

THE CORO CLUB LTD

CONSTITUTION



CORO CLUB

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A Company Limited by Guarantee

ARTICLES OF THE CORO CLUB LIMITED IT IS STATES AS FOLLOWS:

1. DEFINITIONS AND INTERPRETATION

1.1 In this document except where the context otherwise requires:

“**Act**” means the Corporations Act. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force.

“**Board**” means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.

“**Business Day**” means any day other than a Saturday, Sunday, bank holiday or public holiday in New South Wales, Australia.

“**By-Laws**” shall mean the By-laws made in accordance with this Constitution. "Club" means The Coro Club Ltd (ACN 001 071 245).

“**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.

“**Constitution**” means this Constitution.

“**Full member**” means any person who is in one of the categories of membership referred to in Rule 10.3.

“**Month**” means calendar month.

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

“**Parties**” means each of the parties to this document and 'Party' means any one of them.

“**Rules**” means the rules comprising this Constitution.

“**Secretary**” includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager and General Manager and Chief Executive Officer.

“**Special Resolution**” has the meaning assigned thereto by the Act.

1.2 In this document unless the contrary intention appears:

(a) the singular includes the plural and vice versa and words importing a gender include other genders;

(b) reference to any legislation or any provision of any legislation includes any amendment, modification, consolidation or re-enactment of the legislation or any legislative provision substituted for, and all legislation and statutory instruments of, and regulations issued under, the legislation;

(c) other grammatical forms of defined words and expressions have corresponding meanings;

(d) a reference to a clause, paragraph, schedule, annexure or exhibit is a reference to a clause or paragraph of, or schedule, annexure or exhibit to, this document and a reference to this document includes its schedules, annexures and exhibits;

(e) words importing persons or companies include firms, bodies corporate,

unincorporated associations or authorities;

- (f) a reference to a person includes a reference to the person's executors, administrators, successors, substitutes and assigns;
- (g) headings are for ease of reference only and do not affect the construction of this document;
- (h) a reference to '\$' or 'dollar' is a reference to the amount in the lawful currency of Australia;
- (i) a reference to writing includes typewriting, printing, lithography, photography and any other mode of representing or reproducing words, figures or symbols in a permanent and visible form;
- (j) a document expressed to be an annexure or exhibit means a document a copy of which has been initialled for the purposes of identification by or on behalf of the Parties;
- (k) if any day appointed or specified by this document for the payment of any money falls on a day which is not a Business Day the day appointed or specified is deemed to be the next Business Day; and
- (l) a reference to a time or date in connection with the performance of an obligation by a Party is a reference to the time and date in Sydney, Australia even if the obligation is to be performed elsewhere.

2. **NAME**

2.1 The name of the Company is The Coro Club Ltd (**Club**).

3. **PRELIMINARY**

3.1 The Company shall be a non-proprietary company.

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

3.3 Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

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

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

- (a) the Club and each member; and
- (b) the Club and each director;
- (c) each member and each other member,

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

4. **OBJECTS**

4.1 The objects of the Club are:

- (a) To acquire and take over the assets and assume the liabilities of the present unincorporated
- (b) club known as the "Coronation Club".
- (c) To provide, encourage and support all forms of sport and sporting activities in the City of Griffith and its surrounding areas which shall be the main purpose of the Club.
- (d) To purchase base or otherwise acquire and hold any freehold or leasehold property or any easements rights or privileges which the Club may think requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Club, and think requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Club, and to sell convey transfer assign charge mortgage give in exchange or dispose of the same.
- (e) To promote, provide and conduct and to assist in the promotion, provision and conduct of all lawful sports, games and pastimes, and in training for them, and generally to provide facilities for physical training and well-being.
- (f) To construct, establish, provide, maintain and conduct playing areas and grounds as the Club may determine and to construct, provide, establish, furnish and maintain club houses, pavilions and other buildings containing such amenities, conveniences and accommodation either residential or otherwise the Club may from time to time determine.
- (g) To construct maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
- (h) To provide and maintain in good order and repair sporting facilities and amenities for conduction the games and sports as promoted by the Club.
- (i) To provide and maintain in good order and repair accommodation for sporting groups using the Club's Oval complex for various sporting activities.
- (j) To raise money by entrance fees, subscriptions other payments payable by members and to grant any rights and privileges to subscribers.
- (k) To promote and hold either alone or jointly with any other Association Club or persons, competitions, matches and sports and to offer, give or contribute towards prizes, medals and awards and to give or guarantee any prizemoney and expenses whether for members or other persons and to promote give or support dinners, balls, concerts and other entertainments. Provided that no member of the Club or other person shall receive any prize medal award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said game match sporting event or competition may be awarded to him.
- (l) To subscribe to become a member of and co-operate with any other Club Association or organisation.
- (m) Whether incorporated or not whose objects altogether or in part similar to those of this Club. Provided that the Club shall not subscribe to or support with its funds any Club Association Organisation which does not prohibit the distribution of its income and property among its members extent at least as great as that imposed on the Club under or by virtue of Rule 8 of this Constitution.
- (n) To arrange for the representation of the Club at any corporation body or bodies formed for the purpose of promoting the interests of the Club and its social sporting and other activities.

