

**ANNEXURE "B"**

I, Doug McCallum, Company Secretary, certify that this Annexure of 37 pages referred to in Form 205 Notification of Resolution is a true and correct copy of the Constitution Of Shoalhaven Heads Bowling and Recreation Club Limited as amended pursuant to the Special Resolution passed at the Annual General Meeting of the Club held on 8 October 2023.

\_\_\_\_\_  
Doug McCallum

\_\_\_\_\_  
Date:

**COMPANY CONSTITUTION**

**OF**

**SHOALHAVEN HEADS BOWLING  
AND RECREATION CLUB LTD**

**(as amended – 8 October 2023)**

ACN 000 620 431

A Company Limited by Guarantee  
and not having a Share Capital

# CONSTITUTION OF

## SHOALHAVEN HEADS BOWLING AND RECREATION CLUB LTD

### DEFINITIONS

1. In this Constitution, unless there be something in the subject or context therewith:

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

**“Authority”** means the Independent Liquor & Gaming Authority.

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

**“By-Laws”** shall mean the By-laws made in accordance with this Constitution.

**“Club”** means Shoalhaven Heads Bowling and Recreation Club Limited ACN 000 620 431.

**“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, which comprises the Articles of Association and Memorandum of Association of the Club.

**“Full member”** means a person who is an Ordinary member, Life member, Social member or Junior member.

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

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

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

**“Secretary”** includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.

**“Special Resolution”** has the meaning given by the Act. To be passed, a Special Resolution must receive at least seventy five per cent (75%) of the votes cast by members eligible to vote on the Special Resolution.

## **INTERPRETATIONS**

- 1A. (a) References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
- (b) The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
- (c) The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.
- (d) A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-laws of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in general meeting or by a Court of proper jurisdiction.
- (e) A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.
- (f) This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.
- (g) Words importing the singular number also include the plural and vice versa. Words importing the masculine gender shall include the feminine gender and vice versa. Words importing persons include corporations.

## **EFFECT OF CONSTITUTION**

- 1B. The Club's Constitution and any By-laws and other rules have effect as a contract between the Club and each member; and between the Club and each director and the Secretary; and between a member and each other member; under which each person agrees to observe and perform the Constitution, By-laws and rules so far as they apply to that person.
2. The Company is established for the purposes set out in the Constitutional Objects which form part of this Constitution.

## **CLUB NON-PROFIT STATUS**

3. 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.

## **MEMBERSHIP**

4. Deleted.

5.
  - (a) Any person having attained the age of eighteen (18) years shall be eligible for nomination for membership as an Ordinary Member. Any person under the age of eighteen (18) years shall only be eligible for membership as a Junior Member.
  - (b) Candidates for membership of the Club shall complete and sign an application form. The application form shall set out the full name, address and occupation of the candidate and the class of membership to which the candidate wishes to be admitted. The application form shall be in the form and contain such further particulars as are from time to time determined by the Board. The application form for Junior Membership shall be endorsed and signed by a responsible adult for the minor.
  - (c) Every nomination for membership shall be lodged with the Secretary and shall be accompanied by a payment of any subscription or annual fees payable for the current financial year.
  - (d) Particulars of the nomination for membership shall be posted by the General Manager on the notice board in a conspicuous place in the Club's premises and shall remain posted for at least seven (7) days. Upon the expiration of that seven day period the nomination shall be submitted by the General Manager to the Board. An interval of at least fourteen (14) days shall elapse between the date of receipt of nomination for membership by the General Manager and the nomination is considered by the Board.
6. The election of members shall be determined by the Board at a meeting or meetings duly convened. The Board shall examine all nominations for membership and enquire into the suitability of candidates. The Board may reject any application for membership without assigning any reason for such rejection.
7. Every person elected to membership shall be deemed to agree to pay the joining fee (if any) and annual subscription and other fees and charges as prescribed in the Constitution and to be bound by the Constitution of the Club and By-laws from time to time in force and the payment of the said joining fee or part thereof and/or the said annual subscription or part thereof shall be conclusive evidence of such agreement. Provided nevertheless that if such payment is not made within one (1) month after the date of the election to membership, the Board may at its discretion cancel its election of the person to membership of the Club.
8. The members of the Club entitled to vote at an election of the Board shall consist of such class or classes of membership as comprises not less than 25% of the members of the Club.
9. Every member shall notify the Secretary in writing within seven (7) days of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose of this issue of notices except if the member has nominated to receive notices at another address, including email address.
10. The Board from time to time may as it sees fit provide for different classes of members and of membership and shall define such classes by By-law.
11. The members of the Club shall, for the time being, be divided into the following classes:
  - (a) Ordinary Members
  - (b) Life Members
  - (c) Social Members

- (d) Temporary Members
  - (e) Provisional Members
  - (f) Junior Members
  - (g) Honorary Members
- 11A. Notwithstanding the classes of membership described in this Constitution, the Club may create such other classes or sub-classes of membership with appropriate rights and eligibility as defined in By-law as determined by the Board.

### **ORDINARY MEMBERS**

12. (a) Ordinary members shall be persons who have attained the age of eighteen (18) years and are elected to Ordinary membership of the Club.
- (b) Subject to any restrictions contained in this Constitution, all Ordinary members are entitled to:
- (i) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and attend and vote at general meetings (including Annual General Meetings) of the Club;
  - (ii) introduce guests to the Club;
  - (iii) be a member of the Club's intra clubs and participate in activities conducted by those intra clubs.
- (c) Subject to any restrictions contained in this Constitution and with effect from the second anniversary of being elected or transferred to Ordinary membership of the Club, Ordinary members are entitled to the rights set out in Rule 12(b) and to:
- (i) attend and vote at general meetings (including Annual General Meetings) of the Club;
  - (ii) nominate for and be elected to hold office on the Board;
  - (iii) vote in the election of the Board;
  - (iv) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
  - (v) propose, second, or nominate any eligible member for any office of the Club;
  - (vi) propose, second or nominate any eligible member for Life membership.

### **LIFE MEMBERS**

13. (i) Life Members shall mean any eligible Ordinary Member who in consideration of long and meritorious services or for any other reason has been granted, in accordance with this Constitution, Life Membership of the Club. Proposal for Life Membership shall be made to the Board in writing by any two (2) eligible Ordinary Members of the Club. No such granting shall be made except on the recommendation by the Board made to the Annual or Special General Meeting and communicated to members in the notice convening such meeting and the subsequent adoption of

that recommendation by two-thirds of the members present and entitled to vote at that meeting.

