

**COMPANY CONSTITUTION**

**OF**

**TOMAKIN SPORTS & SOCIAL CLUB LIMITED**

(as approved – 20<sup>th</sup> October 2019)

ACN 001 383 142

A Company Limited by Guarantee  
and not having a Share Capital

**CONSTITUTION**  
**OF**  
**TOMAKIN SPORTS & SOCIAL CLUB LIMITED**

**NAME**

1. The name of the Company is Tomakin Sports & Social Club Limited.

**DEFINITIONS**

2. (a) In this Constitution unless there be something in the subject or context inconsistent therewith:

“Act” means the *Corporations Act 2001* (as amended) and any regulation made under that act.

“annual report” means a report that is produced in accordance with the requirements of the Act, the Registered Clubs Act and the Australian Accounting Standards, and where appropriate, shall include a concise report as provided for in the Act.

“annual subscription” means the subscription paid by a member in accordance with the Registered Clubs Act and being paid either annually or otherwise.

“Australian Accounting Standards” means the standards issued by the Australian Accounting Standards Board, as in force for the time being, and including any modifications prescribed by the regulations made under the Act.

“Authority” means the Independent Liquor & Gaming Authority.

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

“Biennial General Meeting” means the Annual General Meeting of the Club held in the year 1999 (which was the first Biennial General Meeting) and every second Annual General Meeting thereafter.

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

“chairperson” shall mean the chairperson of a meeting of the Club being such person entitled to preside at said meeting in accordance with the provisions of this Constitution.

“The Club” means Tomakin Sports & Social Club Limited [ACN 001 383 142].

“close relative” of a person means:

- (a) a parent, child, brother or sister of the person, or

(b) a spouse or de facto partner of the person or of a person referred to in paragraph (a).

“club licence” means a club licence granted under the Liquor Act.

“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.

“contract” includes commercial arrangements.

“controlling interest” for the purposes of this Constitution a person has a “controlling interest” in a company or body if the person has the capacity to determine the outcome of decisions about the financial and operating policies of the company or body,

“core property” means any real property owned or occupied by the Club that comprises:

- (a) the premises of the Club, or
- (b) any facility provided by the Club for the use of its members and their guests, or
- (c) any other property declared, by a resolution passed by a majority of the members present at a general meeting of the Ordinary Members of the Club, to be core property of the Club,

but does not include any property referred to in paragraphs (a)-(c) that is declared, by a resolution passed by a majority of the members present at a general meeting of the Ordinary Members of the Club, not to be core property of the Club.

“dispose” of property means to sell, lease or licence the property or to otherwise deal with the property in such manner as may be prescribed by the Registered Clubs Act.

“employ” and “employee” includes engage under a contract for services.

“full member” means a person who is an ordinary member, being a Countable Member, or a Life Member of the Club

“Gaming Machines Act” means the *Gaming Machines Act 2001* (as amended) and any regulation made under that act.

“gaming machine tax period” means the period of 12 months beginning on 1 September in the financial year concerned and ending on 31 August in the following year.

“gift” includes money, hospitality or discounts.

“Liquor Act” means the *Liquor Act 2007* (as amended) and any regulation made under that act.

“manager” shall mean the Secretary of the Club and any person appointed under section 66 of the Liquor Act 2007 to manage the premises of the Club.

“month” except where otherwise provided in this Constitution means calendar month.

“non-core property” means any real property owned or occupied by the Club that is not core property.

“ordinary resolution” means a resolution that may be passed by a simple majority at a general meeting of members.

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

“pecuniary interest” for the purposes of this Constitution a person has a pecuniary interest in a company if:

- (i) in the case of a company that supplies liquor or gaming machines to the Club—the person has any shareholding interest in the company, or
- (ii) in the case of any other company—the person has a shareholding of more than 5% in the company.

“Registered Clubs Accountability Code” means the code set out in Schedule 2 of the Registered Club Regulations 2015 pursuant to clause 41C of the *Registered Clubs Act 1976*.

“Registered Clubs Act” means the *Registered Clubs Act 1976* (as amended) and any regulation made under that act.

“Registered Club Act Premises” has the meaning set out in Rule 48(c).

“remuneration” includes any fee for service.

“reporting period” means the relevant financial year of the Club in relation to which the information is provided.

“responsible adult” means a person of or over the age of eighteen (18) years who, in relation to the minor, is a parent, step-parent, guardian, legal spouse, or a person who for the time being has parental responsibility for the minor.

“Returning Officer” shall mean a person appointed by the Club to conduct an election on behalf of the Club, and shall include the State Electoral Commissioner or his representative when said Commissioner conducts an election.

“Rules” means the rules comprising this Constitution.

