

**NEW SOUTH WALES
CORPORATE AFFAIRS COMMISSION**

**Companies Act 1961
(Section 16 (3))**

CERTIFICATE OF INCORPORATION OF PUBLIC COMPANY

THIS IS TO CERTIFY that

THE MUDGEES SOLDIERS' CLUB LIMITED

is, on and from the twenty sixth day of September 1972 incorporated under the Companies Act 1961 and that the company is a company limited by Guarantee.

GIVEN under the seal of the Corporate Affairs Commission at Sydney, this twenty sixth day of September, 1972.

No. of Company
150686

New South Wales
Duty Stamp 83063
F J O RYAN
Commissioner

- | | | |
|----|----------|---------------------------|
| 1. | Amended: | 2 nd May 2011 |
| 2. | Amended: | 6 th May 2012 |
| 3. | Amended | 11 th May 2014 |
| 4. | Amended: | 28 th May 2017 |
| 5. | Amended: | 28 th May 2018 |

NEW SOUTH WALES

COMPANIES ACT 1961

**ASSOCIATION NOT FOR GAIN
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

THE MUDGEES SOLDIERS' CLUB LIMITED

1. The name of the Company (hereinafter called "the Club") is "THE MUDGEES SOLDIERS' CLUB LIMITED". However the Board may from time to time change the trading name as necessary.
2. The registered Office of the Club shall be situated in Mudgee in the State of New South Wales.
3. The objects for which the Club is established are:
 - (a) To 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 refreshment libraries and provision for sporting musical and educational activities and other social amenities.
 - (b) To take over or otherwise acquire all of the assets and liabilities of an unincorporated association or Club known as The Mudgees Soldiers' Club and to assume and carry on the functions and objects of such association or Club.
 - (c) To purchase hire lease or otherwise acquire for the purposes of the Club any real or personal property and any rights and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.

- (d) To sell, exchange or otherwise dispose of any furniture, fittings plant or other goods or chattels and any lands or buildings belonging to the Club and to lease any property of the Club and exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time, subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (e) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
- (f) To make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (g) To borrow money from time to time and for such purposes to give debentures liens mortgages charges or other security over the whole or any part of the property real or personal of the Club.
- (h) To apply for and obtain and hold a club licence under the Liquor Act, entitlements under the Gaming Machines Act and any other rights, entitlements, permits, authorities and licences necessary and desirable for the Club and for such purposes to appoint a Secretary Manager.
- (i) To take or reject any gift of property money or goods whether subject to any special trust or not.
- (j) To erect maintain improve or alter any building or buildings for the purposes of the Club.
- (k) To diffuse information affecting members and to print publish and circulate such papers books or circulars as may be conducive to any of its objects.
- (l) To raise funds for and give donations for the relief of ex-servicemen and their widows and children, and the widows and children of deceased members.
- (m) To extend to such persons corporations and charitable organisations such assistance as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (n) To promote and conduct matches competitions and exhibitions in relation to cricket football swimming tennis bowls billiards snooker and other sports and games whether carried on indoors or otherwise and to give or contribute to prizes or trophies and to guarantee and pay prize money or their expenses in connection with such matches competitions and exhibitions.
- (o) To support and foster such bodies as the Returned Services League of Australia, Legion of Ex-Servicemen and Women, Red Cross, Legacy and any other bodies of a like nature.

- (p) To do all such things as may promote the objects of the Club as a non-sectarian and non-political organisation.
 - (q) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other security over the whole or any part of the real or personal property present or future of the Club.
 - (r) To establish support or aid in the establishment and support of associations funds trusts and conveniences calculated to benefit the members of the Club 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.
 - (s) To establish a fund to be known as the "Club Welfare Fund" to be used for donations to the relief of ex-servicemen the widows and children of deceased members and into which fund a sum to be determined by the members at each Annual General Meeting of the club shall be transferred and which shall be administered by the Board and revealed in the Balance Sheet presented to the Annual General Meeting of members for that year.
 - (t) To insure against damage by fire or otherwise any insurable property of the Club and to insure any person that the Club is required to insure against risk accident or fidelity in the course of their employment by the Club by reason of any such risk accident or fidelity and to establish and support all associations institutions funds trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurances funds pensions or allowances.
 - (u) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
 - (v) To do all such acts deeds matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.
4. The income and property of the Club whensoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to or amongst the members of the Club provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced to him by the Club or otherwise owing by the Club to him or of remuneration of any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club. Provided further that no remuneration shall be given by the Club to any member of such Board of Director or Governing Body 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 or 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.