- (o) To purchase and/or apply for a licence or permit or other authority under such Act or Acts as shall for the time being be in force in the State of New South Wales for the purpose of selling and/or intoxicating liquor tobacco cigarettes and other supplies and the operation of automatic machines.
- (p) To buy prepare make, supply, sell and deal in all kinds of sporting equipment used in connection with the Club's sporting activities or entertainments and all kinds of provisions and refreshments required or used by the members of the Club or other persons frequently the playing areas, grounds, Club houses or premises of the Club.
- (q) To make, draw, accept, endorse, discount and execute and to issue Promissory Notes, Bills of Exchange, Debentures or other transferable or negotiable instruments of any description.
- (r) To borrow or raise and secure the payment or money in such manner as the Club shall think fit and in particular by the issue of Debentures or Debenture Stock perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase, redeem or pay off any such securities.
- (s) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment or money or for the performance of any obligations and generally to transact all kinds of
- (t) Guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property both present and future.
- (u) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability to give such person or persons mortgages, charges or other securities over the whole or any part of the real or personal property present or future of the Club.
- (v) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as many from time to time be determined and to sell dispose of realise or otherwise deal with any such securities.
- (w) To hire, employ and dismiss secretaries, clerks, managers, servants and workmen and to pay them and to other persons in return for services rendered to the Club salaries, wages, gratuities or pensions.
- (x) To sell, improve, manage, develop, exchange lease mortgage dispose of tum to account or otherwise deal with all or any part of the property. or rights of the Club provided that no portion of the Club premises which are the subject of a licence under the Liquor Act shall be leased whilst so licensed.
- (y) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying n any business capable of being conducted so as to benefit the Club in the opinion of the Committee.
- (z) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (aa) To sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares debentures or securities of any other company having objects altogether or in part similar to those of the Club.
- (bb) To insure against damage by fire or otherwise any insurable property of the Club and to insure any servant of the Club in respect of claim by reason of any such risk accident or fidelity and to establish and support or aid in the establishment and

support of associations, institutions funds, trusts and conveniences calculated to benefit employees of the Club or the dependents 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.

- (cc) From time to time to make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (dd) To do all or any of the abovementioned things either singly or in conjunction with any other corporation Company firm Association Club or person and either as principals agents contractors trustees or otherwise.
- (ee) To do all such ether lawful things as are incidental lit or conducive to the attainment of the above objects or any of them.

5. LIMITED LIABILITY

5.1 The liability of the members is limited.

6. MEMBERS GUARANTEE

6.1 Each member undertakes to contribute an amount not exceeding one dollar (\$1.00) if the Club is wound up:

- (a) while he or she is a member of the Club; or
- (b) within one year of the date that he or she ceases to be a member.

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

- (a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
- (b) costs, charges and expenses of winding up.

7. APPLICATION OF PROPERTY ON DISSOLUTION

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

- (a) not be transferred, paid to or distributed among the members;
- (b) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.

7.2 The institution or institutions referred to in 7.2 shall be determined by:

- (a) the members of the Club in general meeting at or before the time of dissolution; or in default thereof
- (b) the Supreme Court of New South Wales.

8. PROPERTY AND INCOME OF THE CLUB

8.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of

the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.

- 8.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club.
- 8.3 Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a Certificate of Registration under Part II of the Registered Clubs 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 certificate.
- 8.4 A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
- 8.5 Subject to 8.6, nothing in this Constitution shall prevent the payment:
- (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
 - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (c) of interest at a rate not exceeding interest at the rate of the NSW Local Courts Pre-Judgment interest rate for overdrawn accounts on money lent;
 - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
- 8.6 A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:
- (a) honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976;
 - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
 - (c) interest at the rate referred to in Rule 8.5(c) above on any money lent by the director of the Club;
 - (d) a benefit provided in accordance with Section 10(6A) of the Registered Clubs Act 1976.

9. LIQUOR & GAMING

- 9.1 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 9.1 does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- 9.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- 9.3 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- 9.4 The Secretary or any employee, director or member of any committee of the Club shall not

be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

9.5 Subject to subsection 2(b) of Section 73 of the Gaming Machines Act 2002, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.

9.6 Subject to subsection 2 of Section 74 of the Gaming Machines Act 2002, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

10. MEMBERSHIP

10.1 DELETED.

10.2 The full membership of the Club shall be divided into the following categories:

- (a) Club members;
- (b) Senior members;
- (c) Life members;
- (d) Junior members.

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

- (a) Provisional Members;
- (b) Temporary Members;
- (c) Honorary Members.

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

11. CLUB MEMBERS

11.1 Club members shall be persons who have attained the age of eighteen (18) years and are elected to Club membership of the Club or are transferred by the Board to Club membership from another class of membership of the Club.

11.2 Club members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.

11.3 Club members who have been financial members of the Club for at least twelve (12) consecutive months are entitled to:

- (a) all the social privileges and advantages of the Club;
- (b) attend and vote at general meetings of the Club (including annual general meetings);
- (c) subject at all times to Rule 29.7 nominate for and be elected to hold any position on the Board;
- (d) vote in the election of the Board;

- (e) vote on any special resolution to amend this Constitution;
 - (f) propose, second, or nominate any eligible member for any office of the Club;
 - (g) propose, second or nominate any eligible member for Life membership;
 - (h) introduce guests to the Club.
- 11.4 Club members who have been financial members of the Club for less than twelve (12) consecutive monthsshall be entitled to:
- (a) all the social privileges and advantages of the Club;
 - (b) attend and vote at general meetings (including annual general meetings of the Club);
 - (c) vote in the election of the Board; and
 - (d) introduce guests into the Club.