- (ii) The number of Life Members in the Club at any one time shall be limited to ten (10).
- (iii) Life Members will enjoy all the rights and privileges of Ordinary Members.

### **SOCIAL MEMBERS**

- 14. (a) Social members shall be persons who have attained the age of eighteen (18) years and are elected or transferred to Social membership of the Club.
- (b) Subject to any restrictions contained in this Constitution, Social members are entitled to:
  - (i) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
  - (ii) introduce guests to the Club.
- (c) Social members are not entitled to:
  - (i) attend and vote at general meetings (including Annual General Meetings) of the Club;
  - (ii) nominate for and be elected to hold office on the Board;
  - (iii) vote in the election of the Board;
  - (iv) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
  - (v) propose, second, or nominate any eligible member for any office of the Club;
  - (vi) propose, second or nominate any eligible member for Life membership;
  - (vii) be a member of the Club's intra clubs and participate in activities conducted by those intra clubs unless permitted to do so by the Board.

### **TEMPORARY MEMBERS**

- 15. (a) "Temporary Member" shall mean a person who has attained the age of eighteen (18) years and who has been admitted to Temporary Membership of the Club and who meets at least one of the following conditions:
  - (i) A person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the registered Club (and includes a person whose ordinary place of residence is in an excepted area as approved by the Director-General);
  - (ii) A person who is a member of another registered club with similar objects to those of this Club;
  - (iii) Any person who is attending the Club for the purpose of taking part in an organised sport or competition as provided in Section 30 (10) of the Registered Clubs Act;

- (iv) An interstate or overseas visitor.
- (b) The duration of Temporary Membership shall be as determined by the Board from time to time provided that Temporary Membership shall be for a period of up to, but not exceeding, seven (7) consecutive days (or for such longer period no more than thirty (30) consecutive days as the appropriate authority may approve in writing in relation to the Club) PROVIDED that a person who is attending the Club for the purpose of taking part in an organised sport or competition shall be a Temporary Member from the time on that day when that person attends the premises of the Club until the end of that day.
- (c) The Temporary Membership of any person may be cancelled at any time without assigning any reason.
- (d) A Temporary Member (other than a Temporary Member who is exclusively attending the Club for the purpose of taking part in an organised sport or competition) is required to complete and sign the Temporary Member Register when entering the Club premises for the first time. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
- (e) Temporary Members shall not be required to pay a joining fee or an annual subscription unless determined otherwise by the Board from time to time.
- (f) Temporary members are entitled to:
  - (i) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (ii) subject to Article 10(l), introduce guests into the Club.
- (g) Temporary members are not entitled to:
  - (i) attend or vote at general meetings (including Annual General Meetings) of the Club;
  - (ii) nominate for or be elected to the Board;
  - (iii) vote in the election of the Board;
  - (iv) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
  - (v) propose, second or nominate any eligible member for any office of the Club; or
  - (vi) propose, second or nominate any eligible member for Honorary Life membership.
  - (vii) be a member of the Club's intra clubs and participate in activities conducted by those intra clubs unless permitted to do so by the Board.
- (h) A Temporary Member may be accompanied at the premises of the Club by a minor (person under the age of eighteen (18) years) provided that the Temporary Member is a responsible adult in relation to that minor and that such minor remains in the immediate presence of the Temporary Member. A minor's details must NOT be entered into the Temporary Member Register or the Guest Register of the Club.

## PROVISIONAL MEMBERS

16. (a) A person in respect of whom:
- (i) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and
  - (ii) who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form,
- may 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.
- (b) Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.
- (c) Provisional members are entitled to:
- (i) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (ii) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.
- (d) Provisional members are not entitled to:
- (i) attend or vote at general meetings of the Club; or
  - (ii) nominate for or be elected to hold office on the Board;
  - (iii) vote in the election of the Board;
  - (iv) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
  - (v) propose, second, or nominate any eligible member for any office of the Club;
  - (vi) propose, second or nominate any eligible member for Honorary Life membership;
  - (vii) be a member of the Club's intra clubs and participate in activities conducted by those intra clubs unless permitted to do so by the Board.
- (e) A person shall cease to be a Provisional member on and from the date that he or she is admitted to Full membership.
- (f) The Secretary or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Article, the Club must return any joining fee and annual subscription paid by the Provisional member when nominating for membership of the Club.

### **JUNIOR MEMBERS**

17. (a) Junior Members shall be persons under the age of eighteen (18) years who have been admitted to membership for the purpose of participating in regular sporting competitions organised by the Club.
- (b) Junior Members shall NOT be entitled to introduce Guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club.
- (c) A Junior Member who has attained the age of eighteen (18) years may be transferred by the Board, without the need for application, from Junior Membership to Ordinary Membership, subject to payment (if any) by the member of an additional annual subscription and/or other fees.

### **HONORARY MEMBERS**

- 17A. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club; or
  - (ii) any prominent citizen or local dignitary visiting the Club;
  - (iii) any person who produces evidence that he or she is a current or former member of the Australian Defence Force.
- (b) Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.
- (c) Honorary members who are not Full members of the Club are entitled to:
- (i) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (ii) introduce guests to the Club.
- (d) Honorary members who are not Full members of the Club are not entitled to:
- (i) vote at any meeting of the Club; or
  - (i) nominate for or be elected to the Board or any office in the Club;
  - (iii) vote in the election of the Board;
  - (iv) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
  - (v) propose, second or nominate any eligible member for any office of the Club; or
  - (vi) propose, second or nominate any eligible member for Honorary Life membership.
  - (vii) be a member of the Club's intra clubs and participate in activities conducted by those intra clubs unless permitted to do so by the Board.

## **PATRONS**

18. At any Annual General Meeting a Patron or Patrons may be elected; nominations for this position(s) to be made by a resolution by the Board of Directors. Patrons shall continue to hold office until death, resignation or removal from the office at a General Meeting of the Club. Patrons shall not be required to pay a membership fee.

## **CESSATION OF MEMBERSHIP**

19. (a) A member may at any time resign from his or her membership of the Club by either giving notice in writing to the Secretary or by returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.
- (b) A resignation pursuant to this Rule 19 takes effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
- (c) A member who resigns from membership of the Club shall continue to be liable for any entrance fees or annual subscriptions and all arrears due and unpaid at the date of his or her resignation.
20. Every person ceasing to be a member of the Club whether by retirement, expulsion, death, neglecting to pay the entrance fee or the subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for all monies due or payable under the provisions of Clause 71 of the Constitution.