5. The liability of the members is limited.
6. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding up the Club and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding FIVE DOLLARS (\$5.00).
7. If upon the winding up or dissolution of the Club there remains a balance after the satisfaction of all its debts and liabilities and property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter and if and so far a effect cannot be given to the aforesaid provision, then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipt and expenditure take place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulation of the Club for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by an auditor or the auditors qualified in accordance with the provisions of the Act as amended.

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

Name	Address	Occupation
1. Stanley James Boal	Budgee Budgee	Farmer
2. Keith Charles Smith	62 Lawson Street, Mudgee	Plasterer
3. Frank Macdonald Cottee	70 Market Street, Mudgee	Bank Manager
4. Tudor Charles Allen	Pipe Clay, Buckaroo	Farmer
5. Walter Edwin Birchall	Sydney Road, Mudgee	Departmental Manager
6. Gordon Clifford Christensen	201 Market Street, Mudgee	Council Employee
7. James Norman Dent	22 Market Street, Mudgee	Retired
8. Kevin James William England	142 Market Street, Mudgee	Storekeeper
9. Thomas Henry Milton	Mortimer Street, Mudgee	Council Employee
10. Norman Archie Sawyers	Grant Street, Mudgee	Council Employee
11. Gerald Harrison Smith	Burrundulla Avenue, Mudgee	Shire Engineer
12. Harold Joseph George Tritton,	Gladstone Street West, Mudgee,	Council Employee

STANLEY JAMES BOAL
KEITH CHARLES SMITH
FRANK MACDONALD COTTEE
TUDOR CHARLES ALLEN
WALTER EDWIN BIRCHALL
GORDON CLIFFORD CHRISTENSEN
JAMES NORMAN DENT
KEVIN JAMES WILLIAM ENGLAND
THOMAS HENRY MILTON
NORMAN ARCHIE SAWYERS
GERALD HARRISON SMITH
HAROLD JOSEPH GEORGE TRITTON

Dated this Twenty third day of August, 1972

Alan James Napier Williams
Solicitor, 63 Market Street, Mudgee

CORPORATIONS LAW

A Company Limited by Guarantee and not having a Share Capital

CONSTITUTION

of

MUDGEES SOLDIERS' CLUB LIMITED

ACN 001 044 677

DEFINITIONS

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

“The 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.

“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 Mudgee Soldiers' Club Limited (ACN 001 044 677).

“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.

“the Executive” means the President, Vice President and the Junior Vice President.

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

“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.

“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.

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

“Officer” being members of the Board, but not including the Auditor.

“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.

“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.

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

2. (a) A member shall not be a financial member of the Club if:
 - (i) the member's subscription or any part thereof has not been paid in accordance with Rule 27(a); or
 - (ii) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of fourteen (14) days from service on that member of a notice from the Club requiring payment thereof,

and, in either case that member shall be and remain non-financial for the purposes of Rule 28 until the full amount owing is paid to the Club.

- (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 surplus 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 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.

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 eighteen (18) years shall be admitted as a member of the Club other than as a Junior Sporting Member.
 - (c) Any person who is under the age of 18 years and who satisfies the Board that he or she has an interest in taking an active part in the sporting activities of the Club on a regular basis, and from whose parent or guardian the Board receives written consent to that person becoming a Junior Sporting Member of the Club and who, in the opinion of the Board, is suitable to be elected to Junior Sporting membership, will be eligible for Junior Membership status but only for the purpose of taking part in sporting activities or a prize giving ceremony associated with sporting activities.
10. A person shall not be admitted to membership of the Club except as a Financial Ordinary member, Associate member, 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 at all times exceed such minimum prescribed by the Registered Clubs Act.

ELIGIBILITY AND RIGHTS OF VARIOUS CLASSES OF MEMBERSHIP

- 12. (a) **Ordinary members** shall be:
 - (i) Those persons who at the date of the Special Resolution adopting these Rules are recorded in the Register of Members of the Club as Ordinary members;

- (ii) Persons over the age of eighteen (18) years who have served not less than six (6) months in the armed forces of the Commonwealth of Australia.

And save in the case of paragraph (i) have made application to become members of the Club in accordance with these rules and have been admitted by the Board to Ordinary membership.