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

“special resolution” means a resolution that in accordance with the Act:

- (i) Is passed at a general meeting of the Club of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and

- (ii) Is passed by a majority of at least seventy-five per cent (75%) of such members of the Club as, being entitled to do so, are in attendance and vote in person at the meeting.

“sporting sub-club” means any sporting club, incorporated or otherwise, that pursuant to a resolution of the Board under Rule 52(1) is or has been established and is affiliated or becomes affiliated with the Club.

“teleconference” includes the use of telephone, computer, or video based equipment, or other suitable electronic means of communication.

“top executive” of the Club means any of the following:

- (a) the Secretary of the Club,
- (b) a manager of the Club,
- (c) any employee of the Club who is nominated by the Club as a top executive,
- (d) any employee of the Club (other than a person referred to in paragraphs (a)–(c)):
  - (i) who is one of the 5 highest paid employees of the club, and
  - (ii) whose remuneration package exceeds the high income threshold set by the Fair Work Commission under the Fair Work Act 2009 of the Commonwealth, and;
  - (iii) who is involved in the general administration of the Club or with its liquor and gaming operations.

“written” and “in writing” include printing, typing, lithography, electronic communication and other modes of representing or reproducing words in visible form in the English language. Provided that information may only be given by means of electronic communication where at the time the information was given it was reasonable to expect that the information would be readily accessible and the person to whom the information is given has consented to the information being given by means of an electronic communication.

“year” when referring to matters dealing with elections means the period between successive Annual General Meetings.

- (b) “financial member”, and the term “financial” when referring to a member, means a member who has paid his entrance fee for membership to the Club and his subscription in advance.
- (c) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

## **OBJECTS**

3. The objects of the Club are:

- (a) To provide for members and members’ guests a social and sporting club with all the usual facilities of a club including amenities and accommodation, liquid and other refreshments, libraries and provision for sporting, musical and education activities and other social amenities.
- (b) To purchase, hire, lease or otherwise acquire for the purpose of the Club any real estate or personal property and any rights and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of

them.

- (c) To give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Club or any part or parts thereof subject to any limitations set out in the Registered Clubs Act.
- (d) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
- (e) To make, draw and endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (f) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges or other security over the whole or any part of the property, real or personal of the Club.
- (g) In the furtherance of the objects of the Club to apply for and obtain and hold a Certificate of Registration under the Registered Clubs Act and for the purposes of the Registered Clubs Act to appoint a manager or officer to act as the Secretary Manager and Chief Executive Officer of the Club. In furtherance of the objects of the Club to obtain and hold any licence or permit necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco, cigars and cigarettes and of all kinds of goods and provisions required, used or desired by members.
- (h) To take or reject any gift of property, money or goods whether subject to any special trust or not.
- (i) To erect, maintain, improve or alter any building or buildings for the purpose of the Club.
- (j) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (l) 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.
- (m) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (n) To do all such acts, deeds, matters and things and enter into and make such agreements as are incidental or conducive to the attainment of the above objects of the Club or any of them.
- (o) To do and engage in any activity that a company may lawfully do or engage in.

## INTERPRETATION

4. (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. 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.
- (d) This Constitution shall be read and construed subject to the provisions of the Act and 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.

### 4A. SPECIFIC LEGISLATION PREVAILS

This constitution is subject to the provisions of the Registered Clubs Act, the Liquor Act, the Gaming Machines Act and the Corporations Act, and if there is any inconsistency then to the extent necessary to conform with any mandatory provision of these legislations or any other legislation, then the provisions of the legislation prevail over the provisions of this Constitution and this Constitution must be read and applied with the minimum necessary changes to conform with the mandatory provision of legislation.

### 4B. REGISTERED CLUBS ACT AND GAMING MACHINE REQUIREMENTS

- (a) If any part of this Constitution becomes unlawful under the provisions of the Registered Clubs Act, the Liquor Act or the Gaming Machines Act then this Constitution must be read as if the unlawful part is not part of this Constitution. This does not limit Rule 4A.
- (b) At all times the Membership of the Club must consist of or include not less than the number of Members within the definition of "ordinary members" under the Registered Clubs Act, as is prescribed in respect of the Club by section 12 of the Registered Clubs Act.
- (c) At all times the Club must have at least one set of premises of which it is the bona fide occupier for the purposes of the Club and which are provided and maintained from the funds of the Club (the "**Registered Clubs Act Premises**", which refers to

each set of premises of the Club for which the Club holds a club liquor licence under the Liquor Act).