12. SENIOR MEMBERS

- 12.1 Senior members shall be persons who are of or over the age of eighteen (18) years and are elected to Senior membership of the Club or are transferred by the Board to Senior membership from another class of membership of the Club.
- 12.2 Persons who satisfy the Board that they are in receipt of such form of pension as the Board shall determine from time to time by by-law as being acceptable for Senior membership are the only persons eligible to be elected or transferred to Senior membership
- 12.3 Senior members who have been financial members of the Club for at least twelve (12) consecutive months shall have the same rights and privileges as Club Members who have been financial members of the Club for at least 12 (twelve) consecutive months have under Rule 11.

13. LIFE MEMBERS

- 13.1 A Life member shall be any member who has rendered outstanding service to the Club and has been granted Life membership of the Club in accordance with this Rule 13.
- 13.2 Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- 13.3 Candidates for Life membership shall be proposed by one Club member, Senior member or Life member and seconded by another Club member, Senior member or Life member. Nominations for life membership shall be able to be lodged with the Club at any time up to and including the last Board meeting held before notices of an Annual General Meeting are required to be sent to members.
- 13.4 If such nomination is approved by the Board, the nomination shall be referred to the next general meeting of the Club.
- 13.5 If such nomination is approved by a two-thirds majority of the members present and voting at that meeting the person nominated shall thereby be a Life member of the Club.
- 13.6 Every Life member shall be entitled to all the rights and privileges of a Club member who has been a financial member of the Club for at least 12 (twelve) consecutive months.
- 13.7 A Life member is relieved from the payment of any annual subscription.

14. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

- 14.1 The Board shall have the power on the application of any member transfer that member to another category of membership if that member has the qualifications for that other category of membership.
- 14.2 Any application for transfer of membership pursuant to this Rule 14 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than one week before the transfer of the applicant to another class of membership of the Club.
- 14.3 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- 14.4 Upon a member being transferred to another class of membership of the Club, the Secretary shall cause a notice of such transfer to be promptly forwarded or posted to such member. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

15. HONORARY MEMBERS

- 15.1 The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (a) the patron or patrons for the time being of the Club; or
 - (b) any prominent citizen or local dignitary visiting the Club.
- 15.2 Honorary members shall be entitled to the social facilities and amenities of the Club as the Board may determine from time to time.
- 15.3 Honorary members shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- 15.4 When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- (a) the name in full of the Honorary Member;
 - (b) the residential address of the Honorary Member;
 - (c) the date on which Honorary membership is conferred;
 - (d) the date on which Honorary membership is to cease.

16. JUNIOR MEMBERS

- 16.1 To be eligible for admission as a Junior Member, a person must:
- (a) apply to be a Junior Member in accordance with this Rule 16;
 - (b) be of good character and repute;
 - (c) be under the age of 18 years;
 - (d) satisfy the Board that they are interested in and will, if elected to Junior Membership, take an active part in regular sporting activities organised by the Club; and

- (e) provide written consent from a parent or guardian (who themselves must be an Ordinary Member or Life Member) to the person becoming a Junior Member.

16.2 A Junior Member is:

- (a) required to take an active part in regular sporting activities organised by the Club;
- (b) not entitled to notice of any meeting of members;
- (c) not entitled to attend, speak at or vote at any meeting of members;
- (d) not entitled to notice of any election of the Board;
- (e) not entitled to stand for election to the Board;
- (f) not entitled to participate in or vote in any election of Board members;
- (g) not entitled to introduce guests to the Club;
- (h) only permitted to use those parts of the licensed premises of the Club for which an authorisation under sections 22 or 22A of the Registered Clubs Act is in force (and only in accordance with any such authorisation) but must not be served with or consume alcohol within any Club premises;
- (i) otherwise entitled to the other privileges of membership; and
- (j) required to pay annual subscriptions.

16.3 A Junior Member is elected to membership only until midnight at the start of the day on which they attain the age of 18 years at which time their membership automatically terminates without any further or other action by the Club unless they have duly chosen to become an Ordinary Member.

16.4 A Junior Member prior to the expiry or termination of their membership may choose to become an Ordinary Member from the time that they attain 18 years of age by paying to the Club the difference between the current Junior Membership subscription amount paid by the Junior member and the then applicable annual subscription for Ordinary Members.

17. PROVISIONAL MEMBERS

17.1 Every person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club and who has paid to the Club the entrance fee (if any) and 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.

17.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club that person shall cease to be a Provisional member of the Club and the entrance fee (if any) and subscription submitted with the nomination shall be forthwith returned to that person.

17.3 Provisional members shall be entitled to:

- (a) the social facilities and amenities of the Club as the Board may determine from time to time; and
- (b) introduce guests into the Club.

17.4 Provisional members shall not be entitled to:

- (a) attend and vote at Annual General Meetings and general meetings of the Club; or
- (b) nominate for and be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any special resolution to amend this Constitution;
- (e) propose, second, or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any eligible member for Life membership.

18. TEMPORARY MEMBERS

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

- (a) Any person 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 this Constitution.
- (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 or she so attends the premises of the Club until the end of that day.
- (d) Any interstate or overseas visitor.

18.2 Temporary members shall not be required to pay an entrance fee or annual subscription.

18.3 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.

18.4 Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 28.10.

18.5 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.

18.6 No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a Junior member of another registered club and satisfies the requirements of Rule 18.1(c).

