resolution to amend this Constitution;
 - (vi) propose, second, or nominate any eligible member for any office of the Club;
 - (vii) propose, second or nominate any eligible member for Life membership;
 - (viii) introduce guests to the Club.
- (b) Subject to any restrictions contained in this Constitution, Staff members are entitled to:
- (i) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
 - (ii) introduce guests into the Club.
- (c) Staff members are not entitled to:
- (i) attend and to vote at all General Meetings of the Club (including Annual General Meetings); and
 - (ii) vote for the election of the Board;
 - (iii) be nominated for, elected to and hold office on the Board;
 - (iv) vote on any Special Resolution including any Special Resolution to amend this Constitution;

- (v) propose, second, or nominate any eligible member for any office of the Club;
 - (vi) propose, second or nominate any eligible member for Life membership.
- (d) Subject to any restrictions contained in this Constitution, Junior Golfing members, Junior Bowling members and Junior Touch members are entitled to such playing and social privileges and advantages of the Club as may be determined by the Board from time to time.
- (e) Junior Golfing members, Junior Bowling members and Junior Touch members are not entitled to:
- (i) attend and to vote at all General Meetings of the Club (including Annual General Meetings); and
 - (ii) vote for the election of the Board;
 - (iii) be nominated for, elected to and hold office on the Board;
 - (iv) vote on any Special Resolution including any Special Resolution to amend this Constitution;
 - (v) propose, second, or nominate any eligible member for any office of the Club;
 - (vi) propose, second or nominate any eligible member for Life membership;
 - (vii) introduce guests to the Club.
- (f) A member who is suspended from membership of the Club shall not be entitled to any rights and privileges of membership during their period of suspension.
30. Each member who is entitled to vote has one vote, but cannot vote by proxy.

HONORARY MEMBERS

31. The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (a) the patron or patrons for the time being of the Club;
 - (b) any prominent citizen or local dignitary visiting the club.
32. Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are Full member.
33. Honorary members who are not Full members of the Club shall only be entitled to the facilities and amenities of the Club as the Board may determine from time to time and to introduce guests into the Club but shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.

TEMPORARY MEMBERS

34. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any person whose ordinary place of residence in New South Wales is not less than such minimum distance as may be determined from time to time by the Board by by-law pursuant to this Constitution.
 - (b) A full Member (as defined in the Registered Clubs Act) of any registered other club which has objects similar to those of the Club;
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the

premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.

- (d) Any interstate or overseas visitor.
35. (a) Temporary members shall not be required to pay an entrance fee or annual subscription;
- (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;
- (c) Temporary members shall be entitled to such playing and social privileges and advantages of the Club as may be determined by the Board from time to time but not be permitted to introduce guests into the Club except for minors in accordance with Rule 67;
- (d) The Secretary, or senior employee then on duty may refuse a person admission to the Club 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;
- (e) No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 34(c);
36. A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members on the first day that they enter the Club's premises during that period.

PROVISIONAL MEMBERSHIP

37. Every person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form shall be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
38. Should a person who is admitted as a Provisional member not be elected to membership of the Club that person shall cease to be a Provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
39. Provisional members shall be entitled only to the social facilities and amenities of the Club and to introduce guests into the Club if the Provisional member is an application for a class of membership which is permitted to do so but shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way. Unless otherwise determined by the Board, Provisional members are not entitled to participate in any members promotions or loyalty programs.
40. The Secretary or senior employee then on duty may may refuse a person admission to the Club as a Provisional member and/or terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee an annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

ELECTION OF MEMBERS

41. A person applying for membership of the Club (the applicant) must complete a membership application form and submit it to the Club.
42. Without limiting the powers of the Board, the Board will determine:
 - (a) the form and particulars of the application form; and
 - (b) how the application form is to be submitted (that is, in person and/or electronically);
 - (c) if the initial joining fee and subscription must be paid when submitting their application form;
 - (d) in the case of electronic applications, if the applicant must attend the Club's premises to have their identity verified before their membership application can be considered by the Board or election committee.
43. After the membership application form has been submitted, the full name of the applicant must be displayed on the Club's noticeboard for at least seven (7) days.
44. All membership applications will be considered by the Board or an election committee and they may accept or reject a membership application without giving any reason.
45. An applicant can only be admitted to membership if:
 - (a) they satisfy the eligibility requirements for the relevant category of membership; and
 - (b) at least fourteen (14) days have passed since the applicant applied for membership;
 - (c) Rule 43 has been complied with; and
 - (d) the Board or election committee resolves to admit the applicant to membership.
46. If an applicant is elected to membership, the Club is not required to notify the applicant of that fact. However, if an applicant is not elected to membership, the Club must notify the applicant of that fact and return any payments which the applicant has made to the Club.
47. Notwithstanding anything contained in this Constitution, a person who has been admitted to membership will immediately cease to be a member of the Club if they have not paid their initial entrance fee and/or annual subscription to the Club within seven (7) days of being admitted to membership of the Club.
48. 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.