## **ENTRANCE FEES AND SUBSCRIPTIONS**

21. (a) The annual subscription shall be for the period 1st July to 30th June in each and every year.
- (b) The Entrance Fees, Annual Subscriptions and other Annual Fees or charges payable by any class of members, the amount thereof and at the time and manner of payment thereof and all other matters pertaining thereto not specially provided by the Constitution shall be such as shall from time to time be prescribed by the Board provided that the Annual Subscription shall not be less than Two Dollars (\$2.00) plus any goods and services tax payable by members annually in advance.
- (c) Members' subscriptions and any other fees or charges payable by any class of members shall be paid in advance either annually or if the Board so directs and approves, for such number of years as provided for in the By-laws.
22. (a) Any member who fails to pay his annual subscription by the 30th June in each and every year shall forthwith and automatically cease to be a member of the Club unless the Board of Directors extends the time for payment no more than one (1) calendar month.
- (b) In the event of any member failing to pay any Fee or Call or Charge or any instalment thereof (other than the annual fee to which clause 21(a) applies) within one (1) month after it becomes due and payable, the General Manager shall cause the member to be notified in writing of the member's default. The Board may debar such defaulting member from all privileges of membership and may cause the member's name to be removed from the Register of Members. The provisions of Clause 54 shall not apply to this provision.

- (c) Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a Guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-laws of the Club.
23. The Board may at any time or times suspend the payment of Entrance Fees either generally or in respect to individual cases and shall have discretionary power to fix and determine or waive the Entrance Fee chargeable to any member under any special circumstances that may arise.

### **REGISTER OF MEMBERS AND GUESTS**

- 23A. The Club shall keep the following registers in accordance with the Act and the Registered Clubs Act:
- (a) Full Member Register. The register of members shall contain the name, address and occupation of each member, the date on which the entry of the member's name in the register is made, and the date on which the member last paid the annual subscription for membership of the Club. The Club must include in the register an up-to-date index of members' names. The index must be convenient to use and allow a member's entry in the register to be readily found. A separate index need not be included if the register itself is kept in a form that operates effectively as an index.
  - (b) Temporary Member Register of persons who are Temporary Members other than Temporary Members who are exclusively attending the Club for the purpose of taking part in an organised sport or competition. At the commencement of the Temporary Membership, the register shall have entered in it the full name, or the surname and initials, and the address, of the Temporary Member together with his or her signature. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
  - (c) Honorary Member Register. This register shall have entered in it the full name or the surname and initials, and the address, of each Honorary Member and the date or period of Honorary Membership. This obligation does not apply in respect of persons admitted to Honorary membership pursuant to clause 17A(a)(iii).
  - (d) Guest Register of persons over the age of eighteen (18) years who enter the premises of the Club as the Guest of a member. Such register shall have entered therein on each day the Guest enters the premises of the Club, the name and address of the Guest, the date of that day, and the signature of the accompanying member. A Guest entering the Club more than once on the same day with the same member need only enter his name in the register once. It is offence to make an entry in the Guest Register relating to a person under the age of eighteen (18) years.
- 23B. A register referred to in this section shall be retained by the Club for a period of at least three (3) years after the date of the last entry in the register.

### **GUESTS**

- 23C (a) Subject to Rule 23C(l), all members (other than Junior members) shall have the privilege of introducing guests to the Club.
- (b) A Temporary member may introduce a guest only in accordance with Rule 23C(l).

- (c) 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
- (d) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- (e) No member shall introduce any person as a guest who has been expelled from the Club, who is currently under suspension or who has been refused admission to or been turned out of the Club.
- (f) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (g) 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.
- (h) 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.
- (i) 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.
- (j) 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.
- (k) The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- (l) A Temporary member may bring into the non-restricted areas of the Club premises as the guest of that Temporary member a minor:
  - (i) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and
  - (ii) who does not remain on the Club premises any longer than that Temporary member;
  - (iii) in relation to whom the member is a responsible adult.
- (m) For the purposes of Rule 23(l)(iii), "responsible adult" means an adult who is:
  - (i) a parent, step-parent or guardian of the minor; or
  - (ii) the minor's spouse or de facto partner;
  - (iii) for the time being, standing in as the parent of the minor.

### **DIRECTORS**

24. The following shall apply in respect of the Board:

- (a) For the purposes of the Annual General Meeting to be held in 2018, there will be nine (9) directors on the Board comprising a President, two (2) Vice Presidents and six (6) Ordinary directors.

- (b) With effect from and for the purposes of the Annual General Meeting and the election of the Board to be held in 2019, the number of directors will be reduced from nine (9) to eight (8) and the Board of Directors shall comprise a President, two (2) Vice Presidents and five (5) Ordinary directors.
- (c) With effect from and for the purposes of the Annual General Meeting and the election of the Board to be held in 2020, the number of directors will be reduced from eight (8) to seven (7) and the Board of Directors shall comprise a President, two (2) Vice Presidents and four (4) Ordinary directors.

## **Qualifications**

- 25. (a) Only Life members and Ordinary members who satisfy the requirements of Rule 12(c) shall be entitled to be elected or appointed to the Board.
- (b) A member shall not be eligible to stand for or be elected or appointed to the Board if he or she:
  - (i) is an employee; or
  - (ii) is currently under suspension;
  - (iii) is not a financial member of the Club;
  - (iv) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for any period within the period of two (2) years immediately prior to the date determined for the closing date for nominations or the proposed appointment date to the Board.
  - (v) has at any time been convicted of an indictable offence;
  - (vi) is a former employee of the Club whose services were terminated by the Club for misconduct.
- (c) That Board elections be held every second year commencing 2021.
- (d) Notwithstanding any possible exemptions which may apply, any person who is elected or appointed to the Board must complete the mandatory training requirements for directors as prescribed by the Registered Clubs Regulations.

## **Nominations**

- 26. (a) Nomination for the position of Member of the Board of Directors shall be in writing in the form prescribed by the Board and shall be signed by the proposer and seconder and the person so nominated shall sign so as to indicate his acceptance of the nomination. All nominations must be received by the General Manager at least 35 days prior to the date of the Annual General Meeting. The Secretary-Manager shall as soon as possible after receipt of such nominations cause the candidate's name and that of his proposer and seconder and position for which he has been nominated to be displayed in a conspicuous place in the Club premises. Not less than fifty-six (56) days prior to the Annual General meeting the General Manager shall cause to be displayed on the Club notice board a notice advising the time, date and place of the Annual General Meeting and shall call for nominations to the positions on the Board of Directors.
- (b) Should there be an insufficient number of persons nominated for a position within the prescribed time then those persons who were so nominated shall be declared

duly elected at the Annual General Meeting and verbal nominations shall be accepted and if necessary a ballot conducted to fill the vacancies at the Annual General Meeting.

