

ART358

**CONSTITUTION**

**OF**

**FORSTER TUNCURRY MEMORIAL SERVICES**

**CLUB LIMITED**

**ACN 000 919 817**

Amended: 18 October 2009  
Amended: 26 October 2014  
Amended: 23 October 2017

## MEMORANDUM OF ASSOCIATION

of

### FORSTER TUNCURRY MEMORIAL SERVICES CLUB LIMITED ACN 000 919 817

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1. The name of the company is Forster Tuncurry Memorial Services Club Limited.
2. The registered office of the company will be situated at Strand Street, Forster in the State of New South Wales or at such other place as the directors of the company may decide from time to time.
3. The objects for which the company is established are:
  - (a) To acquire and take over all the assets and liabilities of the unincorporated club known as Forster Tuncurry Memorial Services Club.
  - (b) To raise a permanent memorial to those gallant men and women of Forster Tuncurry District who made the supreme sacrifice in 1<sup>st</sup> and 2<sup>nd</sup> World Wars, Korean and Malayan and Vietnam campaigns.
  - (c) To provide for the objects of the Returned Services League, and to promote any and all of the objects of that Returned Services League.
  - (d) To commemorate the valour and bravery of those men and women who served in the 1<sup>st</sup> and 2<sup>nd</sup> World Wars, Korean and Malayan and Vietnam campaigns in Navy, Army, Airforce and Merchant Navy.
  - (e) To provide social, recreational and other amenities for members of the Club.
  - (f) To provide club house, lounges, refreshment rooms, recreational rooms and library and properly maintain same.
  - (g) To provide financial and other assistance to widows and children of Servicemen in the use of surplus finds.
  - (h) To provide a Mortality Fund for the benefit of members, the rate of payment and the benefits of which to be decided on by the Management Committee for the time being of the company.
  - (i) To provide and maintain club houses, club rooms, pavilions, arenas, dining and refreshment rooms, garages and generally such other lands, buildings and other facilities as may be required for the convenience of members or with the conduct of the sporting activities referred to.
  - (j) In furtherance of the objects of the company to provide meals and other refreshments and to purchase and sell foodstuffs and liquors both intoxicating

and non-intoxicating, tobacco, cigars and cigarettes, sports equipment and other goods, wares and merchandise likely to be required by members.

- (k) In furtherance of the objects of the company to provide and conduct for the benefit of members, services in relation to language interpretation, travel arrangements, correspondence, insurances and activities of a similar nature when members of the company may be concerned or derive assistance.
- (l) To apply for obtain and hold any licence or licences necessary to be obtained and held for the purpose of effectuating all or any of the objects including a licence or licences for the sale and consumption of intoxicating liquors and the sale of tobacco, cigars and cigarettes and to procure any person or persons to act as licensee or licensees and to hold any such license or licences on behalf of the company.
- (m) To engage, employ and dismiss secretaries, managers, chefs, stewards, waiters, clerks and other servants and (subject to clause 4 hereof) to pay to them and other persons in return for services rendered to the company, salaries, wages, retirement allowances and pensions and to provide for schemes of insurance or superannuation for the benefit of the company's employees. Provided always that no payment or party payment of the Secretary or any other officer or servant of the company shall be made by way of commission or allowance from or upon the receipts of the company for liquor supplied pursuant to any license or authority authorising the sale or consumption or intoxicating liquor on the company's premises.
- (n) To raise money by the levying of subscriptions and contributions by all or some of the members and others and to fix and determine the rates of such subscriptions and contributions and to enforce payment thereof by the imposition and levying of fines or other penalties or otherwise provided that no fine or other penalty so imposed shall be of an amount greater than fifty dollars (\$50). Subject to the provision of any relevant statute and to the conditions attached to any license issued therein to conduct or assist or take part in the conduct of art unions, dances, balls or other public or charitable balls, entertainments or functions for the purpose of raising funds and to accept donations or gifts from any source for all or any of the above purposes or for the benefit of or to carry out the objects of the company.
- (o) To make and prescribe rules, regulations and by-laws to be observed by members and others regulating their conduct and the use and enjoyment of the property of the company and the privileges of membership and levying of fines and other penalties and otherwise to provide that no fines and other penalties so imposed or levied shall be of an amount greater than fifty dollars (\$50).
- (p) To make and prescribe rules, regulations and by-laws in any manner and to any extent permitted by law for the government of the company and the management of its affairs and the exercise of the powers of the company.