JOINING FEES, SUBSCRIPTIONS AND LEVIES

49. 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.
50. In accordance with the Registered Clubs Act, the Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.

51. Any person elected during the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time.
52. All joining fees, subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board and the Board shall notify members of the relevant due date or dates in such manner determined by the Board.
53. Any person who has not paid his or her joining fee, subscription, levy or other payment:
 - (a) by the due date shall cease to be entitled to all rights and privileges of membership of the Club; and
 - (b) within one (1) months after the due date shall cease to be a member of the Club.
54. Any member who has ceased to be a member of the Club for any reason will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.
55. The Board shall have power to make charges and levies on members for general or special purposes.

PATRONS

56. The members in general meeting may appoint one or more patrons from time to time upon recommendation being made by the Board to the meeting and any patron will (if not a member of the Club) thereby be deemed to be an Honorary member of the Club provided the new patron as a Full member of the Club shall also be entitled to exercise all the privileges and advantages of such membership.

NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS

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

REGISTERS OF MEMBERS AND GUESTS

58. The Club must keep registers of Full members, Honorary members, Temporary members and guests of members who have attained the age of eighteen (18) years in accordance with the Act and Registered Clubs Act.

DISCIPLINARY PROCEEDINGS

59.
 - (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of this Constitution or any By-Laws or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:
 - (b) Such member shall be notified of any charge against the member pursuant to Rule 59 and of the date time place of the hearing of the charge by notice in writing at least seven clear days before the meeting of the Board at which such charge is to be heard. The notice must also set out particulars of the charge, including the alleged facts, matters and circumstances giving rise to the charge.
 - (c) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.

- (d) If the member fails to attend such meeting the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.
- (e) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of not less than two thirds of the members of the Board present in person vote in favour of such motion.
- (f) After the Board has considered all the evidence put against the member, it must come to a decision as to the member's guilt or innocence in relation to the charge. Once it has decided the issue of guilt or innocence, the Board must inform the member prior to considering any penalty.
- (g) The member charged must, if he or she is at the hearing, be given a further opportunity at the hearing to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty.
- (h) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
- (i) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 59 is not strictly complied with provided that there was no substantive injustice for the member charged.

PROVISIONAL SUSPENSION PENDING DISCIPLINARY HEARING

60. In the event that a notice of charge is issued to a member pursuant to Rule 59(a):

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

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

REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

61. In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 65, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
- (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
- (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act, Liquor Act and any other applicable law;
- (d) who hawks, peddles or sells any goods on the premises of the Club;
- (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;
- (f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant;
- (g) whom the Club, under the conditions of its club licence, by-law or a term of a liquor accord, is authorised or required to refuse access to the Club.

62. If pursuant to Rule 65 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 65) 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.
63. Without limiting Rule 62, if a person has been refused admission to or turned out of the Club in accordance with Rule 62(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.
64. Without limiting Rule 62, if a person has been refused admission to or turned out of the Club in accordance with Rule 62(a), the person must not:
- (i) remain in the vicinity of the Club; or
 - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- (b) 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:
- (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; and
 - (ii) any employee authorised by the Secretary to exercise such power.

RESIGNATION AND CESSATION OF MEMBERSHIP

65. (a) A member may, at any time and with immediate effect, resign from membership of the Club by giving notice in writing to the Secretary or by returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from his or her membership of the Club.
- (b) Any member who has resigned from membership of the Club will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club
- (c) The member shall continue to be liable for all arrears due and payable to the Club at the date of resignation and also liable for any contribution which may be required pursuant to Rule 17 of this Constitution.