- (d) The Registered Clubs Act Premises must contain accommodation appropriate for the purposes of the Club.
- (e) The Registered Clubs Act Premises must contain a properly constructed bar room but must not contain a separate area for the sale or supply of liquor to be carried away from those premises to which area there is direct access from outside any building that is part of those premises.
- (f) No Member, whether or not a member of the Board or of any committee, is entitled or may derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full Member of the Club, except to the extent permitted by and in conformity with the provisions of the Registered Clubs Act. However, this provision does not prohibit any profit, benefit or advantage that is permissible under sections 10(1)(j), 10(6), 10(6A) or 10(7) of the RCA.
- (g) No person other than the Club and Members is entitled to derive, directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the premises of the Club unless the profit, benefit or advantage is in the form of:
  - (i) reasonable and proper interest paid to a lender on any loan made to the Club that is secured against the premises of the Club, or
  - (ii) reasonable and proper rent or occupation fees paid to the owner of the premises of the Club,

being, in either case, a payment arising out of dealings reasonably carried out, or contracts reasonably made, with the Club in the ordinary course of its lawful business.

- (h) The Secretary, or any Club employee, or any director or member of any committee, of the Club is not entitled to receive, either directly or indirectly, any payment calculated by reference to:
  - (i) 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, or
  - (ii) the keeping or operation of approved gaming machines in the Club.
- (i) All of the rules deemed to apply to the Club by section 30 of the Registered Clubs Act apply.
- (j) The membership of the Board must not exceed the maximum number of persons permitted by Section 10(k1) of the Registered Clubs Act.
- (k) The Club must comply with the reporting requirements imposed on the Club under section 38 of the Registered Clubs Act (including requirements relating to the financial statements and accounts of the Club and the information to be disclosed by the Club).
- (l) The Club must comply with the accountability, disposal of property and termination of contracts requirements imposed on the Club by Part 4A of the Registered Clubs Act including without limitation the requirements of the Registered Clubs Accountability Code.
- (m) The business conducted on the Registered Clubs Act Premises of the Club must not be managed or controlled by any person or body other than:
  - (i) the Board, or
  - (ii) the Secretary (Chief Executive Officer), or



- (iii) a manager (within the meaning of the Liquor Act) of the particular premises, or
  - (iv) if the Club becomes under official management or receivership or in liquidation, a person acting in a capacity referred to in section 41(1) of the Registered Clubs Act in respect of the Club, or
  - (v) a temporary administrator appointed under section 41A of the Registered Clubs Act, or
  - (vi) a person who is exercising functions relating to the management of the business or affairs of the Club under an approved management contract within the meaning of section 5 of the Registered Clubs Accountability Code.
- (n) The Club must at all times in all respects be conducted in good faith as a club.
  - (o) No employee of the Club may vote at any meeting of the Members or of the Board or at any election of the Board, or nominate for or hold office as a member of the Board.
  - (p) 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 a result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of the Club.
  - (q) Voting by proxy is not permitted at any meeting of Members or at any meeting of the Board or any Club committee or in any election of the members of the Board.
  - (r) The number of Full Members having the right to vote in the election of the Board shall at all times exceed 25% of the number of Full Members.

### **PROPERTY AND INCOME OF THE CLUB**

- 5. Any profits or other income of the Club must be applied only to the promotion of the objects of the Club and must not be paid to or distributed among the members of the Club.
- 6. Subject to the Registered Clubs Act, nothing in this Constitution shall prevent the payment:
  - (a) in good faith of reasonable and proper remuneration to any officer or employee of the Club;
  - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
  - (c) reasonable and proper interest paid to a lender on any loan made to the Club that is secured against the premises of the Club;
  - (d) of reasonable and proper rent for premises demised or let by any member to the club.
- 7.
  - (a) A director shall not hold or be appointed or elected to any salaried office of the Club.
  - (b) A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:
    - (i) honorarium in accordance with Section 10(6)(b) of the *Registered Clubs Act 1976*;

- (ii) repayment of reasonable out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
- (iii) interest for the purpose of and at the rate referred to in Rule 6(c) above.

#### **LIMITED LIABILITY**

8. The liability of the members is limited.

#### **MEMBERS GUARANTEE**

9. (a) Each member undertakes to contribute an amount not exceeding five dollars (\$5.00) if the Club is wound up:
- (i) while he or she is a member of the Club; or
  - (ii) within one (1) year of the date that he or she ceases to be a member.
- (b) The contribution referred to in paragraph (a) of this Rule 9 shall be for the:
- (i) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
  - (ii) costs, charges and expenses of winding up.

#### **APPLICATION OF PROPERTY ON DISSOLUTION**

10. (a) If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:
- (i) not be transferred, paid to or distributed among the members;
  - (ii) be given or transferred to an institution or institutions having objects similar to the objects of the Club which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club pursuant to Rule 5 and this Rule 10.
- (b) The institution or institutions referred to in paragraph (a)(ii) of this Rule shall be determined by the members of the Club in general meeting at or before the time of dissolution.