18.7 When a Temporary member (other than a Temporary member admitted pursuant to Rule 18.1(c) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:

- (a) the name in full of the Temporary member;
- (b) the residential address of the Temporary member;
- (c) the date on which Temporary membership is granted;

- (d) the signature of the Temporary member.

19. DELETED

20. VOTES OF MEMBERS

- 20.1 Only Life members and members in the following classes of membership who have been financial members of the Club for a period of at least twelve (12) consecutive months, shall be entitled to attend and vote at any meeting of the Club:
- (a) Club members and
 - (b) Senior members.
- 20.2 Subject to Rule "Proxy Voting Prohibited", every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.
- 20.3 No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.

21. ELECTION OF MEMBERS

- 21.1 A person shall not be admitted as a full member of the Club unless that person is elected to membership by the Board of the Club, or by a duly appointed election committee of the Club.
- 21.2 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
- 21.3 The Board may reject any application for membership without assigning any reason for such rejection.
- 21.4 Every application for membership of the Club 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 email address of the applicant
 - (e) the telephone number of the applicant,
 - (f) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
 - (g) the signature of the applicant;
 - (h) such other particulars as may be prescribed by the Board from time to time.
- 21.5 Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:
- (a) the entrance fee (if any) and the appropriate annual subscription;
 - (b) photo identification such as (without limitation) a current driver's licence or a current

passport held by that applicant.

- 21.6 The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars and identity of that person as appearing in the photo identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application form and shall cause the application to be sent to the Secretary.
- 21.7 A person whose application has been signed by an authorised officer of the Club in accordance with Rule 21.6 and who has paid the Club the entrance fee (if any) and the first annual subscription for the class of membership applied for shall become a Provisional member.
- 21.8 The full name of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
- 21.9 An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
- 21.10 Upon a person being elected as a member of the Club 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.
- 21.11 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

22. ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND LEVIES

- 22.1 For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, and other payments (excluding levies) payable by members of the Club.
- 22.2 Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time.
- 22.3 All subscriptions shall be due and payable on a date determined by the Board from time to time.
- 22.4 Any person who has not paid his or her subscription by the due date shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club and the provisions of Rule 28 shall not apply to such resolution.
- 22.5 Each year the Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the subscription and of the provisions of Rule 25.2.
- 22.6 Any person who has been removed from membership of the Club pursuant to Rule 25.2 may re-apply for membership in accordance with this Constitution.

23. REGISTERS OF MEMBERS AND GUESTS

- 23.1 The Club shall keep the following registers:
- (a) A register of persons who are full members. This register shall set forth in respect of each of those members:

- (i) the name in full
 - (ii) the address
 - (iii) the email address
 - (iv) the telephone number
 - (v) the date of being first elected to membership of the Club
 - (vi) 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 Temporary members other than Temporary members referred to in 18.1(c) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.
 - (c) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act.

24. NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS

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

25. DISCIPLINARY PROCEEDINGS

- 25.1 Provided that the provisions of paragraphs 25.2 to 25.12 are satisfied, the Board shall have power to reprimand, suspend, expel or accept the resignation of any member, if that member:
- (a) wilfully refuses or neglects to comply with any of the provisions of this Constitution or any By-Law; or
 - (b) is, in the reasonable opinion of the Board;
 - (i) guilty of any conduct prejudicial to the interests of the Club; or
 - (ii) guilty of conduct which is unbecoming of a member;
 - (iii) guilty of conduct which shall render the member unfit for membership.
- 25.2 A member shall be notified of:
- (a) any charge against the member pursuant to Rule 25; and
 - (b) the date, time and place of the hearing of the charge.
- 25.3 The member charged shall be notified of the matters in Rule 25.2 by notice in writing at least fourteen (14) clear days before the meeting of the Board at which a charge is to be heard.
- 25.4 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.
- 25.5 If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner at the hearing, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the

member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.

- 25.6 If the member charged does not comply with the warning given in accordance with Rule 25.5), the chairperson (in their absolute discretion) may exclude the member charged from the hearing and continue to consider and deal with the charge in his or her absence.
- 25.7 If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- 25.8 After the Board has considered the evidence put before it, the Board must come to a decision as to the member's guilt in relation to any charge.
- 25.9 When the Board has determined the issue of guilt, if the member charged is at the meeting, the Board must inform the member whether or not the member has been found guilty.
- 25.10 If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to the appropriate penalty for the charge of which the member has been found guilty.
- 25.11 No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless two-thirds of the directors present in person vote in favour of such motion.
- 25.12 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.
- 25.13 The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons cannot vote at the meeting.
- 25.14 The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 25 is not strictly complied with provided that there was no substantive injustice for the member charged.
- 25.15 If a notice of charge is issued to a member pursuant to Rule 25.2, the Board shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.
- 25.16 Any member suspended pursuant to this Rule shall during the period of such suspension not be entitled to:
- (a) attend at the premises of the Club for any purpose without the permission of the Board;
or
 - (b) participate in any of the social and sporting activities of the Club;
 - (c) attend or vote at any meeting of the Club;
 - (d) nominate or be elected or appointed to the Board;
 - (e) propose, second or nominate any eligible member for any office of the Club;
 - (f) propose, second or nominate any eligible member for Life membership.

26. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

- 26.1 In accordance with Section 77 of the Liquor Act, the Secretary or subject to Rule 23.3, an

employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

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

26.2 If pursuant to Rule 26.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 21.3) 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.