- (c) No nomination shall be informal or invalid by reason of any neglect or non compliance on the part of the General Manager with any duty cast upon him by this Constitution.
- (d) The proposer, seconder and the Member nominated for office must all be financial Ordinary Members who satisfy the requirements of Rule 12(c) or Life Members.
- (e) Members eligible for office may be nominated for more than one office and in the event of election to the senior position shall be deemed to have been eliminated from candidature for the junior position.
- (f) Where there are more candidates for any office than are required the election shall be by ballot of the members present entitled to vote.

### **Election by Ballot**

27. Where there are more candidates for any office than are required the election shall be by ballot as follows:

- (a) At its meeting in June the Board of Management shall appoint a Returning Officer and two (2) scrutineers, none of whom shall be an officer of the Club or candidate for election as an officer of the Club, who shall conduct and carry through the ballot. The Returning Officer shall supervise the preparation of ballot papers. The order in which names appear on the ballot paper shall be determined by drawing names from a container conducted by the Returning Officer.
- (b) The ballot shall be conducted on the Club's premises and shall open eight (8) days prior to the Annual General Meeting. It shall remain open between the hours of 5:00 pm and 6:00 pm on weekdays and 1:00 pm and 6:00 pm on Saturday and Sunday and shall close at 6:00 pm on the Friday preceding the Annual General Meeting.
- (c) A member authorised by the Board shall be present at all times when the ballot is open and shall require each member voting to present his membership card.
- (d) Not less than fourteen (14) days prior to the date of such meeting, the General shall issue a "Register of Voters" consisting of Ordinary Members and Life Members entitled to vote, to the Returning Officer who shall cause to have issued to such member entitled to vote a ballot paper initialled by the Returning Officer and each member voting shall indicate in the manner prescribed on such ballot paper the names of the person or persons for whom he desires to vote and after marking the same, shall place it in a locked ballot box to be provided for that purpose.
- (e) The key of the locked ballot box shall be handed to the Returning Officer prior to the opening of the ballot and the locked ballot box shall be handed to the Returning Officer at the close of the ballot.
- (f) The Returning Officer shall immediately proceed to count the votes and the result, signed by such Returning Officer and two (2) scrutineers, shall be handed by such Returning Officer to the chairperson of the Annual General Meeting immediately upon the commencement of such Annual General Meeting. The chairperson shall thereupon announce the result.
- (g) The election of the Board shall be conducted on a "first past the post" basis.

- (h) In the event of two or more candidates receiving an equal number of votes for the same office, the successful candidate shall be decided by lot.
- (i) The Board shall have the power to make By-laws regulating all matters in connection with the nomination and election of the Board not otherwise provided by this Constitution.

27A. The State Electoral Commissioner shall conduct an election of the Board of the Club if:

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

#### **SPECIAL APPOINTMENTS MADE BY THE BOARD**

27B. (a) In accordance with the Registered Clubs Act, the elected members of the Board may appoint special Board members to hold up to two (2) Board positions at any one time, provided that:

- (i) The terms shall be no more than three (3) years; and
- (ii) The person must be an ordinary member at the time of, and for the duration of, the appointment; and
- (iii) The person is not eligible for reappointment as a special Board member at the end of the term.

(b) Within twenty-one (21) days of a special Board member appointment being made, a notice must be clearly displayed on the Club's notice board and on the Club's website (if any) that states the reason for the person's appointment, the person's relevant skills and qualifications, and any payments to be made to the person in connection with the appointment.

(c) Nothing in this Rule shall prevent the appointment of members to fill casual vacancies in accordance with this Constitution.

#### **VACANCIES IN BOARD OF DIRECTORS**

28. The office of a member of the Board shall automatically be vacated if the person holding that office:

- (a) is disqualified for any reason referred to in Section 206B of the Act.
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

- (c) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board.
  - (d) by notice in writing given to the Secretary resigns from office as a director.
  - (e) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
  - (f) ceases to be a member of the Club.
  - (g) becomes an employee of the Club.
  - (h) ceases to hold a qualification by which that person was appointed or elected to office.
  - (i) if the person fails to complete the mandatory director training prescribed by the Registered Clubs Act within the prescribed period (unless exempted from doing so).
29. (a) If any Director shall die or shall cease to be qualified under the provisions of Clause 28 hereof his office shall be declared vacant by the Board and subject to the provisions of Clause 25 hereof the Board may appoint a successor to hold office until the next election by a General Meeting and until such appointment is made the continuing members of the Board may act notwithstanding such vacancy.
- (b) (i) The members in general meeting may by ordinary resolution remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office and 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.
  - (ii) Any person appointed pursuant to Rule 29(b)(i) shall hold office for the remainder of the term of office of the person he or she replaces.
  - (iii) 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 (2) 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.

### **POWERS AND DUTIES OF THE DIRECTORS**

30. (a) The business and general affairs of the Club shall be under the management of the Board of Directors which shall have full control of the property of the Club and absolute authority subject to the Constitution regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect to the Club except insofar as is otherwise expressly provided by this Constitution.
- (b) In particular but without derogating from the general powers hereinbefore conferred the Board shall have power from time to time, to appoint from among its members or from members of the Club sub-committees for any purpose whatever which from time to time it may think desirable and to delegate to any such sub-committee such powers as it may think fit and to revoke or alter any such appointment or delegation from time to time. Unless otherwise specified in the minute of the Directors appointing the sub- committee the quorum of all Sub committees shall consist of a majority of the members of such sub-committees.
- (c) Subject to Clause 55 to make such by-laws or rules 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 well-being of the members of the Club and to amend or rescind from time to time any such by-laws and rules.

- (d) To enforce the observance of all by-laws and rules by suspension of a member or members from enjoyment of Club privileges or any of them or otherwise as the Board thinks fit.
- (e) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (f) To engage, appoint, control, remove, discharge, suspend and dismiss such managers, secretaries, officers, solicitors, accountants, surveyors, bankers, clerks, representative 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 salaries, enrolments or other remuneration but no payment or part payment of any General Manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
- (g) 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.
- (h) To secure the fulfilment of any contract or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (i) 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 and 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.
- (j) 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.
- (k) 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.
- (l) 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 to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders provided that the approval of the members be obtained at a General or Annual General Meeting.
- (m) Subject to the requirements of the Liquor Act and the Registered Clubs Act, to sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise) and land belonging to the Club.