#### **PRELIMINARY**

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

12. The Club is established for the purposes set out in this Constitution.
- (a) The Club shall be a non-proprietary company
  - (b) *(Deleted)*
  - (c) 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.
13. (a) An employee of the Club shall not vote, at any meeting of the Club or of the Board or at any election of the Board or hold office as a director of the Club.
- 14A. The Club must not dispose of any core property of the Club unless:
- (a) the property has been valued by a registered valuer within the meaning of the *Valuers Act 2003*; and
  - (b) the disposal has been approved at a general meeting of the Ordinary Members of the Club at which a majority of the votes cast supported the approval; and
  - (c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer,
- unless such disposal is consistent with an exception as set out in the Registered Clubs Act.

#### **LIQUOR & GAMING**

14. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except to a person who is the guest of a member and on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
  - (c) A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
  - (d) The Secretary or manager or any employee or a director or a member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

- (e) Subject to subsection 1(b) of Section 73 of the *Gaming Machines Act 2001* 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. except as permitted by Section 73(2) of the Gaming Machines Act.
- (f) Subject to subsection 2 of Section 74 of the *Gaming Machines Act 2001* the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person, except as permitted by Section 74(2) of the Gaming Machines Act.
- (g) 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).
- (h) The Club must comply with the requirements of the Gaming Machines Regulation 2010 including in relation to all gaming machine harm minimisation measures.

### **MEMBERSHIP**

- 15. (a) The number of members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
- (b) No person under the age of 18 years shall be admitted as a member of the Club other than a Junior Sporting Member in accordance with this Constitution.
- 16. The membership of the Club shall be divided into the following categories:
  - (a) Countable Members - being the persons in the classes of membership in Rule 18;
  - (b) Life Members
  - (c) Provisional Members
  - (d) Honorary Members
  - (e) Temporary Members
- 17. Countable Membership of the Club is divided into the following categories:
  - (a) Voting Members
  - (b) Senior Members
  - (c) Junior Sporting Members
  - (d) Social Members
- 18. The number of Countable Members and Life Members having the right to vote in the election of the Board shall, at all times, be at least twenty-five percent (25%) of the number of Countable Members and Life Members of the Club.
- 19A. 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.

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

### **VOTING MEMBERS**

19. (a) Voting Members are persons who have attained the age of eighteen (18) years and are elected to Voting Membership of the Club or are transferred by the Board to Voting Membership from another class of membership of the Club.
- (b) Voting Members shall pay such annual subscription as the Board may determine from time to time.
- (c) Voting Members are entitled to:
- (i) the playing privileges of the Club as determined by the Board from time to time;
  - (ii) all the social privileges and advantages of the Club;
  - (iii) attend and vote at Annual General Meetings and Special General Meetings of the Club;
  - (iv) nominate for and be elected to hold office on the Board;
  - (v) vote in the election of the Board;
  - (vi) vote on any Special Resolution to amend this Constitution;
  - (vii) *(Deleted)*
  - (viii) propose, second, or nominate any member for any office of the Club;
  - (ix) propose, second or nominate any member for Life Membership;
  - (x) introduce guests to the Club.

### **SENIOR MEMBERS**

- 20A. (a) Senior Members are persons who have the qualification referred to in paragraph (b) of this Rule 20A and are transferred by the Board to Senior Membership from another class of membership of the Club.
- (b) Persons who have attained the age of ninety (90) years and have been members of the Club for the preceding five (5) calendar years are the only persons eligible to be transferred to Senior Membership.
- (c) Senior Members shall be entitled to the rights and privileges of a Life Member.

### **JUNIOR SPORTING MEMBERS**

20. (a) Junior Sporting Members shall be persons under the age of eighteen (18) years who have been elected as Junior Sporting Members and have paid the entrance fee (if any) and the applicable annual subscription.

- (b) A person shall not be admitted as a Junior Sporting Member of the Club unless the Board has received from that person's parent or guardian written consent to that person becoming a Junior Sporting Member of the Club and taking part in the sporting activities organised by the Club.
- (c) Subject to the provisions of the Registered Clubs Act, a Junior Sporting Member shall be entitled to the use of such of the facilities of the Club as the Board shall determine from time to time but shall not be entitled to:
  - (i) attend and vote at any meetings or elections of the Club;
  - (ii) take part in the management of the Club;
  - (iii) propose, second or nominate any person for membership of the Club;
  - (iv) propose, second or nominate any member for any office of the Club;
  - (v) propose, second or nominate any member for Honorary Life Membership;
  - (vi) introduce guests to the Club.
- (d) Upon attaining the age of eighteen (18) years a Junior Sporting Member shall be transferred by the Board to Voting Membership.