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

- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
- (b) any employee authorised in writing by the Secretary to exercise such power.

26.4 Without limiting Rule 26.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 26.1(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.

26.5 Without limiting Rule 26.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 26.1(a), the person must not remain in the vicinity of the Club and/or re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

27. RESIGNATION AND CESSATION OF MEMBERSHIP

27.1 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.

27.2 Any member who has resigned pursuant to this Rule 27 will not be entitled to any refund of membership fees or any part thereof unless the Board considers that there are circumstances warranting an ex gratia payment of the unexpired portion of his or her membership fees from the date of resignation.

28. GUESTS

28.1 All members shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 28.10.

- 28.2 Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- 28.3 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 is then suspended or who has been expelled from the Club or who has been refused admission to or turned out of the Club.
- 28.4 Members shall be responsible for the conduct of any guests they may introduce to the Club.
- 28.5 The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- 28.6 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.
- 28.7 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.
- 28.8 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.
- 28.9 The Secretary 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.
- 28.10 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.
- 28.11 For the purposes of Rule 28 "responsible adult" means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
 - (b) the minor's spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor's spouse on a permanent and domestic basis;
 - (c) a person who for the time being has parental responsibility for the minor.

29. **BOARD OF DIRECTORS**

- 29.1 Subject to Rule 43.2, there will be 7 directors on the Board and the Board shall consist of a President, Vice President, Treasurer and 4 Ordinary directors. The term, "executive position" when used in this Constitution means, "any one of the positions of President, Vice President and or Treasurer."
- 29.2 The Board shall be elected annually in accordance with Rule 30 and Schedule 4 of the Registered Clubs Act.
- 29.3 For the purposes of Section 30(1)(b)(1) of the Registered Clubs Act, the Board may appoint up to two (2) persons to be directors on the Board, provided that the number of directors on

the Board at any one time (both directors elected by members and directors appointed by the Board) does not exceed ten.

29.4 The Board shall only appoint a person as a director of the Club if the Board considers them to have the particular skills, expertise and diversity necessary to effectively carry out their roles as directors of the Club.

29.5 The provisions of the Registered Clubs Act and Regulations shall apply in respect of any person appointed to the Board in accordance with this provision.

29.6 Subject to Rule 29.7 and to any restriction contained in this Constitution, a member must have been a financial member of the Club for a period of at least 12 (twelve) months in order to be eligible to nominate for and be elected or appointed to the Board.

29.7 Subject to any restriction contained in this Constitution, no member shall be appointed to an executive position on the Board unless that member has been an Ordinary Director of the Club for at least three (3) consecutive years.

29.8 A member who:

- (a) is an employee of the Club; and/or
- (b) is currently suspended from the Club;
- (c) is a non-financial member of the Club;
- (d) has at any time been convicted of an indictable offence;
- (e) is a former employee of the Club and whose services were at any time terminated by the Club for misconduct;
- (f) was an employee of the Club in an executive capacity within the period of three (3) years prior to nomination, election or appointment to the Board;
- (g) due to his or her interests, upon election to the Board, would mean that a majority of directors are not free from any interest, including any business interest or other relationship which could, or could reasonably be perceived to, materially interfere with the directors ability to act in the best interests of the Club;
- (h) is disqualified from managing any company under the Act;
- (i) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
- (j) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation.”
- (k) has been found guilty of a disciplinary charge and and either expelled or suspended from membership of the Club for a period of six (6) months or more within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting of the Club; ;
- (l) does not have a Director Identification Number or have applied for a Director Identification Number by the date of election or appointment to the Board.

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

29.9 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.

30. ELECTION OF BOARD

30.1 The election by ballot of the Board shall be conducted in the following manner:

- (a) References to the election of the Board in this Rule 30 refer to positions on the Board to be elected in any one (1) year in accordance with the triennial rule set out Rule 29.2 Notice of the date and time of the last day for receiving nominations for office, shall be prominently posted on the Club Notice Board at least fifty (50) days prior to the date fixed for the Annual General Meeting and shall remain on the Club Notice Board until nominations close.
- (b) Nominations shall close on the day that is thirty-five (35) days prior to the date fixed for the Annual General Meeting.
- (c) Nominations for election to the Board shall be made in writing and signed by two Club members, Perpetual members, Senior members or Life members and by the nominee who shall thereby signify his or her consent to the nomination.
- (d) Each candidate will have the opportunity to submit within seven (7) days after the closing date for nominations provided in Rule 30.1(b) a photograph and resume not exceeding 300 words stating his or her qualifications and their reasons for standing for election to the Board. This offer shall appear on the nomination form. A notice containing this information shall be posted on the Club noticeboard and/or website prior to the commencement of voting.
- (e) After nominations have closed, the Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board.
- (f) If the full number of candidates for the positions available for election on the Board is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and additional nominations may with the consent of the nominee or nominees be made at the meeting for the position not so filled.
- (g) If there be only the requisite number nominated for the positions available for election those candidates shall be declared duly elected.
- (h) If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of that position.
- (i) The Board shall appoint a Returning Officer to take charge of the ballot.
- (j) The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of ballot papers, the counting of votes and shall report the result of the ballot to the meeting.
- (k) ballot papers bearing the names of all candidates shall be available for every member entitled to vote in the election of the board at the annual General Meeting.
- (l) The order in which names appear on the ballot paper shall be determined by lot.
- (m) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
- (n) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- (o) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.