- (n) To impose any restrictions or limitations on the rights and privileges of all classes of members and guests relating to the use by them of the Club premises and/or any amenity or facility therein contained or relating to their conduct, behaviour, clothing and dress whilst on the said premises.

### **INTRA-CLUBS**

- 30A. (a) Without limiting the general powers of the Board under this Constitution, the Board shall have power to:
  - (i) establish Intra clubs with such rules (including objects, powers and membership qualifications) as the Board may determine; and
  - (ii) allow Intra clubs established pursuant to this Rule 30A or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established;
  - (iii) allow Intra clubs to create by-laws for the control and regulation of the sporting or other activities for which they are respectively established;
  - (iv) permit Intra clubs to adopt a name (provided it be described as a Intra club of the Club);
  - (v) allow Intra clubs to become affiliated with the bodies controlling sports or other activities on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies;
- (b) Any of the Intra clubs established pursuant to Rule 32(a) or those already in existence must conform to any regulation or restriction that the Board may impose.
- (c) The President shall be a member of all the committees of Intra clubs and may nominate a person or persons to represent him or her on one or more of those committees.
- (d) Subject to the general control and supervision of the Board, each Intra club may manage its own affairs but shall make regular reports to the Board (or otherwise as may be required by the Board) and submit copies of all minutes and records to the Board.
- (e) The Board may empower each Intra club to open and operate a bank account in the name of the Intra club in such bank or banks as the Board may approve provided that the persons eligible to operate upon any such account shall be approved by the Board which may remove and replace such persons or any of them. All funds held by Intra clubs remain the property of the Club at all times.
- (f) The rules of each Intra club may be amended by the members of the Intra club provided that no amendment proposed or approved by the members of the Intra club shall have effect unless and until it is approved by resolution of the Board.
- (g) Any disciplinary action taken by an Intra club in respect of any member of the Intra club shall be promptly reported to the Board together with the reasons for the action.
- (h) Only Life members and Ordinary members who satisfy the requirements of Rule 25(b) of the Club constitution shall be entitled to be elected or appointed to an Intra-Club Committee:

A member shall not be eligible to stand for or be elected or appointed to an Intra-Club Committee if he or she:

- (i) is an employee; or
  - (ii) is currently under suspension.
  - (iii) is not a financial member of the Club.
  - (iv) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for any period within the period of two (2) years immediately prior to the date determined for the closing date for nominations or the proposed appointment date to the Intra-club Committee.
  - (v) has at any time been convicted of an indictable offence.
  - (vi) is a former employee of the Club whose services were terminated by the Club for misconduct.
- (i) As per Constitution Rule 12 (c) applied to Intra-Clubs:

Subject to any restrictions contained in the Club constitution and with effect of being a financial member of the Intra-Club for at least three (3) months, intra-club members are entitled to:

- (i) attend and vote at general meetings (including Annual General Meetings) of the Intra-Club
  - (ii) nominate for and be elected to hold office on the Intra-Club committee.
  - (iii) vote in the election of the Intra-Club committee.
  - (iv) vote on any Special Resolution to amend the Constitution of the Intra-Club.
  - (v) propose, second, or nominate any eligible member for any office of the Intra-Club.
  - (vi) propose, second or nominate any eligible member for Life membership of the Intra-Club.
31. All acts done at any Board Meeting or by any persons acting as Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the election of such Director or Directors or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

## **DUTIES OF DIRECTORS, THE SECRETARY, AND EMPLOYEES**

- 31A. (a) A Director, Secretary, other officer or employee of the Club must not improperly use their position to gain an advantage for themselves or someone else; or to cause detriment to the Club.
- (b) A Director or other officer of the Club must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if they were a director or officer of a club in the Club's circumstances.
- (c) A Director or other officer of the Club who makes a business judgment is taken to meet the requirements of subsection (b), and their equivalent duties at common law and in equity, in respect of the judgment if they:
- (i) make the judgment in good faith for a proper purpose; and
  - (ii) do not have a material personal interest in the subject matter of the judgment; and
  - (iii) inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
  - (iv) rationally believe that the judgment is in the best interests of the Club.
- (d) A Director or other officer of the Club must exercise their powers and discharge their duties in good faith in the best interests of the Club; and for a proper purpose.
- (e) A person who obtains information because they are, or have been, a Director, Secretary or other officer or employee of the Club must not improperly use the information to gain an advantage for themselves or someone else; or to cause detriment to the Club.

## **HONORARIUM**

32. Subject to the provisions of the Registered Clubs Act, the Club may pay an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

## **DIRECTORS' INTEREST**

33. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge: declare the nature of the interest at a meeting of the Board and comply with Article 33(b).
- (b) Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club must not vote on the matter and must not be present while the matter is being considered at the meeting.

## **MEETINGS OF THE BOARD**

34. (a) The Board shall meet at least once in every month for the transaction of business. Minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. A Special Meeting of the Board may be called at any time

that may be deemed necessary, by either the President or, in writing, by three members of the Board.

- (b) The President of the Club shall be entitled to preside at all meetings of the Board, in his absence the Vice-President shall be entitled to preside. Should neither the President nor Vice-President be present within fifteen (15) minutes of the time fixed for the meeting or being present should none of them be willing to preside, the meeting shall elect a member of the Board to be chairperson of the meeting, the General Manager taking the chair for the purpose only of the election but without the right to vote unless he is a member of the Board. Any person excepting the General Manager acting as chairperson of the meeting of the Board shall have the same voting powers as are provided in Clause 30 of the Constitution.
  - (c) The quorum for meetings of the Board shall be a majority of directors on the Board members in accordance with this Constitution.
  - (d) 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.
  - (e) The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to at least the number required for a quorum or of summoning a general meeting of the Club, but for no other purpose.
  - (f)
    - (i) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
    - (ii) For the purposes of sub-paragraph (i), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separated documents.
    - (iii) A reference in sub-paragraph (i) to all the Directors does not include a reference to a Director who at a meeting of the Board, would not be entitled to vote on the resolution.
35. Subject to the Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of members 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.

### **GENERAL MEETINGS**

36. The Annual General Meeting of the Club shall be held each year within five (5) months of the close of the financial year at such time and place as may be determined by the Board.
37. The abovementioned general meeting shall be called the Annual General Meeting. All other general meetings shall be called General Meeting.