#### **SOCIAL MEMBERS**

- 21. (a) Social Members shall be persons who have attained the age of eighteen (18) years and who are elected to Social Membership of the Club or transferred by the Board to Social Membership from another class of membership of the Club.
- (b) Social Members shall pay an annual subscription as the Board may determine from time to time.
- (c) Social Members shall only be entitled to the social privileges and advantages of the Club.
- (d) Social Members shall not be entitled to:
  - (i) any of the playing privileges of the Club;
  - (ii) vote in the election of the Board;
  - (iii) attend and vote at Annual General Meetings and Special General Meetings of the Club;
  - (iv) propose, second or nominate members for any office of the Club;
  - (v) propose, second or nominate any person for membership of the Club;
  - (vi) propose, second or nominate any member for Honorary Life Membership;
  - (vii) be elected or appointed to office as a director of the Club;
  - (viii) introduce guests to the Club.

## **LIFE MEMBERS**

22. (a) A Life Member shall be any member who has rendered long or meritorious service to the Club and has been granted Life Membership of the Club in accordance with this Rule 23.
- (b) Life Membership may only be conferred on one (1) person in any one financial year and shall be conferred at a general meeting.
- (c) A proposal for Life Membership shall be made in writing signed by two (2) Voting, Senior or Life Members and handed to the Secretary at least two (2) month before the date of the general meeting at which it is to be considered by the members.
- (d) The Board must approve a nomination for Life Membership prior to that nomination being considered at an Annual General Meeting. If such nomination is approved by simple majority of the Board the nomination shall be referred to the next general meeting of the Club and if such nomination is approved by a simple majority of the members at that meeting, who are entitled to vote in the resolution, the person nominated shall thereby be a Life Member of the Club.
- (e) Every Life Member shall be entitled to all the rights and privileges of a Voting Member.
- (f) A Life Member is relieved from the payment of any annual subscription.

## **TRANSFER BETWEEN CLASSES OF MEMBERSHIP**

23. (a) The Board shall have the power on the application of any member in a category of Countable Membership to transfer that member to another category of Countable Membership if that member has the qualifications for that other category of membership.
- (b) The Board shall have power to transfer a Junior Sporting Member, who has attained the age of eighteen (18) years, to Voting Membership.
- (c) The Board shall have the power to transfer a member who satisfies the requirements of Rule 20A(b) to Senior Membership of the Club.
- (d) Any application for transfer of membership pursuant to this Rule 24 together with any additional subscription shall be deposited at the office.
- (e) A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- (f) Upon a member being transferred to another class of membership of the Club, the Secretary shall cause a notice of such transfer to be promptly forwarded or posted to such member. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

## **PROVISIONAL MEMBERS**

24. Every person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been deposited at the office and who has paid to the Club the first year's annual 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.
25. 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 deposited at the office or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional Member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
26. (a) Provisional Members shall be entitled to the social facilities and amenities of the Club. Provisional Members shall be eligible to use such of the sporting facilities of the Club as the Board may determine from time to time.  
  
(b) Provisional Members shall not be entitled to:
  - (i) attend or vote at any meeting or election of the Club;
  - (ii) nominate for or be elected to the Board;
  - (iii) hold any office in the Club;
  - (iv) participate in the management, business and affairs of the Club in any way.

## **PATRONS**

27. The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting. Such Patron or Patrons shall be deemed to be Honorary Members of the Club provided that any Patron who is a member of the Club shall also be entitled to exercise all the privileges and advantages of such membership. Patrons will cease to be Patrons when the period of appointment expires, and may be removed prior to that time by the members in general meeting.

## **HONORARY MEMBERS**

28. (a) The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board from time to time:
  - (i) the patron or patrons for the time being of the Club;
  - (ii) any prominent citizen or local dignitary visiting the Club.
- (b) Honorary Members shall be entitled to only the social facilities and amenities of the Club and such sporting facilities of the Club as the Board may



determine from time to time.

- (c) Honorary Members shall not be entitled to attend or vote at any meeting of the Club, vote at any election of the Club, nominate or be elected to the Board or any office in the Club, or participate in the management, business and affairs of the Club in any way.
- (d) When Honorary Membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members.
  - (i) the name in full or surname and initials, of the Honorary Member;
  - (ii) the residential address of the Honorary Member;
  - (iii) the date on which Honorary Membership is conferred;
  - (iv) the date on which Honorary Membership is to cease.