- (p) The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with this Rule 30.

31. ELECTIONEERING

- 31.1 No member shall issue or distribute within the premises or the surrounding precincts of the Club any "how to vote ticket" or any written material advocating either for or against the election of any candidate or candidates for the Board of the Club.
- 31.2 Any breach of Rule 31.1 shall be deemed to be conduct prejudicial to the interests of the Club for the purposes of Rule 25.
- 31.3 Notwithstanding Rule 31.1:
- (a) the Board or a committee of the Board shall be entitled to identify appropriate candidates for election to the Board and advise members of such candidates; and
 - (b) the conduct referred to in Rule 31.3(a) shall not constitute electioneering or a breach of Rule 31.1.

32. PATRONS

- 32.1 The members in general meeting may, by a simple majority, appoint a patron or patrons from time to time upon a recommendation being made by the Board to the meeting.

33. POWERS OF THE BOARD

- 33.1 The Board shall be responsible for the management of the business and affairs of the Club.
- 33.2 The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) To delegate any of its powers to committees consisting of such director or directors 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.
 - (b) 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.
 - (c) The Chairperson shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.
 - (d) 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 Chairperson of the meeting shall have a second and casting vote.
 - (e) 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 Rule 60 or by any regulation made by the Board pursuant to this Rule 60.

- (f) Any Committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.
 - (g) To make such By-Laws not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and wellbeing of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
 - (i) Such matters as the Board are specifically by this Constitution empowered to regulate by By-Law.
 - (ii) The general management control and trading activities of the Club.
 - (iii) The control and management of the Club premises.
 - (iv) The conduct of members and guests 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 Constitution or By-Laws or which by the Constitution are not reserved for decision by the Club in general meeting.
- 33.3 To enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- 33.4 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.
- 33.5 To secure the fulfillment 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.
- 33.6 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.
- 33.7 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.
- 33.8 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.
- 33.9 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 to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.

- 33.10 To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club and to lease any property of the Club to 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 provided that the power of the Board to dispose of any land shall not be exercised unless the requirements of Section 41J of the Registered Clubs Act have been satisfied.
- 33.11 To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.
- 33.12 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.
- 33.13 To set the entrance fees and annual or other subscriptions and fees payable by all members.
- 33.14 To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- 33.15 To affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.

34. BY-LAWS

- 34.1 Any By-law made under Rule 33.2(g) or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the notice board.
- 34.2 The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

35. PROCEEDINGS OF THE BOARD

- 35.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but not less than required by the Registered Clubs Act for the transaction of business.
- 35.2 A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
- 35.3 The President shall preside as chairperson at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President shall preside as chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act then the directors present shall elect one of their number as chairperson for that meeting.
- 35.4 The quorum for meetings of the Board shall be the majority of directors.
- 35.5 The President may at any time and the Secretary upon the request of not less than three (3) directors shall convene a meeting of the Board.
- 35.6 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

- 35.7 The continuing directors on the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
- 35.8 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.
- 35.9 A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution. In addition to this, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.
- 35.10 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.

36. MATERIAL PERSONAL INTERESTS OF DIRECTORS

- 36.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:
- (a) Declare the nature of the interest at a meeting of the Board; and
 - (b) comply with Rule 36.2.
- 36.2 Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) Must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.

37. REGISTERED CLUBS ACCOUNTABILITY CODE

- 37.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 37. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 37, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.
- 37.2 For the purposes of this Rule 37, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

Contracts with top executives

- 37.3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- (a) The top executive's terms of employment; and

- (b) The roles and responsibilities of the top executive;
- (c) The remuneration (including fees for service) of the top executive;
- (d) The termination of the top executive's employment.

37.4 Contracts of employment with top executives:

- (a) Will not have any effect until they are approved by the Board; and
- (b) Must be reviewed by an independent and qualified adviser before they can be approved by the Board.

Contracts with directors or top executives

37.5 Subject to any restrictions contained in the Registered Clubs Act and Rule 37.7 the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

37.6 A "pecuniary interest" in a company for the purposes of Rule 37.5 does not include any interest exempted by the Registered Clubs Act.

Contracts with Secretary and managers

37.7 Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contact with:

- (a) The Secretary or a manager; or
- (b) Any close relative of the Secretary or a manager;
- (c) Any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

Loans to directors and employees

37.8 The Club must not:

- (a) Lend money to a director of the Club; and
- (b) Unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

Restrictions on the employment of close relatives of directors and top executives

37.9 A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.

37.10 If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

Disclosures by directors and employees of the Club

37.11 A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:

- (a) Any material personal interest that the director has in a matter relating to the affairs of the Club; and

- (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
- (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
- (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.

37.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 37.

Training Disclosures

37.13 The Club must make available to members:

- (a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
- (b) the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.

37.14 *The* Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

Provision of information to members

37.15 The Club must:

- (a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates: and
- (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

38. **DELETED**

39. **DELETED**

40. **DELETED**

41. **DELETED**

42. **REMOVAL FROM OFFICE OF DIRECTORS**

42.1 The members in general meeting may by ordinary resolution:

- (a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office;
- (b) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.

42.2 Any person appointed pursuant to Rule 42.1(b) shall hold office during such time only as the

person whose place he or she is appointed would have held the same if he or she had not been so removed.

- 42.3 Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two 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.