GUESTS

66. (a) All members (other than Junior Golfing members, Junior Bowling members and Junior Touch members) shall have the privilege of introducing guests to the Club. However, a Temporary member may introduce a guest only in accordance with Rule 67.
- (b) On each day a member first brings a guest into the Club that member shall enter in the Register of Guests (except in the case of a minor) the name and address of the guest and that member shall countersign that entry.
- (c) 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 from the Club who is currently suspended from the Club, who has been expelled from the Club or who has been refused admission to or been turned out of the Club.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club;

- (e) The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club;
 - (f) 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.
 - (g) 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.
 - (h) 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.
 - (i) The Secretary, or in the Secretary's absence, the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises or require a guest of a member to leave the premises of the Club (or any part thereof) any time without notice and without being required to give a reason.
67. A Temporary member may bring into the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
 - (b) who does not remain on the Club premises any longer than that Temporary member;
 - (c) in relation to whom the member is a responsible adult.
68. For the purposes of Rule 67(c), "responsible adult" means an adult who is:
- (a) a parent, step-parent or guardian of the minor;
 - (b) the minor's spouse or de facto partner;
 - (c) for the time being, standing in as the parent of the minor.

BOARD OF DIRECTORS

69. The business and affairs of the Club and the custody and control of its funds and property is to be managed by a Board of nine (9) directors consisting of a President, a Vice President, Treasurer, and six (6) Ordinary Board members.
70. A member who:
- (a) is an employee; or
 - (b) is currently under suspension from the Club (including a provisional suspension under Rule 60);
 - (c) is not a Financial member;
 - (d) is disqualified from managing any company under the Act;
 - (e) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
 - (f) 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,
- shall not be eligible to stand for or be elected or appointed to the Board.
71. A member 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.

72. A member shall not be entitled to hold office on the Board if they do not hold a Director Identification Number on the proposed date of their election or appointment to the Board.

ELECTION OF THE BOARD OF DIRECTORS

73. (a) The Board shall be elected annually.
- (b) The members of the Board shall hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they shall retire but shall be eligible for re-election.
74. The election of the Board shall be conducted in the following manner:
- (a) The Board shall appoint a Returning Officer and if required, one or more scrutineers to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer or as a scrutineer.
- (b) Notice of the date and time of the last day for receiving nominations for office in accordance with paragraph (c) of this Rule 74, shall be prominently posted on the Club Notice Board at least twenty-one (21) days prior to the date fixed for the Annual General Meeting.
- (c) Nominations shall close at least seven (7) days prior to the date fixed for the Annual General Meeting and must be delivered to the Secretary (or another employee authorised by the Secretary to accept nominations) on or before that date.
- (d) The nomination form shall be:
- (i) in writing; and
- (ii) in such form and contain such particulars as determined by the Board from time to time (including without limitation, may require certain information to be supported by a statutory declaration);
- (iii) signed and seconded by two (2) eligible members and signed by the nominee who shall thereby signify his or her consent to the nomination.
- (e) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.
- (f) The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly.
- (g) The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board.
- (h) A nomination can be withdrawn:
- (i) by the nominee at any time prior to the commencement of voting; and
- (ii) by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board.
- (i) An eligible member may be nominated for more than one office.
- (j) The Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board.
- (k) If the full number of candidates for the various positions on the Board is not nominated then those candidates who are nominated shall be declared elected

to the relevant positions and the unfilled positions shall be casual vacancies for the purposes of Rule 95.

- (l) If there be only the requisite number nominated for the various positions those candidates shall be declared duly elected.
 - (m) If there be more than the required number nominated for any position an election shall take place in respect of that position.
 - (n) If a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. For the purposes of this Rule 74 the order of seniority shall be President, Vice President, Treasurer and Ordinary director.
 - (o) If an election is required pursuant to Rule 74(m), the following shall apply:
 - (i) A ballot paper shall be prepared with the order of the names of the nominees determined by lot conducted by the Returning Officer;
 - (ii) At least five (5) days before the commencement of voting, the Club must display a notice on the Club noticeboard which confirms:
 - (1) the approved methods of voting – which may include voting by electronic means; and
 - (2) the procedures to be followed for voting;
 - (3) the dates and times when members can vote;
 - (4) any other details which may be required for voting
 - (iii) The ballot shall be conducted in such manner and on such days and during such times as shall be determined by the Board from time to time.
 - (iv) Members shall record their vote in such manner as may be prescribed by the Board from time to time by by-law. Failure to comply with the requirements of such by-laws shall render the vote invalid.
 - (v) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
 - (vi) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
 - (vii) The Returning Officer shall report the result of the ballot to the Annual General Meeting.
 - (viii) If the Returning Officer is not present, a scrutineer or scrutineers (if any) shall perform the duties of the Returning Officer set out in this Rule 74.
 - (ix) If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 95.
75. (a) No member shall issue or distribute within the premises or the surrounding precincts of the Club (which shall be determined by the Board) any "how to vote ticket" or any written material advocating either for or against the election of any candidate or candidates for the Board of the Club.
- (b) Any breach of this Rule 75 shall be conduct which is unbecoming of a member for the purposes of this Constitution.