### **TEMPORARY MEMBERS**

- 29. The following persons in accordance with procedures established by the Board may be made Temporary Members of the Club:
  - (a) A person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the registered Club;
  - (b) A full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club.
  - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
  - (d) Any interstate or overseas visitor.
- 30.
  - (a) Temporary Members shall not be required to pay an entrance fee or annual subscription.
  - (b) Temporary Members shall have such rights and privileges as determined by the Board from time to time. Temporary Members shall NOT be entitled to attend any meetings of the Club, vote at any election, hold any position of office, nominate members for officer of the Club, nominate members for Life Membership of the Club, or participate in the management, business and affairs of the Club in any way.
  - (c) Temporary Members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 45.
  - (d) The Secretary or senior employee then on duty may terminate the membership of any Temporary Member at any time without notice and without having to provide any reason therefore.

- (e) No person under the age of 18 years may be admitted as a Temporary Member of the Club unless that person is a Junior Sporting Member of another registered club and satisfies the requirements of Rule 30(c).
- (f) 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.
- (g) 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.

### **VOTES OF MEMBERS**

- 31. (a) Subject to Rule 33 the following members only shall be entitled to attend and vote at any general meeting or election of the Club:
    - (i) Voting Members
    - (ii) Senior Members
    - (iii) Life Members
  - (b) Every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one (1) vote.
  - (c) No member of the Club who is also an employee of the Club shall be eligible to vote at any meetings of the Club.
  - (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) Pursuant to the Registered Clubs Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.
32. 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 or appointed to any office unless that member has paid the annual subscription and any other fees and charges due and is a financial member of the Club.

### **ELECTION OF MEMBERS**

- 33. A person shall not be admitted to one of the categories of Countable Membership of the Club unless that person is elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club, and the names of those

members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.

34. (a) 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 Sporting Membership shall be endorsed and signed by a responsible adult for the minor.
- (b) The nomination form together with the first annual subscription and joining fee (if any) shall be deposited at the office and the Secretary shall cause the name, and address of the candidate to be exhibited on the Club notice board for a continuous period of not less than seven (7) days before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
35. (a) Every person elected to membership shall be deemed to agree to pay the entrance fee 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.
- (b) Every person elected to membership shall be required to pay within one (1) month of the date of election all subscriptions and fees payable or instalments thereof and failing which payment the election may be declared null and void.
- (c) If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be returned to such person.

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

36. 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. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time provided always that the amount of annual subscription paid shall be not less than Two Dollars (\$2.00) or such other minimum subscription provided from time to time by the Registered Clubs Act.
37. Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum prescribed under the Registered Clubs Act.
- 38A. Subject to the provisions of the *Anti-Discrimination Act 1977*, a member may in relation to his age be granted special privileges and discounts on his entrance fee, annual subscription, and/or any other fees and levies.

38. (a) All subscriptions shall be due and payable on the date prescribed by the Board from time to time.
- (b) Any person who has not paid his or her subscription within a period of 30 days from the date upon which it shall fall due shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club in which case the provisions of Rule 42 shall not apply.
- (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.
- (d) Any person who has ceased to be a member of the Club pursuant to paragraph (b) of this Rule 38 may re-apply for membership in accordance with this Constitution.

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

39. The Club shall keep the following registers in accordance with the Act and the Registered Clubs Act:
- (a) Register of Member (Countable and Life Members). The register of members must contain the name in full, 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.
- (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 an offence to make an entry in the Guest Register relating to a person under the age of eighteen (18) years.

- 40A. 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.

### **ADDRESSES OF MEMBERS**

40. Every person shall notify the Secretary of a current address and occupation if those particulars have not already been stated on the application for membership and shall, as soon as practical, notify the Secretary of any subsequent change of address or occupation. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

### **DISCIPLINARY PROCEEDINGS**

41. (a) If any member wilfully refuses or neglects to comply with any of the provisions of this Constitution or any By-law or is in the reasonable opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:
- (i) Such member shall be notified of any charge against the member pursuant to this Rule and of the date time place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least seven (7) clear days before the meeting of the Board at which such charge is to be heard.
  - (ii) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
  - (iii) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.
  - (iv) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless two thirds of the directors present in person vote in favour of such motion.
  - (v) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
- (b) In the event that a notice of charge is issued to a member pursuant to subparagraph (i) of paragraph (a) of this Rule 41 the Board, by resolution, or the Secretary shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for thirty (30) days whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.