43. VACANCIES ON BOARD

- 43.1 The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) becomes insolvent under administration.
 - (b) is convicted of any offence referred to in Section 206B of the Act.
 - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (d) is absent from meetings of the Board for a continuous period of three months without leave of absence from the Board and the Board resolves that the office be vacated.
 - (e) by notice in writing given to the Secretary resigns from office as a director.
 - (f) becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act.
 - (g) ceases to be a member of the Club.
 - (h) becomes an employee of the Club.
 - (i) fails to complete the training requirements for directors referred to in Rule 29.8 within the prescribed period (unless exempted).
 - (j) Was not eligible to stand for or be elected or appointed to the Board.
- 43.2 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 until the conclusion of the following Annual General Meeting in accordance with the rule set out in Rule 29.2.

44. GENERAL MEETINGS

- 44.1 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.
- 44.2 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- 44.3 The Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting.
- 44.4 The request must:
- (a) be in writing; and

- (b) state any resolution to be proposed at the meeting;
 - (c) be signed by the members making the request;
 - (d) be given to the Secretary.
- 44.5 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.
- 44.6 The Board must call the meeting within 21 days after the request is given to the Secretary. The meeting is to be held not later than 2 months after the request is given to the Secretary.
- 44.7 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 Secretary.
- 44.8 The meeting referred to in Rule 44.7 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.
- 44.9 To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
- 44.10 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 that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 44. 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.
- 44.11 At least 21 days' notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all full members who are entitled to attend and vote at that meeting and to the auditor.
- 44.12 A notice of a general meeting of the Club's members must:
- (a) set out the place, date and time of the meeting; and
 - (b) state the general nature of the meeting's business; and
 - (c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.
- 44.13 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.
- 44.14 Notice of an Annual General Meeting and of the last day for receiving nominations for office, shall be posted on the Club Notice Board at least fifty (50) days prior to the date fixed for such Annual General Meeting.
- 44.15 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.
- 44.16 In accordance with section 249S of the Act the Club may hold a meeting of its members at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

45. ANNUAL GENERAL MEETINGS

- 45.1 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 52.3;
 - (c) To declare the results of the election of directors to the vacancies on the Board caused by the operation of the triennial rule referred to in Rule 29.2.
 - (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) to approve the reimbursement of directors' expenses.
 - (f) to deal with any other business of which due notice has been given to the members.
- 45.2 Notwithstanding Rule 46, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.
- 45.3 The Secretary shall cause all items of business and notices of motion referred to in Rule 45.1 to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.
- 45.4 The Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- 45.5 If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

46. MEMBERS' RESOLUTIONS

- 46.1 The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (a) members with at least 5% of the votes that may be cast on the resolution; or
 - (b) at least 100 members who are entitled to vote at a general meeting;
- 46.2 The notice must:
- (a) be in writing; and
 - (b) set out the wording of the proposed resolution; and
 - (c) be signed by the members proposing to move the resolution.
- 46.3 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;
- 46.4 The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.

- 46.5 If the Secretary has been given notice of a resolution under Rule 90, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given;
- 46.6 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;
- 46.7 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;
- 46.8 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 members present and entitled to vote may resolve that the Club meet the expenses itself.
- 46.9 The Club need not give notice of the resolution:
- (a) if it is more than 1,000 words long or defamatory; or
 - (b) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
- 46.10 Members may request the Club to give to all its members a statement provided by the members making the request about:
- (a) a resolution that is proposed to be moved at a general meeting; or
 - (b) any other matter that may be properly considered at a general meeting;
- 46.11 The request must be made by:
- (a) members with at least 5% of the votes that may be cast on the resolution; or
 - (b) at least 100 members who are entitled to vote at the meeting.
- 46.12 The request must be:
- (a) in writing; and
 - (b) signed by the members making the request; and
 - (c) given to the Secretary.
- 46.13 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;
- 46.14 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary;
- 46.15 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;
- 46.16 The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.
- 46.17 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.

46.18 The Club need not comply with the request:

- (a) if the statement is more than 1,000 words long or defamatory; or
- (b) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

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

47. AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

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

47.2 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;

47.3 The auditor is entitled to be heard even if:

- (a) the auditor retires at the meeting; or
- (b) the meeting passes a resolution to remove the auditor from office.

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

48. PROCEEDINGS AT GENERAL MEETINGS

48.1 The President shall be entitled to take the Chair at every general meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Vice President shall preside as chairperson of the meeting. If the Vice President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or one of their number to preside as chairperson of the meeting.

48.2 At any general meeting of the Club (including an Annual General Meeting) called by the Board, twenty (20) members present in person and eligible to vote shall be a quorum.

48.3 At any general meeting of the Club convened on the requisition of members, one hundred (100) members present in person and eligible to vote shall be a quorum.

48.4 If a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting the same shall be adjourned to such time as the members present shall decide provided that if the meeting has been convened at the request of members pursuant to Rule 44.2 the same shall be dissolved. If at any adjourned meeting a quorum is not present the members present shall be a quorum and may transact any business for which the meeting was called.

48.5 Every question submitted to a meeting other than a Special Resolution 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 chairperson of the meeting shall have a second or casting vote.

48.6 If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs 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 chairperson or on a question of adjournment shall be taken forthwith.

- 48.7 A demand for a poll may be withdrawn.
- 48.8 At any general meeting (unless a poll is demanded) a declaration by the chairperson 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.