- (b) **Associate Members** shall be:

- (iii) Those persons who at the date of the Special Resolution adopting these Rules are recorded in the Register of Members of the Club as Associate members;

- (iv) Persons over the age of eighteen (18) years who are not otherwise eligible to join the Club as an Ordinary member and have made application to become an Associate member of the Club in accordance with these rules and have been admitted by the Board to Associate membership of the Club.

- 13. (a) Ordinary members, Associate members and Life members who were Ordinary members and Associate members prior to being elected to Life membership shall be the only members eligible to vote at a meeting of the Club.

- (b) Ordinary members, Associate members and Life members shall be entitled to attend Annual General meetings and vote in the election of the Board of Directors of the Club. Ordinary members, Associate members and Life members shall be entitled to be elected to or be appointed to the Board (subject to rule 37 hereof) and to nominate any person for election to the Board or nominate any person for membership of the Club.

- (c) (i) Junior Sporting members are entitled to those facilities and amenities of the Club as the Board may determine from time to time, but are not entitled to nominate persons for membership, introduce guests to the Club or participate in the management of the Club in any way.

- (ii) Junior Sporting members must only use those areas of the Club's premises in respect of which an authority has been granted pursuant to Section 22 of the Registered Club's Act or in respect of which an approval has been granted pursuant to Section 22A of the Registered Club's Act, and must not be served with or consume alcohol on the premises.

- (i) Junior Sporting members must pay such annual subscriptions as the Board may determine from time to time.

LIFE MEMBERSHIP

- 14. Any Ordinary or Associate member who has rendered distinguished, exceptional or conspicuous service to the Club for a period of not less than ten (10) years may be elected as a Life member of the Club provided that:

- (a) the person is nominated by one and seconded by another Financial Ordinary or Associate member of the Club who have been members of the Mudgee Soldiers Club for a period of not less than ten (10) years standing;
 - (b) the nomination shall be forwarded to the Board of the Club for approval. If such nomination is approved by the Board the nomination shall be referred to the next General Meeting of the Club, including an Annual General Meeting, and if such nomination is approved at such meeting by a simple majority, the person nominated shall be a life member of the Club;
 - (c) if the Board rejects the nomination it must give a reason for so doing to the nominator and seconder.
15. A person who is elected to Life membership shall have the same rights and privileges as applicable to the class of membership he or she held immediately prior to being elected to Life membership but shall be relieved of the requirement to pay an annual subscription.

Any person who at the date of the Special Resolution adopting these Rules is recorded in the Register of Members as a Life member shall continue to be a Life member of the Club.

HONORARY MEMBERS

16. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club;
 - (ii) any prominent citizen or local dignitary visiting the Club;
 - (iii) any current Australian Defence Force member on showing their ADF identification.
- (b) Subject to Rule 23, Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership by which they are a Full member.
- (c) Honorary members who are not Full members of the Club shall be entitled to the social facilities and amenities of the Club and to introduce guests into the Club. However, Honorary members who are not Full members of the Club shall not be entitled to attend or vote at any meeting of the Club, nominate 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.
- (d) A register of persons who are Honorary members (other than those persons admitted to Honorary membership pursuant to Rule 16(a)(iii)) which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) the name in full or the surname and initials; and

- (ii) the address.

TEMPORARY MEMBERS

- 17. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
 - (a) Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
 - (b) A full member (as defined in the Registered Clubs Act) of any registered club which has objects similar to those of the Club.
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.
- 18.
 - (a) Temporary members shall not be required to pay an entrance fee or annual subscription;
 - (b) Subject to Rule 23, Temporary members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;
 - (c) Temporary members shall not be permitted to introduce guests (other than minors) into the Club;
 - (d) The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore;
 - (e) No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 17(c);
 - (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 17(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

- 19. Every person who has lodged with the Secretary a nomination form duly completed in accordance with these Rules seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form shall be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- 20. Should a person who is admitted as a Provisional member not be elected to membership of the Club within eight (8) weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
- 21. Subject to Rule 23, 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 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 any person for membership 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

- 22. A person shall not be admitted as a member of the Club other than as a Provisional, Temporary or Honorary member unless that person is elected to membership at a meeting of the Board of the Club or a duly appointed election committee of the Club. The names of those members present and voting at that meeting shall be recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.
- 23. (a) Notwithstanding any provision in this Constitution, if a person was a Full member of the Club that was suspended pursuant to Rule 32 and during or immediately after the suspension period he or she:
 - (i) resigned from Club membership; or
 - (ii) was removed by the Board from Club membership for being a non-financial member (in accordance with Rule 27(b)),then the person shall not be entitled to the rights set out in Rule 23(b), until the person re-applies and is re-elected to Full membership pursuant to this Constitution.
- (b) A person to which Rule 23(a) applies shall not be entitled to:

- (i) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board, including as a Provisional member, Honorary member, Temporary member or guest; or
 - (ii) participate in any of the recreational, social or sporting activities of the Club or any section without the permission of the Board;
 - (iii) attend or vote at any meeting of the Club or any section;
 - (iv) nominate or be elected or appointed to the Board or any committee of a section;
 - (v) vote in the election of the Board or any committee of a section;
 - (vi) propose, second or nominate any eligible member for any office of the Club or any section;
 - (vii) propose, second or nominate any eligible member for Life membership.
24. (a) In respect of every proposal for election to one of the categories of membership of the Club there shall be completed an application form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Board, including the full name, address occupation and date of birth of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club. The form will be signed by the candidate.
- (b) The application form together with the first annual subscription and joining fee (if any) shall be deposited at the office and the Secretary shall cause the name, address and occupation of the candidate to be exhibited on the Club Notice Board for a continuous period of not less than one week before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the deposit at the office of the application form of a person for election and the election of that person to membership of the Club.
25. (a) Upon a person being elected to membership the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be elected to membership the Secretary shall cause the entrance 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.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

26. 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.

27. (a) All subscriptions prescribed by the Board shall be due and payable by the first day of January in each year.
- (b) Any person who has not paid his or her subscription on or before the first day of February each year shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club in which case the provisions of Rule 32 shall not apply.
- (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.

NON-FINANCIAL MEMBERS

28. Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 2(a)) shall not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board, including as a Provisional member, Honorary member, Temporary member or guest; or
- (b) participate in any of the recreational, social or sporting activities of the Club or any section without the permission of the Board;
- (c) attend or vote at any meeting of the Club or any section;
- (d) nominate or be elected or appointed to the Board or any committee of a section;
- (e) vote in the election of the Board or any committee of a section;
- (f) propose, second or nominate any eligible member for any office of the Club or any section;
- (g) propose, second or nominate any eligible member for Life membership

ADDRESSES OF MEMBERS

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

REGISTERS OF MEMBERS AND GUESTS

30. 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 the date on which that member last paid the annual fee for membership of the Club (excluding Life members).

- (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 17(c).
- (c) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members.

TRANSFER OF MEMBERSHIP

31. The Board, at its discretion, may on the written application of a Full member, transfer that member from one class of membership to another class of membership (other than Life membership). Any member so transferred may at the discretion of the Board receive a reduction for any entrance fee or subscription paid by him or her for the then financial year or may be required to pay the difference between the entrance fee and/or annual subscription applicable for his or her present class of membership and the entrance fee and/or subscription applicable to the class of membership and the entrance fee and/or subscription applicable to the class of membership of which he desires to be transferred.

DISCIPLINARY PROCEEDINGS

32. (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of the Constitution of the Club or any By-Laws or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:
- (i) Such member shall be notified of any charge against the member pursuant to this Rule and of the date time place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least seven clear days before the meeting of the Board at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge.
 - (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. The member shall be entitled to call any witnesses in his defence and cross-examine any witnesses.
 - (iii) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.

- (iv) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a simple majority of the members of the Board present in person vote in favour of such motion.
 - (v) 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.
 - (vi) The member charged must 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.
 - (vii) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
- (b) In the event that a notice of charge is issued to a member pursuant to subparagraph (i) of paragraph (a) of this Rule 32 the Board or the Secretary Manager 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.

MEMBERS UNDER SUSPENSION

- 32A. Any member whose membership is suspended pursuant to Rules 32(a) or (b) shall during the period of such suspension not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board, including as a Provisional member, Honorary member, Temporary member or guest; or
 - (b) participate in any of the recreational, social or sporting activities of the Club or any section without the permission of the Board;
 - (c) attend or vote at any meeting of the Club or any section;
 - (d) nominate or be elected or appointed to the Board or any committee of a section;
 - (e) vote in the election of the Board or any committee of a section;
 - (f) propose, second or nominate any eligible member for any office of the Club or any section;
 - (g) propose, second or nominate any eligible member for Life membership.

REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

- 32B. (a) In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 32B(e), 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:
- (viii) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ix) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - (x) 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;
 - (xi) who hawks, peddles or sells any goods on the premises of the Club;
 - (xii) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
 - (xiii) 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.
 - (xiv) 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.
- (b) If pursuant to Rule 32B(a) 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 32B(e)) 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.
- (c) Without limiting Rule 32B(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 32B(a)(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.
- (d) Without limiting Rule 32B(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 32B(a)(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.
- (e) 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; or
- (ii) any employee authorised by the Secretary to exercise such power.

RESIGNATION AND CESSATION OF MEMBERSHIP

33. A member may at any time by giving notice orally or 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

34. (a) Subject to Rules 23, 35 and 36 all members other than Junior Sporting members and Temporary members shall have the privilege of introducing guests to the Club and on each day a member first brings a guest (other than a minor) into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- (b) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been suspended or expelled from the Club who has been expelled from the Club or who is then refused admission to, and being turned out of, the Club.
- (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 Rules 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.
35. A Temporary member may bring into the Club premises as the guest of that Temporary member a minor:
- (a) (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.
36. For the purposes of Rule 35(c) "responsible adult" means an adult who is:
- (a) a parent, step-parent or guardian of the minor; or
 - (b) the minor's spouse or de facto partner;
 - (c) for the time being, standing in as the parent of the minor.

THE BOARD

37. (a) The Board shall consist of seven (7) Directors comprising of a President, Vice President, Junior Vice President and four (4) ordinary Directors who shall be elected triennially in accordance with Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule will be the Annual General Meeting held in 2013;

Schedule 4 of the Registered Clubs Act	
Definitions	
1.	<p><i>In this Schedule -</i></p> <p>"general meeting" means a meeting of the members of the club at which members of the governing body are to be elected;</p> <p>"triennial rule" means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;</p> <p>"year" means the period between successive general meetings.</p>
2.	<i>Repealed.</i>
First general meeting under triennial rule	
3.	<p>(1) <i>The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.</i></p> <p>(2) <i>The groups -</i></p> <ul style="list-style-type: none"> (a) <i>shall be determined by drawing lots; and</i> (b) <i>shall be as nearly as practicable equal in number; and</i> (c) <i>shall be designated as group 1, group 2 and group 3.</i> <p>(3) <i>Unless otherwise disqualified, the members of the governing body -</i></p> <ul style="list-style-type: none"> (a) <i>in group 1 shall hold office for 1 year; and</i>

(b) in group 2 shall hold office for 2 years; and

(c) in group 3 shall hold office for 3 years.

Subsequent general meetings

4. At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

Casual vacancies

5. (1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.

(2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

Re-election

6. A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.

Revocation of triennial rule

7. If the triennial rule is revoked -

(a) at a general meeting - all the members of the governing body cease to hold office; or

(b) at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,

and an election shall be held at the meeting to elect the members of the governing body.”

(b) Ordinary members, Associate members and Life members who were full members prior to being elected to Life membership shall be entitled to hold the positions of President, Vice President or Junior Vice President.

- (c) A member is ineligible to be nominated for election to the Board if that member:
 - (i) has not in the six months preceding the nomination for election to the Board attended a course of instruction as to the role, duties and responsibilities of directors of clubs which course has been arranged by the Club in accordance with Rule 37 (c) (ii) below and 41 (b) (viii). However, this Rule 37(c) shall not apply in respect of any existing director or any person whose term of office has expired and that person has nominated for re-election to the Board.
 - (ii) The Club shall provide a free course of instruction to potential candidates for election to the Board on the role, duties and responsibilities of directors of clubs. The course shall be held in the premises of the club. The course will be held not earlier than six months before each annual general meeting at which there is to be an election of directors and not later than 28 days prior to such annual general meeting. Notice of the date, time and location of the course of instruction will be placed on the Club notice board at least 14 days before the course is to commence.
- (d) A member is ineligible to be nominated for or be elected or appointed to the Board if that member:
 - (i) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting; or
 - (ii) has at any time been convicted of an indictable offence; or
 - (iii) is a former employee of the Club whose services were terminated by the Club for misconduct.
 - (iv) was an employee of the Club, or any club that has amalgamated with the Club, within the period of three (3) years prior to nomination, election or appointment to the Board.
 - (v) is an employee of the Club.
 - (vi) is suspended from the Club.
 - (vii) is not a financial member of the Club.
- (e) In addition to any functions to be carried out by the President/Chairperson as specified in these Rules, he or she shall:
 - (i) control and direct the Secretary/General Manager in the performance of his or her duties;
 - (ii) be the principal representative of the Club at official functions;