- (c) *(Deleted)*
- (d) *(Deleted)*
- (e) *(Deleted)*

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

- 42A. (a) In this Rule: “authorised person” means the Secretary, an employee or agent of the Secretary, or a police officer; “vicinity of the Club premises” means any place less than 50 metres from any point on the boundary of the licensed premises. The functions that may be exercised under this Rule may only be exercised in relation to the licensed premises to which the club licence relates. A reference in this Rule to turning a person out of the Club premises includes a reference to causing the person to be turned out.
- (b) The Secretary or an authorised person may refuse to admit to, or may turn out of, the Club premises any person, including a member: who is at the time intoxicated, violent, quarrelsome or disorderly; whose presence on the Club premises renders the Secretary liable to a penalty under the Liquor Act; who smokes, within the meaning of the Smoke-free Environment Act 2000, while on any part of the Club premises that is a smoke-free area within the meaning of that Act; who uses, or has in his possession, while on the premises, any substance that the authorised person suspects of being a prohibited plant or a prohibited drug; or whom the authorised person, under the conditions of the club licence or a term of a liquor accord, is authorised or required to refuse access to the Club premises.
- (c) If pursuant to this Rule a person (including a member) has been refused admission to, or has been turned out of the Club premises, an authorised person may at any subsequent time refuse to admit said person into the Club premises or may turn the person out of the Club premises, and such power to turn out or refuse entry may be exercised until such time as the matter that lead to the said person originally being turned out or refused entry has been dealt with by the Board, or six (6) weeks has elapsed, whichever is the sooner.
- (b) (i) In accordance with the Liquor Act, if a person is required to leave the Club premises under this Rule, the said person must leave the Club premises.
- (ii) In accordance with the Liquor Act for the purposes of this Rule, such reasonable degree of force as may be necessary may be used to turn a person out of Club premises.
- (d) (i) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, must not re-enter or attempt to re-enter the Club premises within 24 hours of being refused admission or being turned out. After the 24-hour period ends in relation to any such person, an authorised person is permitted to again exercise the powers under this Rule in relation to the person.
- (ii) A person who has been refused admission to, or turned out of, the

Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, must not, without reasonable excuse remain in the vicinity of the Club premises, or re-enter the vicinity of the Club premises within six (6) hours of being refused admission or being turned out. In accordance with the Liquor Act, a person has a reasonable excuse for remaining in, or re-entering, the vicinity of the Club premises if the person reasonably fears for his or her safety if he or she does not remain in, or re-enter, the vicinity of the Club premises, or the person needs to remain in, or re-enter, the vicinity of the Club premises in order to obtain transport, or the person resides in the vicinity of the Club premises.

- (e) An Incident Register may be maintained (and shall be maintained if required under the Act) for the purpose of recording in writing and relaying the facts, matters and circumstances relating to the exercise of powers referred to in this Rule. In accordance with the Liquor Act, any incident, whether under this Rule or otherwise, that occurs outside of the standard trading period for the Club and results in a patron of the Club premises requiring medical assistance is an incident that must be recorded in the Incident Register. All reports must be recorded in the Incident Register as soon as practical after the incident.

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

- 42. (a) A member may resign from his or her membership of the Club at any time by giving notice in writing to the Secretary.
- (b) Any resignation pursuant to this Rule will take effect from the date on which the written notice is received by the Secretary.
- (c) Any member resigning pursuant to this Rule will not be entitled to any refund of membership fees or any part thereof.
- (d) Notwithstanding paragraph (c) of this Rule a refund of membership fees or any part thereof may be made if the Board considers that there are circumstances warranting an ex gratia payment of the unexpired portion of membership fees from the date of resignation.

### **GUESTS**

- 43. (a) All members except Junior Sporting Members, Honorary Members and Temporary Members shall have the privilege of introducing guests to the Club. However, a Temporary Member may only introduce a guest in accordance with Rule 44.
- (b) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been suspended or expelled from the Club pursuant to Rule 42A (a) or Rule 42A(b) or who has been refused admission to or turned out of the Club pursuant to Rule 42A(c).
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.

- (e) The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
  - (f) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
  - (g) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
  - (h) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
  - (i) The Secretary or 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.
44. A Temporary Member may bring into the Club premises as the guest of that Temporary Member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary Member;
  - (b) who does not remain on the Club premises any longer than that Temporary Member;
  - (c) in relation to whom the member is a responsible adult.
45. For the purposes of Rule 44 “responsible adult” means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
  - (b) the minor’s spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor’s spouse on a permanent and domestic basis;
  - (c) a person who for the time being has parental responsibility for the minor.

### **BOARD OF DIRECTORS**

46. The Board shall consist of nine (9) Directors who shall comprise a President, Vice-President, Treasurer and six (6) Ordinary Directors.
47. Not Used.
- 48 (a) Only voting, Senior and Life Members who have been Full Members for (2) calendar years immediately preceding the date fixed for the Biennial General Meeting shall be entitled to be elected to the Board of Directors.
- (b) Only Voting, Senior and Life Members who have served on the Board of Directors for two (2) calendar years, immediately preceding the date fixed for the Biennial Meeting and fulfilled the required Mandatory Directors Training as required



by the Registered Clubs Act shall be entitled to be elected to any one of the Executive positions.