38. (a) The Board may whenever it thinks fit convene an Extraordinary General Meeting of the Club and shall convene an Extraordinary General Meeting on the request of not less than five per cent (5%) of the members entitled to vote at meetings of the Club and whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).
- (b) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
- (c) A meeting of members must be held for a proper purpose. A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
- (d) On receipt of a valid requisition the Club shall forthwith proceed to convene a general meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.
- (e) If the Board does not give notice of a general meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.
- (f) In the case of a general meeting where at least twenty-one (21) clear days notice of such meeting has not been given to members entitled to attend and vote at such meeting, the Board shall be deemed not to have duly convened the meeting.
- (g) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which general meetings are convened by the Board.
- (h) To call the meeting the requisitionists may ask the Club for a copy of the Register of Members and the Club must give the requisitionists the copy of the Register without charge.
- (i) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.

#### **NOTICE OF GENERAL MEETINGS**

39. (a) At least twenty one (21) days notice in writing of any general meeting of the members of the Club (including an Annual General Meeting) must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.
- (b) A notice of a general meeting of the members of the Club (including an Annual General Meeting) must set out the place, date and time of the meeting, state the general nature of the meeting's business and if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution.
40. Neither the accidental omission to give notice of a meeting to, nor the non-receipt of a notice of a meeting by any member nor the omission to post a copy on the notice board shall invalidate the proceedings at any meeting.
- 40A. (a) Members may give the Club notice in writing of a resolution that they propose to move at a general meeting provided that such members hold at least 5% of the

votes that may be cast on the resolution or at least 100 members who are entitled to vote at a general meeting, whichever is less (number of members calculated as at the midnight immediately preceding the day that the members give the notice). The Board may at its discretion determine that a resolution shall be presented to members with less than the required number of members giving notice of the proposed resolution.

- (b) Notice given in accordance with paragraph (a) of this Rule must be given to the Secretary and shall be considered at the first general meeting held at least two (2) months after receipt of the notice. If a general meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days notice of the resolution to members, the Club may, at its discretion, and with due notice, present the resolution to members for consideration.
- 40B. A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the Auditor if the question is relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the Auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the Auditor even if the Club believes the question is not relevant to the Auditor's Report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).

#### **QUORUM FOR GENERAL MEETINGS**

41. At any Ordinary or General Meeting called by the President or the Board thirty (30) members entitled to be present in accordance with this Constitution and present in person shall be a quorum and at any General Meeting called on or by the requisition of members forty (40) members entitled to be present in accordance with this Constitution and present in person shall constitute a quorum. If a quorum be not present within fifteen (15) minutes of the time fixed for an Ordinary or General Meeting if convened on or by the Requisition of members shall be dissolved; if convened by the President or by the authority of the Board it shall be adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting the members present shall be a quorum.

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

42. The business of the Annual General Meeting shall be as follows:
- (a) To confirm the minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held;
  - (b) To receive and consider the reports of the Board;
  - (c) To receive and consider the financial report as required by the Act and the Registered Clubs Act and to receive and consider the auditor's report;
  - (d) To approve honoraria or other extraordinary benefits (if any);

- (e) To elect the Board in accordance with this Constitution, or, if the ballot was held prior to the Annual General Meeting, to declare the result of the ballot and, if necessary, to elect further Directors;
  - (f) To deal with any valid business of which due notice has been given;
  - (g) To deal with general business as approved by the chairperson of the meeting or as approved by the meeting.
  - (h) Such business which under this Constitution ought to be transacted at a general meeting.
43. The President of the Club, or in his absence the Vice President, shall preside as chairperson at every General Meeting. If either is not present within thirty (30) minutes after the time appointed for the holding the meeting, or is unwilling to act as chairperson, the members shall choose one of the Directors and if no Director be present or if all the Directors present decline to take the chair, then the members shall choose one of their own number to be chairperson following the same procedure as provided in Clause 34(b) of the Constitution for the appointment of a chairperson at a meeting of the Board.
- 43A. The chairperson of an Annual General Meeting shall 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.
- 43B. (a) The Club's Auditor is entitled to attend any general meeting of the Club and 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 even if the Auditor retires at the meeting or the meeting passes a resolution to remove the Auditor from office.
- (b) If the Club's Auditor or representative is at the Annual General Meeting, the chairperson of the meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask the Auditor or representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.
44. Every question submitted to a General Meeting of the Club or to any meeting of the Board or any sub-committee may be decided in the first instance by a show of hands and in the case of equality of votes the chairperson shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a member.
45. At any General Meeting unless a poll is demanded by the chairperson or by at least five (5) members present and entitled to a vote at the meeting, 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 of proceedings of the Club shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
46. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the chairperson of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the chairperson shall determine the same and such determination made in good faith shall be final and conclusive.
47. The chairperson of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

48. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a chairperson of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
49. Any General Meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no notice of such adjournment need be given.

#### **VOTES OF MEMBERS**

50. (a) Ordinary Members who satisfy the requirements of Rule 12(c) and Life Members only are entitled to attend and vote at elections and meetings of the Club.
- (b) No member other than a Life Member shall be entitled to be present or vote at any meeting or election of the Club or to be elected to any office unless such member shall have paid all instalments of entrance fee and annual subscription and all other monies due to the Club at the time of such meeting.
- (c) An employee of the Club shall not vote at any general meeting of the Club or at any Board meeting or at any election of the Board or hold office as a member of the Board.
- (d) An employee of the Club must not vote at any election of the governing body of another club or association if any member of that governing body would, as the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of this Club.
- (e) Each member entitled to vote shall have one (1) vote.
51. A member shall not, as the proxy of another member:
- (a) Attend or vote at any Meeting of the Club or Board or any Committee of the Club; or
- (b) Vote at any election for an officer of the Club, or for a member of the Board.

#### **DISCIPLINARY CITATIONS**

52. Subject to Rule 52A, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:
- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
- (b) is, in the reasonable opinion of the Board;
- (i) guilty of any conduct prejudicial to the interests of the Club; or
- (ii) guilty of conduct which is unbecoming of a member.
- 52A The following procedure shall apply to disciplinary proceedings of the Club:
- (a) A member shall be notified of any charge against the member pursuant to Rule 52 and the date, time and place of the meeting of the Board at which the charge is to be heard.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 52 by notice in writing by a prepaid letter sent by post to the member's last known address

at least fourteen (14) days before the meeting of the Board at which the charge is to be heard.