- (q) To invest any moneys of the company not immediately required for the purposes thereof upon such securities and in such manner as may from time to time be determined and from time to time vary such investments and dispose of all or any part thereof for the benefit of the company.
- (r) In furtherance of the objects of the Company to borrow and raise and give security for money by the issue of or upon bonds, debentures, promissory notes or other securities or by mortgage or otherwise upon all or any part of the property of the company.
- (s) To sell, convey, transfer, assign, mortgage, charge, give in exchange, dispose of, let, manage or otherwise deal with all or any of the property, real or personal, of the Club, subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (t) To purchase, take over or lease, hire or otherwise acquire any real or personal property and any rights or privileges which the company think necessary or convenient for effectuating the objects of the company or any of them and to insure and keep insured any insurable property interests and expectations and the employees, servants and members of the company against all lawful insurance risks.
- (u) To reimburse any person who has or have paid any legal costs and disbursements of and incidental to the incorporation of the company and otherwise and amounts paid by such person or persons.
- (v) To diffuse, disseminate knowledge and information or otherwise further the objects of the company by the printing, publication, issue and circulation of papers, periodicals, books, circulars, brochures and other literary or artistic matter and by advertisement of all kinds and by the purchase or exhibition of works of art or interests and by granting prizes and donations.
- (w) To establish, promote or assist in establishing and promoting and to subscribe to or become a member of any other association whose objects are similar to the company and which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the company under and by virtue of clause 4 hereof.
- (x) To co-operate or associate with any other club, society, institution or association in effectuating all or any of the objects of the company.
- (y) To indemnify any member of the company in respect of any action taken or to be taken or any liability incurred or to be incurred by such member in any manner which the company may consider would further the objects of the company.
- (z) To do all such other lawful things as in the opinion of the company are incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that the intention is that such object specified in each paragraph of this clause shall unless the context otherwise required be regarded as an independent object and in no way limited or restricted by implied reference from the terms of any other paragraph or the name of the company and is capable of being pursued as an independent object and either alone or in conjunction with any one or more of the objects specified in the same or in any other paragraph or paragraphs.

4. The profits, income and property of the company whencesoever derived shall be applied solely towards the promotion of the objects of the company 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 the persons who at any time are or have been members of the company or to any of them or to any other person. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the company or to any member thereof or other person in return for any services actually rendered to the company nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by bankers in Sydney for overdrawn accounts but not exceeding eight dollars (\$8) per centum per annum on money borrowed from any member of the company for any purposes of the company but so that no member of the committee of the company shall hold any salaried office of the company or any office of the company paid by fees and that no remuneration or other benefit in money or monies worth shall be given by the company to any member of such committee except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the company. No member shall derive any profit, benefit or advantage from the company which is not shared equally by every member. This rule shall not prevent any member who may be a successful competitor or exhibitor in or at any race, competition, exhibition or show held or promoted by the company from receiving as such competitor or exhibitor a prize, medal or other recognition which may under the regulations affecting the said race, competition, exhibition or show be awarded to him nor prevent any member of the company becoming or remaining an employee of the company in any capacity whatsoever.
5. The liability of the members of the company is limited.
6. Every member of the company undertakes to contribute to the assets of the company in the event of the same being wound up during the time he is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding two dollars (\$2).
7. If upon the winding up or dissolution of the company there remains after satisfaction of all debts and liabilities any property whatsoever and the same shall not be paid to or distributed amongst the members of the company, but shall be paid to such registered or exempted local charity or charities as a majority of the then Ordinary members present at a general meeting may decide.