ADDITIONAL MATTERS

- 48.9 The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.
- 48.10 The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.
- 48.11 If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.
- 48.12 The Club may record general meetings (including Annual General Meetings) using audio and/or visual technology but members are not permitted to do so.
- 48.13 The chairperson:
- (a) is responsible for the conduct of the general meeting; and
 - (b) shall determine the procedures to be adopted and followed at the meeting;
 - (c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.
- 48.14 The Board may authorise persons other than members to attend and speak at a general meeting but those persons shall not be entitled to vote at general meetings.

49. PROXY VOTING PROHIBITED

- 49.1 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.

50. ADJOURNMENT OF GENERAL MEETINGS

- 50.1 The Chairperson 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.

- 50.2 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 50.3 A resolution passed at a meeting resumed after an adjournment 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.
- 50.4 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.

51. MINUTES

- 51.1 The Club must keep minute books in which it records:
- (a) proceedings and resolutions of general meetings of the Club; and
 - (b) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
 - (c) resolutions passed by directors without a meeting.
- 51.2 The Club must ensure that:
- (a) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting.
 - (b) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.
- 51.3 A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

52. ACCOUNTS

- 52.1 The Board shall:
- (a) Cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
 - (b) Cause to be prepared and submitted to a meeting of the Board at intervals of not more than three (3) months a statement of income and expenditure in relation to each aspect of the Club's activities in accordance with the Registered Clubs Act.
 - (c) Within forty eight (48) hours after the meeting of the Board of the Club to which any such statement is submitted, cause a copy of that statement and of any resolution passed by the Board of the Club in relation to that statement to be exhibited in a conspicuous position on the premises of the Club; and
 - (d) Cause the copy of that statement and that resolution, if any, to be so exhibited for a continuous period of not less than twenty eight (28) days.
- 52.2 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.

52.3 The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club send to all members of the Club entitled to attend the Annual General Meeting a copy of all reports which pursuant to Section 314 of the Act are to be laid before the Annual General Meeting in respect of the financial year ending on the last day of October immediately prior to the Annual General Meeting and without limitation these shall include:

- (a) a copy of the Financial Report of the Club;
- (b) a copy of the Directors' Report; and
- (c) a copy of the Auditors' Report on the financial report.

53. REPORTS TO MEMBERS UNDER SECTION 41H OF THE REGISTERED CLUBS ACT

53.1 The Board shall also send to each full member of the Club within four (4) months of the end of the financial year of the Club the information referred to in Section 41H of the Registered Clubs Act.

54. FINANCIAL YEAR

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

55. AUDITORS

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

56. SECRETARY

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

57. EXECUTION OF DOCUMENTS

57.1 The Club shall have a Seal.

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

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

- (a) two members of the Board; or
- (b) one member of the Board and the Secretary.

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

- (a) two members of the Board; or
- (b) one member of the Board and the Secretary.

58. NOTICES

- 58.1 A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending it by post to the address of the member;
 - (c) by sending it to the electronic address of the member;
 - (d) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.
- 58.2 Where a notice is sent to a member in accordance with Rule 58.1(a), the notice is deemed to be received on the day it is given to the member.
- 58.3 Where a notice is sent to a member in accordance with Rules 58.1(b) and (c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.
- 58.4 Where a notice is sent to a member in accordance with Rules 58.1(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

59. INDEMNITY TO OFFICERS

- 59.1 Every officer (as defined in Section 82A 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.
- 59.2 The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

60. INTERPRETATION

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

61. AMENDMENTS TO CONSTITUTION

- 61.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Life members and financial Club members, Perpetual members and Senior members who in each case have been financial members of the Club for at least three (3) consecutive years before the date of the meeting shall be the only members eligible to vote on any Special Resolution to amend this Constitution.

62. TERMINATION

- 62.1 Termination of this document will be without prejudice to any accrued rights of the Parties.

63. CLUB COMPETITIONS

- 63.1 The Committee shall arrange and control all competitions and matches and their decision on

all points connected therewith shall be final.

- 63.2 No member of any class shall compete for any prize whilst he shall be more than one calendar months in arrears as to any money due by him to the Club. Penalty for any breach of this Article shall be disqualification. The acceptance of any entrance fee for any competition by any officer or servant of the Club shall not exonerate any members from this penalty.

64. GENERAL

- 64.1 No payment or part payment of the remuneration of the Secretary/Manager or other servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
- 64.2 The Articles of Association shall be read and construed subject to the provisions of the Acts amending the same and to the extent that any of the provisions in the Articles are inconsistent herewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.

65. APPLICATION OF PROFITS

- 65.1 The Club is a non-proprietary Club. The profits and other income of the Club shall be applied to the promotion of the purposes for which the members of the Club are associated together and no payment of any dividends or distribution of profits or income to or amongst the members of the Club shall be made provided that nothing herein contained shall prevent the payment by way of honorarium to any officer of the Club for services actually rendered to the Club provided same is approved by the members at a general meeting.
- 65.2 We, the undersigned persons whose names and addresses are subscribed being subscribers of the Memorandum of Association of the Coro Club Limited respectively agree to the foregoing Articles of Association.

66. MEETINGS AND VOTING

- 66.1 In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):
- (a) distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means, and/or
 - (b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
 - (c) allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.
- 66.2 If there is any inconsistency between Rule 66.1 and any other provision of this Constitution, Rule 66.1 shall prevail to the extent of that inconsistency.