- (iii) be the financial spokesperson for the Club;
 - (iv) provide an annual report to the members in relation to the Club's general performance and activities;
- (f) The Executive shall carry out the following functions:
- (i) reviewing the Club's performance on a monthly basis and reporting findings to the Board;
 - (ii) drafting policies for consideration and adoption by the Board;
 - (iii) making recommendations to the Board deemed appropriate to improve the Club's efficiency and effectiveness.
- (g) 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 THE ELECTION OF THE BOARD

38. (a) The Board of Directors shall be elected in accordance with the Triennial rule set out above at an election by ballot held prior to the Annual General Meeting as set out in the manner contained in sub-paragraph (c) by members entitled to vote in the election and who for the purposes of Rule 2(a) are Financial members.
- (b) The Directors shall be elected from among the Ordinary members, Associate members and Life members of the Club and shall hold office in accordance with the Triennial Rule when they shall retire but shall be eligible for re-election.
- (c) The election of the Board of Directors shall take place in the following manner:
- (i) A candidate for election to the Board of Directors shall be a financial member of at least 12 months' standing. Such nomination being in writing shall bear the signature of the nominee as indicating the nominee's consent and signed by two (2) financial members of the Club.
 - (ii) Nominations must reach the Secretary not later than twenty eight (28) days before the Annual General Meeting and shall be displayed by the Secretary in a prominent place within the Club for at least twenty-one (21) days before that meeting.
 - (iii) If the number of candidates nominated is less than that required to be filled, those candidates nominated shall be declared elected. Additional nominations shall be called for at the Annual General Meeting of the Club. If more than the required number of candidates are nominated at the Annual General Meeting for the remaining

positions then a ballot shall be conducted at the Annual General Meeting.

In the event that more than the required number of candidates are nominated by the close of nominations, an election by ballot shall be conducted prior to the Annual General Meeting in accordance with the following sub-Rules (iv)-(viii).

(iv) The Returning Officer shall prepare a ballot paper for the positions of Directors. The order of candidates on the ballot paper shall be determined by lot.

(v) Voting shall be by secret ballot and shall take place at the Club premises between the hours of 11.00am-2.00pm and 5.00pm-8.00pm on any consecutive seven (7) day period commencing and terminating within fourteen (14) days prior to the date of the Annual General Meeting. The poll shall close at 8.00pm on the last day in the said seven (7) day period. Each member voting shall be given a separate ballot paper. The Returning Officer shall display on the Club's Notice Board, the times for the commencement and closing of the ballot at least twenty-eight (28) days prior to the Annual General Meeting.

(vi) The Board shall appoint the Returning Officer'.

(vii) At the conclusion of the count of votes the Returning Officer shall report the result of the poll in writing to the President and the President shall announce such result at the Annual General Meeting.

(viii) Each candidate in the election may appoint one scrutineer to observe the counting of the votes.

(d) At the first meeting of the Board to be held after each Annual General Meeting the Directors shall elect from amongst themselves the positions of President, Vice President and Junior Vice President.

39. 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 THE BOARD

40. The Board shall be responsible for the management of the business and affairs of the Club including setting all policies under which the Club shall function.

41. 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 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 the Memorandum of Association of the Club 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.
 - (viii) Ensuring that intending members of the Board are introduced to the pre nomination program of the Club Directors Institute.

- (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 and to sell, lease, exchange or otherwise dispose of any land or buildings belonging to the Club provided that the power of the Board to dispose of any land or buildings shall be subject to the requirements of the Liquor Act and The Registered Clubs Act.
- (k)
 - (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define their duties.
 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as

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

- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these rules.

- (m)
 - (i) To create sections and committees for the conduct, management and control of any sport or other activity within the Club and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.

 - (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with these 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.

 - (i) 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.

 - (ii) 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.

 - (iii) 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.

- (iv) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefor and with a recommendation as to further action (if any) to be taken by the Board.
- (n) To set the entrance fees and annual or other subscriptions and fees payable by all members.