8. The full names, addresses and occupations of the subscribers hereto are:

JOHN SAMUEL HART  
54 Hill Street  
Forster  
Retired

ALLAN COLLINS  
23 Parkes Street  
Tuncurry  
Manager

THOMAS ALICK GOODLAD  
2 Taree Lane  
Tuncurry  
Fisherman

LESLIE FURNESS FAY  
108 Wharf Street  
Tuncurry  
Retired

MARVIS WILLIAM NOEL HANCOCK  
17 Seaview Street  
Forster  
Retired

GORDON THOMAS FOSTER  
2 North Street  
Forster  
Baths Manager

COLIN ARTHUR PIPER  
Strand Street  
Forster  
Carpenter

GEOFFREY JOHN COLLIDGE  
52 Wharf Street  
Forster  
Business Proprietor

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

Signature of Subscribers	Witness to Signatures
John Samuel HART	Bryan Herbert BAKER

<b>Signature of Subscribers</b>	<b>Witness to Signatures</b>
Allan COLLINS	Bryan Herbert BAKER
Thomas Alick GOODLAD	Bryan Herbert BAKER
Leslie Furness FAY	Bryan Herbert BAKER
Marvis William Noel HANCOCK	Bryan Herbert BAKER
Gordon Thomas FOSTER	Bryan Herbert BAKER
Colin Arthur PIPER	Bryan Herbert BAKER
Geoffrey John COLLIDGE	Bryan Herbert BAKER

## **RULES**

of

### **FORSTER TUNCURRY MEMORIAL SERVICES CLUB LIMITED ACN 000 919 817**

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#### **DEFINITIONS**

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

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

**“Australian Defence Force”** has the meaning given by the Registered Clubs Act.

**“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.

**“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.

**“Registered Clubs Act”** means the Registered Clubs Act 1976 and any regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

**“Section”** means any section that pursuant to a resolution of the Board is or has been established by the Club.



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

**“The Constitution”** means the Memorandum of Association and these Rules.

**“By-Laws”** shall mean and include Rules.

**“The Club”** means Forster Tuncurry Memorial Services Club Limited A.C.N. 000 919 817.

**“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.

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

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

**“Month”** except where otherwise provided in these Articles means calendar month.

**“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.

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

2. (a) A member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend or vote:
  - (i) If at the date of the meeting the member's subscription or any part thereof has not been paid in accordance with Rule 28; or
  - (ii) If any money (other than the subscription) owing by that member to the Club has remained unpaid at the expiration of 14 days from service on that member of a notice from the Club requiring payment thereof; andin either case that member shall be and remain unfinancial until payment in full of the amount owing.
- (b) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

### **INTERPRETATION**

3. A decision of the Board on the construction or interpretation of the Constitution of the Club including these Rules, or on any By-Laws of the Club made pursuant to these Rules or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.

### **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(6A) of the Registered Clubs Act, a member of the Club, whether or not he is a member of the governing body or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
  - (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
  - (d) The Secretary or Manager or any employee or a member of the Board or of any committee of the Club shall not be entitled under 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.
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.
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 a poker machine 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.

### **MEMBERSHIP**

- 9. (a) The number of Full members of the Club shall not exceed the maximum 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, Honorary Life member, Honorary member, Temporary member or Provisional member.
- 11. The number of Full members having the right to vote in the election of the Board shall not be less than such minimum prescribed by the Registered Clubs Act.

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

#### **ORDINARY MEMBERS**

- 12. Ordinary members shall be those persons who are Ordinary members of the Club at the date of the Special Resolution adopting these Rules (including those persons who were Paid for Life members of Tuncurry Leagues Club Limited and who were admitted to membership of the Club as a consequence of the amalgamation of the Club with Tuncurry Sports and Leagues Club Limited) and such other persons who, having made application for membership in accordance with these Rules, are considered by the Board of the Club to be suitable for membership and are elected to Ordinary membership of the Club in accordance with these Rules.

### **HONORARY LIFE MEMBERS**

13. Honorary Life Membership may be conferred upon any Ordinary Member who has rendered outstanding services to the Club. To be eligible for Honorary Life Membership, a member must be nominated by one Ordinary Member or Honorary Life member and Seconded by another. The nomination shall then be forwarded to the Board of the Club for approval. If such nomination is approved by the Board the nominations shall be referred to the next general meeting of the Club and if such nomination is approved at such general meeting with seventy five percent majority in favour, the person nominated shall be an Honorary Life Member. Not more than one member shall be made an Honorary Life Member in any one financial year of the Club. Honorary Life members will not be required to pay an annual subscription.

### **VOTES OF MEMBERS**

14. Financial Ordinary members and Honorary Life members only shall be eligible to attend and vote at any meeting of the Club. Each member shall have one vote.