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

POWERS OF BOARD

77. The Board shall be responsible for the management of the business and affairs of the Club.
78. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of these rules and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) To delegate any of its powers to committees consisting of such member or members of its body and/or such Full members of the Club together with persons who are not members but who have particular skills or expertise which they may apply to the relevant committees and senior management staff of the Club as the Board may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The Chairman shall be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the 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 this Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
 - (i) Such matters as the Board is specifically by this Constitution empowered to regulate by By-Law.
 - (ii) The general management control and trading activities of the Club.
 - (iii) The control and management of the Club premises.
 - (iv) The management and control of play and dress on the bowling greens, golf course, tennis courts and all other amenities of the Club.
 - (v) The upkeep and control of the bowling greens, the golf course, tennis courts and all other amenities of the Club.
 - (vi) The conduct of members and their guests.
 - (vii) The privileges to be enjoyed by each category of members.

- (viii) The relationship between members and Club employees.
 - (ix) And generally all such matters as are commonly the subject matter of the Constitution or By-Laws or which by the Constitution are not reserved for decision by the Club in General Meeting.
- (c) To enforce the observance of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
 - (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
 - (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and 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) To sell, exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels but not including any land or buildings belonging to the Club unless the sanction of members in General Meeting is first obtained and to lease any property of the Club PROVIDED that the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained.
 - (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 or her duties.
 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary,

emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.

- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
 - (m)
 - (i) To create and dissolve 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 or remove committee members.
 - (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
 - (iii) 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.
 - (iv) Subject as hereinafter provided the constitutions and 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.
 - (v) 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.
 - (o) To recommend the amount of honorarium payable to any person and subject to approval by a general meeting to pay such honorarium.
79. Any By-law made under this Constitution shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

PROCEEDINGS OF THE BOARD

80. (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet at least once in each quarter (as defined in the Registered Clubs Act) 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.
- (c) In order for a meeting of the Board to be legally constituted a quorum must be present. The quorum for meetings of the Board shall be five (5) members present.
81. The President of the Board shall if present preside at all meetings of the Board. In his or her absence or if he or she shall be unwilling or unable to act, the Vice President shall act as Chairman. If the Vice President is not present or is unwilling or unable to act then the Board members present may elect their own Chairman. The Chairman of such meeting shall, in the case of an equality of votes, have a casting vote in addition to his or her deliberative vote.
82. The President may at any time and the Secretary upon the request of not less than three (3) members of the Board shall convene a meeting of the Board.
83. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
84. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.
85. 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.
86. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board. The resolution shall be passed when the last director signs the document containing the resolution. In addition to this, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.
87. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

CORPORATE GOVERNANCE

88. Directors must comply with all of their legal duties as directors, including those duties set out in the Act, Gaming Machines Act, Liquor Act and Registered Clubs Act.
89. Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:
- (a) declare the nature of the interest at a meeting of the Board; and
 - (b) comply with Rule 90.
90. Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.
91. A director may disclose a material personal interest in the form of a standing notice to the other directors with ongoing effect in accordance with the Act.
92. The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time).

VACANCIES ON BOARD

93. Subject to the provisions of this Constitution the members in General Meeting may by ordinary resolution remove any member or members of the Board or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution appoint another person or persons in his or her or their stead providing the person so appointed complies with this Constitution. Any person so appointed shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed. Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.
94. A director will automatically vacate office if he or she :
- (a) dies;
 - (b) is disqualified for any reason referred to in Section 206B of the Act.
 - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (d) is absent from meetings of the Board for a period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that their office is not be vacant as a result of that absence.
 - (e) by notice in writing resigns from office as a director.
 - (f) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
 - (g) ceases to be a member of the Club.
 - (h) becomes an employee of the Club.
 - (i) fails to complete the mandatory training requirements for directors within the prescribed period (unless exempted);

- (j) was not eligible to stand for or be elected or appointed to the Board;
 - (k) ceases to hold the necessary qualifications to hold office on the Board;
 - (l) is convicted of an indictable offence (unless no conviction is recorded);
 - (m) is not a Financial member of the Club;
 - (n) ceases to have a Director Identification Number (unless exempted from doing so);
 - (o) is removed from office as a director in accordance with the Act and this Constitution.
95. The Board shall have power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The member so appointed will hold office only until the conclusion of the next Annual General Meeting after his or her appointment.