- (c) The member charged shall be entitled to attend the meeting for the purpose of answering the charge and submit to the meeting written representations for the purpose of answering the charge.
  - (d) If the member fails to attend such meeting:
    - (i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and
    - (ii) the Board may impose any penalties,the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
  - (e) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.
  - (f) When the Board has made a decision as to whether the member is guilty or not, if the member charged is at the meeting, the Board must inform the member of the Board's decision.
  - (g) 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 an appropriate penalty for the charge of which the member has been found guilty.
  - (h) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a two thirds majority of the directors present in person vote in favour of such motion by secret ballot.
  - (i) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 52A.
  - (j) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.
  - (k) A member (or former member) shall not be entitled to commence legal proceedings or take any other action against the Club (including but not limited to its officers, employees and members) in relation to the outcome of the disciplinary proceeding and/or any other matter arising from or incidental to the disciplinary proceedings.
- 52B If a notice of charge is issued to a member pursuant to Rule 52A(a), the Board by resolution or the Secretary (independently of the Board) shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.
53. Should a member incur any debt to the Club or to the Club's staff or servants or persons under contract to the Club (which debt is not covered by the provisions of Clause 21 hereof) and fail to discharge such debt upon request in writing by the General Manager he may by resolution of a meeting of the Board be suspended or expelled provided that before so resolving the Board shall give the member concerned seven (7) days notice of its intention to take such course but the provisions of Clause 52 shall not apply.

## **REMOVAL OF PERSONS FROM THE CLUB PREMISES**

54. (a) In addition to any powers under section 77 of the Liquor Act, the Secretary or, subject to Article 54(e), an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
  - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
  - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
  - (iv) who hawks, peddles or sells any goods on the premises of the Club;
  - (v) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;
  - (vi) 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;
  - (vii) whom the Club, under the conditions of its club licence, by law or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to Article 54(a) a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Article 54(e)) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (c) Without limiting Article 54(b), if a person has been refused admission to or turned out of the Club in accordance with Article 54(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- (d) Without limiting Article 54(b), if a person has been refused admission to or turned out of the Club in accordance with Article 54(a)(i), the person must not:
- (i) remain in the vicinity of the Club; or
  - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- (e) Without limiting the provisions of section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Article shall be:
- (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
  - (ii) any employee authorised by the Secretary to exercise such power.

### **BY-LAWS**

55. (a) Any By-laws made under this Constitution shall come into force and be fully operative upon the posting of an appropriate notice containing such By-laws or Rules on the notice board.
- (b) The Club in general meeting may revoke and disallow any such By-law Rule.
- (c) Neither the revocation or disallowance by the Club in general meeting of any By-law nor the knowledge that it might take place nor its amendment or rescission by the Board shall invalidate any act by the Board or by an officer or servant of the Club prior to such amendment or rescission.

### **MINUTES**

56. The Board shall cause minutes to be kept by the General Manager in books (which shall be kept in hard copy or electronic form) provided for that purpose:
- (a) of all appointments of officers made by the Club in general meeting or the Board;
- (b) of the names of the Directors present and voting at each meeting of the Board;
- (c) of the number of members present and voting at general meetings of the Club;
- (d) of all resolutions and procedures at all meetings either of the Club or the Board.
- 56A. (a) The chairperson of the meeting must, within one (1) month after the end of the meeting, cause minutes to be drawn up and entered in a minute book. The Club must ensure that the minutes of a meeting are signed and certified as a true copy within a reasonable time after the meeting by either the chair of the meeting or the chair of the next meeting.
- (b) The Club must keep its minute books at the Club's registered office.

### **FINANCIAL YEAR**

57. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year.

### **ACCOUNTS AND REPORTING TO MEMBERS**

58. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
59. 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.
60. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.
61. In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:

- (a) the financial report of the Club; and
  - (b) the directors' report;
  - (c) the auditors' report on the financial report.
- 61A. Unless required to do so by the Act, the Club is not obliged to send an annual report to members.

### **SEAL**

62. (a) The Board must provide for the safe custody of the seal.
- (b) The Club may execute a document (including a deed) with the seal by fixing the seal to the document and having the fixing of the seal witnessed by:
- (i) two (2) Directors; or
  - (ii) one (1) Director and the Secretary.
- (c) The Club may execute a document (including a deed) without using the seal if that document is signed by:
- (i) two (2) Directors; or
  - (ii) one (1) Director and the Secretary.
- (d) The Club may only fix the seal to a document after a resolution of the Board to that effect.

### **SECRETARY**

- 62A. (a) The Board shall appoint a person to be Secretary of the Club. At any time there shall only be one (1) Secretary of the Club.
- (b) The Secretary shall be trained in accordance with the Registered Clubs Act.

### **AUDITORS**

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

### **NOTICES**

64. (a) A notice may be given by the Club to any member either:
- (i) personally; or
  - (ii) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
  - (iii) by sending it to the electronic address (if any) nominated by the member;
  - (iv) by notifying the member in accordance with Article 64(b) (in the case of notices of general meetings (including Annual General Meetings)) only.

- (b) If the member nominates:
  - (i) an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and
  - (ii) an electronic means (the nominated access means) the member may use to access notices of meeting;

the Club may give the member notice of the meeting by notifying the member (using the nominated notification means);

  - (iii) that the notice of meeting is available; and
  - (iv) how the member may use the nominated access means to access the notice of meeting .
- (c) Where a notice is sent by post to a member in accordance with Article 64(a) the notice shall be deemed to have been received by the members:
  - (i) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
  - (ii) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- (d) Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.
- (e) Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Article 64(b), the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.”

65. Deleted.

#### **WINDING UP**

66. The provisions of Clause 71 of this Constitution relating to the winding up or dissolution of the Company shall have effect and be observed.