### **HONORARY MEMBERS**

15. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club;
  - (ii) any prominent citizen or local dignitary visiting the Club;
  - (iii) any person who produces evidence that he or she is a current or former member of the Australian Defence Force.
- (b) Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member. Honorary members who are not Full members of the Club shall be entitled to such playing and social privileges 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 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) A register of persons who are Honorary members (other than those persons admitted to Honorary membership pursuant to Rule 15(a)(iii)) shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) the name in full or the surname and initials; and
  - (ii) the address.

**TEMPORARY MEMBERS**

16. 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 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.
17. (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) The Secretary, President, Vice President or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore;
  - (d) 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 16(c);
  - (e) Temporary members are entitled to such playing and social privileges of the Club as the Board may determine from time to time and subject to Rule 33A, to introduce guests into the Club.
  - (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 16(c) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
    - (i) the name in full or surname and initials of the Temporary member;
    - (ii) the residential address of the Temporary member;

- (iii) the date on which Temporary membership is granted.
- (iv) the signature of the Temporary member.

### **PROVISIONAL MEMBERSHIP**

18. Every person who has lodged with the Secretary a nomination form duly completed in accordance with these Rules seeking Ordinary membership of the Club and pays to the Club the subscription appropriate to that class of membership 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.
19. Should a person who is admitted as a Provisional member not be elected to Ordinary membership of the Club within six weeks from the date of lodging the nomination form with the Secretary or should that person's application for Ordinary membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
20. 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 applicant for 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.

### **ELECTION OF MEMBERS**

21. A person shall not be admitted as an Ordinary member of the Club unless that person is elected to membership at a meeting of the Board of the Club or a duly appointed election committee of the Club 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.
22. Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
  - (a) the full name of the applicant;
  - (b) the residential address of the applicant;
  - (c) the date of birth of the applicant;
  - (d) the occupation of the applicant;

- (e) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
  - (f) the signature of the applicant;
  - (g) such other particulars as may be prescribed by the Board from time to time.
23. (a) Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:
- (i) the joining fee (if any) and the appropriate subscription;
  - (ii) evidence of a current driver's licence or a current passport held by that applicant or such other identification as determined by the Board.
- (b) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the form of application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the form of application and in the evidence of identification correspond, the authorised officer shall sign the form of application and shall cause the form of application to be sent to the Secretary.
- (c) A person whose application has been signed by an authorised officer of the Club in accordance with Rule 23(b) and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for shall become a Provisional member.
- (d) The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.
- (e) An interval of at least fourteen (14) days shall elapse between the deposit at the Office of the nomination form of a person for election and the election of that person to membership of the Club.
24. (a) The Club shall notify a person if they have been elected to membership. If a person fails to be elected to membership the Secretary shall cause the joining fee and first annual subscription to be forwarded or posted to such person.
- (b) 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.

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

25. Entrance fees, subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual

subscription shall be not less than two dollars or such other minimum subscription provided from time to time by the Registered Clubs Act.

26. The subscription for membership of the Club may be paid annually, quarterly or half yearly in advance or for more than one year in advance as determined by the Board from time to time.
27. (a) All annual subscriptions prescribed by the Board shall be due and payable on the first day of January in each year and in respect of subscriptions that are payable quarterly or half yearly the due dates shall be as determined by the Board from time to time.
- (b) Any member who has not paid his or her subscription by the first day of January in each year (or by such other due date in relation to subscriptions payable half yearly or quarterly) shall be given notice in writing of the default by the Secretary. The notice shall be posted to the member's address as disclosed in the Register of Members. If the member fails to pay the subscription within one month of the posting of the notice the member shall by reason of such failure cease to be a member of the Club and the provisions of Rule 30 shall not apply to such cessation of membership.
- (c) Any person who has ceased to be a member of the Club pursuant to paragraph (b) of this Rule 27 may re-apply for membership in accordance with these Rules.

#### **ADDRESSES OF MEMBERS**

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

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

29. The Club shall keep the following registers:
  - (a) A register of persons who are Full members of the Club. This register shall set forth the name in full, the occupation and address of each Full member, the date of birth and the date of being first elected to membership of the Club and if that person is an Ordinary member, the date on which that member last paid the annual fee for membership of the Club.
  - (b) A register of persons who are Honorary members and a register of persons who are Temporary members other than Temporary members referred to in Rule 16(c).
  - (c) A register of persons who enter the premises of the Club as guests of members.