GENERAL MEETINGS

96. 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. A general meeting can only be held for a proper purpose.
97. (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 members with at least five percent (5%) of the votes that may be cast at the general meeting.
- (c) The request must:
- (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Club.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.
98. (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) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such

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

99. 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.
100. If permitted by the Act, the Club may hold virtual only or hybrid 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.
101. 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.
102. 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.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

103. 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 115;
 - (c) In the case of an Annual General Meeting, to declare the results of the election of the Board and/or conduct any further election as may be required by this Constitution;
 - (d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) To approve honoraria (if any);
 - (f) To deal with any other business of which due notice has been given.
104. (a) 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.
- (b) 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

105. The rights of members to propose resolutions and make statements at general meetings (including Annual General Meetings) are as provided in sections 249(N), 249(O) and 249(P) of the Act.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

106. (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

107. The President shall preside at all General Meetings of the Club. If at any meeting he is not present or is unwilling or unable to act then the Vice President shall act as Chairman. If the Vice President is not present or is unwilling or unable to act then the members of the Board present shall elect a Director to be Chairman of the meeting. In the event of no Director being present at the meeting the members present and entitled to vote shall elect a Chairman of the meeting.
108. (a) No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (b) At any General Meeting of the Club, twenty (20) eligible members present in person shall be a quorum.
- (c) If within fifteen (15) minutes from the time appointed for any General Meeting a quorum is not present, the meeting, if convened upon request of members, will be dissolved. In any other case, it will stand adjourned to the same day of the next week at the same time and place or to such other day, time and place as the Board may determine but such period shall not exceed twenty-one (21) days. If at any such adjourned General Meeting a quorum is not present within fifteen (15) minutes, the members who are present and entitled to vote will constitute a quorum and may transact the business of which the meeting was called.
109. (a) At any General Meeting (unless a poll is demanded) a declaration by the Chairman 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.
- (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 upon the election of the Chairman or on a question of adjournment shall be taken forthwith.
- (c) A demand for a poll may be withdrawn.
110. 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.
111. 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.

112. Minutes of all resolutions and proceedings at General Meetings shall be entered in a book provided for that purpose within one (1) month of the meeting and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS

113. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
114. 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.
115. (a) The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.
- (b) In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
- (i) the financial report of the Club; and
 - (ii) the directors' report;
 - (iii) the auditors' report on the financial report.

FINANCIAL YEAR

116. 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 same year or such other period as having regard to the Act, the Board may determine.

AUDITORS

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

SECRETARY

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

EXECUTION OF DOCUMENTS

119. Without limiting the provisions of the Act, the Club may execute a document (including a deed) if the document is signed by two directors or one director and the Secretary.

NOTICES

120. Without limiting the provisions of the Act, a notice may be given by the Club to any member either:
- (a) personally; or

- (b) by sending it to the residential, postal or email address of the member;
- (c) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.

121. Where a notice is:

- (a) personally given to a member in accordance with Rule 120(a), it is deemed to be received on the day the member is given the notice; and
- (b) sent to a member in accordance with Rule 120(b), it is deemed to be received by the members on the day following that on which the notice was sent;
- (c) sent to a member in accordance with Rule 120(c), it is deemed to be received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

INDEMNITY TO OFFICERS

122. (a) Every officer (as defined in Section 9 of the Act) of the Club and every auditor of the Club may if the directors so determine be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer or auditor in defending any proceedings whether civil or criminal.
- (b) The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

READING OF CONSTITUTION

123. 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 Articles are inconsistent therewith they shall be inoperative and have no effect.

AMENDMENTS TO CONSTITUTION

124. This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club.

MEETINGS AND VOTING

125. In accordance with section 30C(3) of the Act, the Club, the Board or a committee of the Club may (but it is not required to):
- (a) distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means; and/or
 - (b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
 - (c) allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.
126. If there is any inconsistency between 125 and any other provision of this Constitution, Rule 125 shall prevail to the extent of that inconsistency.