#### **OFFICER: INDEMNITIES AND INSURANCE**

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

#### **CONSTITUTIONAL OBJECTS**

68. The objects for which the Club is established are:

- (a) To provide bowling greens, courts and grounds at or near Shoalhaven Heads in the State of New South Wales and to lay out and prepare, construct and maintain such greens, courts and grounds for bowling and other purposes of the Club and to provide, construct, alter and maintain clubhouses, pavilions and other conveniences in connection therewith.
- (b) To encourage, foster and promote the game of bowls and such sports, games, amusements, recreations, entertainments and pastimes indoor and outdoor as the Club shall deem expedient in the Shoalhaven Heads and surrounding district.
- (c) To hold or arrange bowling and other matches, competitions and tournaments and to provide or contribute towards the provision of prizes, trophies, awards and distinctions.
- (d) To provide for members and members' guests a bowling, social and sporting club with all the usual facilities of a club including residential and other accommodation liquid and other refreshments, libraries and provision for sporting musical and educational activities and other social amenities.
- (e) To subscribe to, become a member of and co-operate with any other Club, Association or Organisation, whether incorporated or not whose objects are altogether or in part similar to those of the Club or the establishing or promotion of which may be beneficial to the Club provided that no subscription be paid to any such other Association or Club out of the funds of the Club except bona fide in furtherance of the objects of the Club.
- (f) To raise money by entrance fees and subscriptions and to grant rights and privileges to subscribers and to make, rescind, annul, alter or vary rules and regulations as to eligibility for admission to and duration (including Life Membership), determination and suspension of membership of the Club; entrance fees and subscriptions payable in respect of such membership; honorary members and visitors; the rights and privileges to be accorded to and the qualifications restrictions and conditions to be attached to the members of the Club; arrangements with any other clubs; or associations for reciprocal concession or otherwise; committees of members in connections with the management of the Club; the appointment, removal, qualification, duties, functions, powers and privileges of members of such committees and generally to manage the affairs of the Club and to do whatever may seem best calculated to promote the interests of the Club.
- (g) In furtherance of the objects of the Club to buy, sell and deal in all kinds of apparatus and all kinds of provisions and refreshments liquid and solid required by persons frequenting the Club's grounds or premises.
- (h) To carry on the business of caterers for the purpose of supplying refreshments liquid or solid to persons or to visitors using the clubhouse grounds and premises of the Club and to apply for and take out and hold licences for the conduct of such business.
- (i) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real or personal and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Club. Provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to the terms of such trusts.

- (j) To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Club's objects or any of them and to obtain from any such Government or authority any rights privileges and concessions which the Club may think it desirable to obtain and to carry out and to exercise and comply with any such arrangements, rights, privileges and concessions.
- (k) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- (l) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurances; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (m) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (n) To invest and deal with the monies of the Club not immediately required in and upon such securities and investments and upon such terms and conditions as may from time to time be determined and from time to time vary, renew and realise upon such securities and investments.
- (o) To borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement, incurred or to be entered into by the Club in any way and in particular by the issue of debentures 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.
- (p) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (q) In furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club subject to the requirements of the Liquor Act and Registered Clubs Act.
- (r) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchases and others.
- (s) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (t) In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies, clubs or associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of Clause 69 of this Constitution.

- (u) In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, clubs, or associations with which the Club is authorised to amalgamate.
  - (v) To enter into a guarantee or bond for the benefit of the Club and indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for the purpose to give mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.
  - (w) To establish, support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
  - (x) To make donations for patriotic or charitable purposes.
  - (y) To make application for, obtain, hold and maintain such licences, certificates, and permits as shall be deemed expedient for the fulfilment of any or all of the objects of the Club and which may be deemed conducive towards the successful management and operation of a club suitable for the members.
  - (z) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club and it is hereby declared that in the interpretation of this Clause the meaning and effect of any object shall not be restricted by any other object and that each object shall be construed and have effect as an independent power and that the Clause is to be construed so as to widen and not restrict the powers of the Club.
69. The income and property of the Club whence so ever derived, shall be applied solely towards the promotion of the objects of the Club set forth in this Constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Club.
- Provided that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer or servant of the Club or to any member of the Club or other person, in return for any services actually rendered to the Club, nor prevent the payment of interest on money borrowed from a member of the Club for any of the purposes of the Club.
70. The liability of the members is limited.
71. Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up while he is a member, or within one (1) year after he ceased to be a member, for payment of the debts and liabilities of the Club contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustments of the rights of the contributories among themselves, such amount as may be required, not exceeding two dollars (\$2.00).
72. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 69 hereof, such institution or institutions to be determined by the members of the Club at or before the time

of dissolution, and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

73. The registered office of the Club shall be situated at Shoalhaven Heads Road, Shoalhaven Heads in the State of New South Wales or such other place in the said state as the Board may from time to time determine.

### **CLUB OPERATION**

74. No liquor shall be sold or supplied to any person under eighteen (18) years of age and no such person shall have or consume any intoxicating liquor upon the Club's premises.
75. Subject to the provisions of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
76. No person under the age of eighteen years (18) of age shall use or operate poker machines on the premises of the Club.
77. The Club shall observe the liquor harm minimisation requirements of the Liquor Act, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti-social behaviour).
78. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person who is not a member of the Club except on the invitation and in the company of a member of the Club or to persons attending a function whilst a club functions authorisation is in force.
79. The Registered Clubs Act may require members of the Board, the Secretary of the Club, and persons appointed under the Liquor Act as managers of Club premises, to undergo training courses relating to financial management and other matters that are relevant to their functions.
80. (a) The Secretary, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under this Constitution or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- (b) Subject to provisions of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts and shall not grant any interest in an approved gaming machine kept by the Club to any other person.
- (c) Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (d) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

81. Subject to any exemptions contained in the Registered Clubs Act and Registered Clubs Regulations, the Club must not dispose of any core property of the Club unless the requirements of the Registered Clubs Act have been satisfied.

## **DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE**

### **Registered Clubs Accountability Code**

82. (a) The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Articles 83 to 89 inclusive.
- (b) For the purposes of Articles 83 to 89 inclusive, 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**

83. (a) The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- (i) the top executive’s terms of employment; and
  - (ii) the roles and responsibilities of the top executive;
  - (iii) the remuneration (including fees for service) of the top executive;
  - (iv) the termination of the top executive’s employment.
- (b) Contracts of employment with top executives will not have any effect until they are approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.

### **Contracts with Directors or Top Executives**

84. Subject to any restrictions contained in the Registered Clubs Act and Article 85, 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. A “pecuniary interest” in a company for the purposes of this Rule does not include any interest exempted by the Registered Clubs Act.

### **Contracts with Secretary and Manager**

85. Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract 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**

86. 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 and Top Executives**

- 87. (a) 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.
- (b) 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**

- 88. (a) 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:
  - (i) any material personal interest that the director has in a matter relating to the affairs of the Club; and
  - (ii) 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;
  - (iii) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
  - (iv) 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.
- (b) The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Article 88(a).

### **Provision of Information to Members**

- 89. 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.

### **CONSTITUTION**

- 90. (a) The Constitution may be altered or amended at a general meeting by special resolution of which due notice has been given to members of the Club entitled to vote on the special resolution.

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