**DISCIPLINARY PROCEEDINGS**

30. (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of the Constitution of the Club or any By-Laws or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:
- (i) Such member shall be notified of any charge against the member pursuant to this Rule 30 and of the date time place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least seven clear days before the meeting of the Board at which such charge is to be heard.
  - (ii) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
  - (iii) If the member fails to attend such meeting the charge 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 or on behalf of the member charged.
  - (iv) No motion by the Board to reprimand, fine or suspend or expel a member shall be deemed to be passed unless a majority of the members of the Board present in person vote in favour of such motion.
  - (v) No motion pursuant to paragraph (iv) may be passed unless not less than seven (7) days notice has been given to each director of an intention to hear the charge and the date, time and place of such hearing.
  - (vi) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
- (b) In the event that a notice of charge is issued to a member pursuant to sub-paragraph (i) of paragraph (a) of this Rule 30 the Board shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
- (c) In addition to any powers under Section 77 of the Liquor Act, the Secretary or 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:

- (i) who is at the time intoxicated, violent, quarrelsome or disorderly; or
  - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
  - (iii) 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;
  - (iv) who hawks, peddles or sells any goods on the premises of the Club;
  - (v) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is a smoke-free area within the meaning of the Smoke-free Environment Act;
  - (vi) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or employee suspects of being a prohibited drug or prohibited plant;
  - (vii) 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.
- (d) If pursuant to Rule 30(c) 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 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.
- (e) Without limiting Rule 30(d), if a person has been refused admission to or turned out of the Club in accordance with Rule 30(c)(i), 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.
- (f) Without limiting Rule 30(d), if a person has been refused admission to or turned out of the Club in accordance with Rule 30(c)(i), 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.
31. (a) A charge under Rule 30 may be brought by the Secretary, the Board on its own motion or upon a complaint in writing by a member of the Club.
- (b) It shall be the duty of all members of the Club who are able to give information in relation to a charge against a member pursuant to Rule 30 to attend before the Board for that purpose when required in writing so to do by

the Secretary, by the person charged or by any member on whose complaint the charge has been made.

- 31A. (a) The rights and privileges of membership from which a member may be suspended by the Board pursuant to Rule 30 shall be all or such of the following as may be determined by the Board in each case:
- (i) the right to enter the club house or other premises of the Club;
  - (ii) the right to use any of the sporting or social facilities of the Club;
  - (iii) the right to attend and vote at meetings of the Club or section;
  - (iv) the right to nominate or stand for election to the Board or any committee of a Section;
  - (v) the right to propose or second any person for membership of the Club or section;
  - (vi) the right to propose or second any person for election to the Board or any committee of a section;
  - (vii) the right to sign any petition or request for a general meeting of the Club or section;
  - (viii) the right to participate in any recreational, social or sporting activities of the Club or any Section without the permission of the Board.
- (b) A member who is under suspension shall not enter the Club as the guest of a member or as a temporary member.
- 31B. (a) The Board may delegate all of its powers and functions pursuant to Rules 30, 31 and 31A to a Disciplinary Sub Committee comprising the President and the two Vice Presidents or in the absence of one or both of the Vice Presidents then to such other director or directors as the Board may determine from time to time.
- (b) The Disciplinary Sub Committee shall follow the procedures which the Board is required to follow pursuant to Rules 30, 31 and 31A when hearing a charge against a member;
- (c) The Disciplinary Sub Committee shall not exercise any power to reprimand, fine, suspend or expel a member unless it is unanimous in its decision;
- (d) The Board may rescind any delegation pursuant to paragraph (a) of this Rule 31B at any time and may hear and determine any disciplinary charge.

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

32. A member may at any time by giving notice in writing to the Secretary resign from his or her membership of the Club and such resignation shall take effect from the date

on which it is received by the Secretary and the member will not be entitled to any refund of membership fees or any part thereof.

### GUESTS

33. (a) Subject to Rule 33A, all 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 (unless the guest is a minor) 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 expelled from the Club who has been suspended from the Club or is then refused admission to or being turned out of the Club pursuant to Rule 30.
- (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) The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- 33A. 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.