PROCEEDINGS OF THE BOARD

- 42. (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.
- 43. The President shall preside as chairman at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President will take the chair. If the Vice-President is not present or is unwilling or unable to act then the Board may elect an officer to fill a casual vacancy or in the case of a permanent vacancy, an officer to be the acting President/Chairperson until the next AGM. The quorum for meetings of the Board shall be four (4) directors personally present.
- 44. The President may at any time and the Secretary upon the request of not less than three members of the Board shall convene a meeting of the Board unless otherwise determined by the Board not less than seven days notice in writing of any meeting of the Board shall be given to each director and shall include at least a general statement of the business to be considered at that meeting.
- 45. 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. The chairman of the meeting shall have a deliberative vote in addition to a casting vote.
- 46. 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.
- 47. 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.

- 47A. 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.
48. 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. The resolution may be in the form of an email in which case the above conditions apply, providing copies of the responses are kept.

DECLARATIONS OF INTERESTS BY DIRECTORS

49. (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 50.
- (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 39(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

50. 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:
- (a) must not vote on the matter; and

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

CONTRACTS WITH DIRECTORS

- 51. (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 51(a) does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY

- 51A. (a) Subject to Rule 51A(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 51A(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 THE BOARD

- 52. 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/her or their period of office and may by ordinary resolution appoint another person or persons in his/her or their stead providing the person so appointed complies with these Rules. Any person so appointed shall hold office during such time only as the person whose place he/she is appointed would have held the same if he/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 227 of the Act shall be followed in relation to that meeting.

53. 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 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 37A within a prescribed period (unless exempted).
54. 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 Annual General Meeting following the next Annual General Meeting, or the next general election of the Board, whichever comes first.

GENERAL MEETINGS

55. 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.
56. (a) The Board may whenever he/she or 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 56 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, subject to the provisions of clause 52.
 - (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 56 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 56. 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.
57. (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

58. 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 74;
 - (c) To declare the results of the election for the Board of Directors of the Club;
 - (d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) To deal with any other business of which due notice has been given.
 - (f) To deal with any other business that the meeting may approve of which due notice has not been given.
59. All business and notices of motion to be dealt with at the Annual General Meeting shall be handed to the Secretary at least twenty-eight (28) days prior to the Annual General Meeting.
60. (a) The Chairman of the Annual General Meeting must allow reasonable opportunity for 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 representative of the Club's auditor is at the meeting, the Chairman of the Annual General Meeting must allow 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

61. (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.
- 62.
- (a) If the Club has been given notice of a resolution under Rule 61, 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.
- 63.
- (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:
 - (ii) if the statement is more than 1,000 words long or defamatory; or
 - (iii) 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.
64. 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

65. (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

66. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Vice President will take the chair and if the Vice President is unwilling or unable to act then the members present shall elect a chairperson for the meeting.
67. At any general meeting of the Club thirty (30) financial members present in person who are entitled to vote shall be a quorum. If a quorum is not present within thirty (30) minutes from the time appointed for the meeting then those members present and entitled to vote shall be a quorum provided that if the meeting has been convened at the request of members pursuant to Rule 56 the same shall be dissolved.
68. (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.
69. 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.
70. 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.
71. 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

72. 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.
73. 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.
74. 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.
- 74A 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 December 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

75. The financial year of the Club shall commence on the first day of January in each year and shall end on the last day of December in the same year or such other period as having regard to the Act, the Board may determine.

AUDITORS

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

SECRETARY

77. 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.
78. Deleted.

SEAL

79. The Board shall provide for the safe custody of the Seal of the Club and the Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board of the Club previously given and in the presence of a member of the Board who shall sign every instrument to which the Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or one other Director appointed by the Board. Notwithstanding this, the Club may execute a document (including a Deed) without using a Seal if that document is signed by two (2) members of the Board or one (1) member of the Board and the Secretary.

NOTICES

80. A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
81. (a) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
82. Deleted.

INDEMNITY TO OFFICERS

83. 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.
- 83A 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.

READING OF CONSTITUTION

84. The Rules 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 Rules are inconsistent therewith they shall be inoperative and have no effect.

AMENDMENTS TO CONSTITUTION

85. The Constitution may only be altered or amended at an Annual General Meeting or General Meeting of the Club of which due notice in accordance with the Corporations Law has been given to members of the Club. The majority required for passing a resolution relating to such alterations or amendments to the Rules shall be 75% of the Ordinary members, Associate members, Life members present and voting at the said meeting. Only Ordinary members, Associate members, and Life members shall be entitled to vote on the resolution to alter or amend these rules.

THE MUDGEES SOLDIERS' CLUB LIMITED

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