33B. For the purposes of Rule 33A, “responsible adult” means an adult who is:

- (a) a parent, step-parent or guardian of the minor; or
- (b) the minor’s spouse or de facto partner;
- (c) for the time being, standing in as the parent of the minor.

### **BOARD OF DIRECTORS**

34. (a) The business and affairs of the Club shall be managed by a Board of nine (9) directors consisting of a President, two (2) Vice Presidents and six (6) ordinary directors.
- (b) Subject to Rule 34(c) only financial Ordinary members and Honorary Life members shall be eligible to be elected or appointed to hold office on the Board of Directors.
- (c) Without limiting any other provision in this Constitution, a member shall only be entitled to be elected as the President or as a Vice President if the member has been a member of the Board for the two (2) preceding years (“**Eligible Member**”). For the purposes of this clause, “year” shall mean the period between each Annual General Meeting of the Club.
- (d) A member who is:
- (i) an employee; or
  - (ii) currently under suspension;
  - (iii) not a Financial member,
- shall not be eligible to stand for and be elected or appointed to the Board.
- (e) 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.

### **PROCEDURES FOR THE CONDUCT OF ELECTION OF BOARD**

35. (a) The Board of Directors shall be elected annually until the Annual General Meeting of the Club to be held in the year 2000 and as from that meeting the Board shall be elected biennially and in these Rules the term “Biennial General Meeting” shall mean the Annual General Meeting conducted every second year commencing with the Annual General Meeting in the year 2000 which will be the first Biennial General Meeting of the Club.

- (b) The Board of Directors shall be elected in a ballot conducted during the week immediately preceding the Biennial General Meeting at such place and on such dates and at such times as determined by the Board.
  - (c) Notwithstanding anything contained in this Constitution, if, at the close of nominations, an Eligible Member (as defined in Rule 34(c)) has not nominated for election to any of the President or Vice President positions, the vacancy shall be a casual vacancy that may be filled by the Board in accordance with Rules 51 and 51A.
36. 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.

### **POWERS OF BOARD**

37. The Board shall be responsible for the management of the business and affairs of the Club.
38. The Board may exercise its powers and do all such acts and things as the Club is by its Memorandum of Association 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 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 of the Club 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 Memorandum and these Rules 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 these Rules empowered to regulate by By-Law.
  - (ii) The general management control and trading activities of the Club.
  - (iii) The control and management of the Club premises.
  - (iv) The conduct of members.
  - (v) The privileges to be enjoyed by each category of members.
  - (vi) The relationship between members and Club employees.
  - (vii) And generally all such matters as are commonly the subject matter of the 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 establish, maintain and/or continue a Mortality Fund for the benefit of members;
- (h) 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.

- (i) 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.
- (j) 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.
- (k) subject to paragraph (k1) of this Rule, sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise).
- (k1) sell, lease, exchange or otherwise dispose of any land belonging to the Club provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (l)
  - (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.
- (m) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Rules.
- (n)
  - (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 Rules 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 each 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.
- (o) To set the entrance fees and annual or other subscriptions and fees payable by all members.

### **PROCEEDINGS OF THE BOARD**

- 39. (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall

meet whenever it deems it necessary but at least once in each calendar month for the transaction of business;

- (b) A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
40. 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 a Vice President will take the chair. The quorum for meetings of the Board shall be five (5) members personally present.
  41. The President may at any time and the Secretary upon the request of not less than two members of the Board shall convene a meeting of the Board.
  42. 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.
  43. 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.
  44. 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.
  45. 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.
  - 45A. 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.

#### **DECLARATIONS OF INTERESTS BY DIRECTORS**

46. (a) 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 and in accordance with Section 41C of the Registered Clubs Act:

- (i) declare the nature of the interest at a meeting of the Board; and
  - (ii) comply with Rule 46(f).
- (b) Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- (c) A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- (d) A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- (e) Rules 46(a) to (d) inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

#### **PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING**

- (f) Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (i) must not vote on the matter; and
  - (ii) must not be present while the matter is being considered at the meeting.

#### **CONTRACTS WITH DIRECTORS**

47. (a) In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or with a company or other body in which a director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (b) A "pecuniary interest" in a company for the purposes of Rule 47(a) does not include any interest exempted by the Registered Clubs Act.

**CONTRACTS WITH SECRETARY**

48. (a) Subject to Rule 48(b), the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (i) the Secretary; or
  - (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary;
  - (iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).
- (b) Rule 48(a) does not prevent the Club entering into a contract with any of the above persons which is:
- (i) a contract of employment; or
  - (ii) otherwise permitted by the Registered Clubs Act.

**VACANCIES ON BOARD**

49. Subject to the provisions of these Rules 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 has the qualifications to be a director as contained in these Rules. Any person so appointed shall hold office during such time only as the person whose place he or she is appointed would have held the same if he had not been so removed. Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two 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.
50. The office of a member of the Board shall automatically be vacated:
- (a) If he or she is disqualified for any reason referred to in Section 206B of the Act.
  - (b) If he or she 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.
  - (c) If he or she is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board and the Board resolves that his or her office be vacated.
  - (d) If by notice in writing given to the Secretary he or she resigns from office as a director.

- (e) If he or she becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, Liquor Act or the Registered Clubs Act.
  - (f) If he or she ceases to be a member of the Club.
  - (g) If he or she fails to declare the nature of his or her interest in a contract or office or property in accordance with these Rules.
  - (h) If he or she becomes an employee of the Club.
  - (i) If he or she fails to complete the mandatory training requirements for directors referred to in Rule 34(d) within the prescribed period (unless exempted).
51. 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 Biennial General Meeting.
- 51A. Notwithstanding anything contained in this Constitution, if a casual vacancy arises in respect of the President or Vice President positions, the Board may appoint any member (who is eligible to hold office on the Board) to that casual vacancy (including, for the avoidance of doubt, a member who may not satisfy Rule 34(c)).

### **GENERAL MEETINGS**

52. 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.
53. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- (b) The Board must call and arrange to hold a general meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the general meeting; or
  - (ii) at least 100 members who are entitled to vote at the general meeting.
- In this Rule 53 the term "the request" shall mean the request referred to in this paragraph (b).
- (c) The request must:
- (i) be in writing; and
  - (ii) state any resolution to be proposed at the meeting;

- (iii) be signed by the members making the request;
  - (iv) be given to the Club.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Club.
- (g) The meeting referred to in paragraph (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 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.
54. (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 unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

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

55. 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 71;
  - (c) In respect of a Biennial General Meeting to elect the Board.
  - (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 to the members has been given.
56. Deleted.
57. (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**

58. (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.
- 59.
- (a) If the Club has been given notice of a resolution under Rule 58, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given;
  - (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting;
  - (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting;
  - (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
  - (e) The Club need not give notice of the resolution:
    - (i) if it is more than 1,000 words long or defamatory; or
    - (ii) if the members making the request are to bear the expenses 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.
- 60.
- (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.
61. A general meeting of the members of the Club must be held for a proper purpose.

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

62. (a) The Club's auditor is entitled to attend any general meeting of the Club;
- (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**

63. 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 a Vice President will take the chair and if both Vice Presidents are unwilling or unable to act then the members present shall elect a chairperson for the meeting.
64. At any general meeting of the Club one hundred and fifty (150) members entitled to vote being present in person shall be a quorum. If a quorum is not present within 30 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 any adjourned meeting a quorum is not present the same shall be dissolved.
65. (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 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.
66. 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.

67. 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 except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
68. 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**

69. 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.
70. 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.
71. 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.
- 71A. In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
- (a) the financial report of the Club; and
  - (b) the directors' report;
  - (c) the auditors' report on the financial report.

### **FINANCIAL YEAR**

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

**AUDITORS**

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

**SECRETARY**

74. 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**

75. (a) If the Club has a Seal, the Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) two members of the Board; or
  - (ii) one member of the Board and the Secretary.
- (b) The Club may execute a document (including a deed) without a Seal if that document is signed by:
- (i) two members of the Board; or
  - (ii) one member of the Board and the Secretary.

**NOTICES**

76. A notice may be given by the Club to any member either personally or by sending it by post to the address of the member recorded for that member in the Register of members kept pursuant to these Rules or by sending it to the electronic address (if any) nominated by the member.
77. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- 77A. Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.

**INDEMNITY TO OFFICERS**

78. Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- 78A. 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 cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

**GENERAL**

79. The Constitution of the Club 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 they shall be inoperative and have no effect.