(c) Each new Member of the Board shall fulfil the Mandatory Directors Training as required by the Registered Clubs Act.

49. (a) A member who has been cited to appear before the Board on any charge and has been found guilty of such charge within the two (2) calendar years immediately preceding the date fixed for the Biennial General Meeting shall not be eligible to stand for or be elected to the Board of Directors.
- (b) A member who is currently under suspension pursuant to Rule 41 shall not be eligible to stand for or be elected to the Board.

### **ELECTION OF BOARD**

50. The election of the Board shall be conducted in the following manner:

- (a) The Board shall be elected for a two (2) year term of office. The election shall be conducted at each Biennial General Meeting which shall occur every odd numbered year. An election shall not be held in non-election years to fill vacancies.
- (b) A Returning Officer and at least two (2) Scrutineers shall be appointed by the Board. A candidate shall not be appointed as a Returning Officer or Scrutineer.
- (c) Notice of the date and time of the last day for receiving nominations for office, shall be posted on the Club notice board at least twenty-one (21) days prior to the close of nominations.
- (d) Nominations shall cease at least thirty-five (35) days prior to the date of the Biennial General Meeting.
- (e) Nominations for election of a director shall be made in writing and signed by two (2) Voting, Senior or Life Members and the nominee who shall signify his or her consent to the nomination.
- (f) The nomination shall specify the position on the Board for which the nominee is nominated.
- (g) Any eligible member may be nominated for more than one position on the Board but shall only be entitled to hold one (1) such position. The order of seniority of positions on the Board shall be:
- Firstly: President  
Secondly: Vice President  
Thirdly: Treasurer  
Finally: Ordinary director
- (h) The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and his or her proposers on the Club notice board.
- (i) If the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Biennial General Meeting.

- (j) if there are no or insufficient candidates received for positions, those candidates nominated shall be declared elected and nominations may, with the consent of the nominee, be made orally at the meeting for the remaining vacancies. If more than one candidate is nominated for such vacancies an election by ballot for such vacancies remaining shall be held in accordance with paragraph (j) to (u) of this Rule 50.
- (k) If the number of candidates nominated shall exceed the number required to be elected ballot papers showing the names of the candidates for the various positions shall be prepared.
- (L) The order in which the names appear on the ballot papers shall be decided by a draw as supervised by the Returning Officer and witnessed by the Scrutineers.
- (m) Each ballot paper shall bear information as to the number required to be elected to each position. The members shall vote by placing numbers alongside the names of all the candidates in decreasing order of preference for each position.
- (n) The Ballot shall close at 4:00 pm on the last business day before the Biennial General Meeting.
- (o) The validity or invalidity of any ballot paper shall be determined by the Returning Officer.
- (p) In the event of an equality of votes in favour of two or more candidates, the Returning Officer (or in his absence the chairman of the meeting) shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.
- (q) The Returning Officer shall announce the result of the Ballot to the Biennial General Meeting.
- (r) The Ballot count for the position of President, Vice-President and Treasurer shall be conducted first and shall be by primary vote.
- (s) The Ballot count for the position of six (6) directors shall be by the counting of numbers 1 to 6 each representing a primary vote.
- (t) Where one or more candidates standing for the position of a director have been elected to the position, the candidates vote or votes for the position of director on that Ballot Paper shall be discarded and the following preference or preferences on that Ballot Paper taken into account as a primary vote.
- (u) The Board shall have the power to make By-laws regulating all matters in connection with the election of the Board that are consistent with this Rule.
- (v) The State Electoral Commissioner shall conduct an election of the Board of the Club if:
  - (i) 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 application was made; or

- (ii) An order is made by the Authority as part of its determination in a matter of complaint against the Club; or
- (iii) On application by the Club to the Electoral Commissioner; and written notification of that fact is sent at the same time to the Authority.

### **POWERS OF THE BOARD**

- 51. The Board shall be responsible for the management of the business and affairs of the Club.
- 52. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
  - (a)
    - (i) To delegate any of its powers to committees consisting of such director or directors and/or such members of the Club together with persons who are not members but who have particular skills or expertise which they may apply to the relevant committees and senior management staff of the Club as the Board may from time to time think fit and may from time to time revoke such delegation.
    - (ii) Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board.
    - (iii) The President shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.
    - (iv) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson of the meeting shall have a second and casting vote.
    - (v) The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 52 or by any regulation made by the Board pursuant to this Rule 52.
    - (vi) Any committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.
  - (b) To make such By-laws not inconsistent with the Constitution of the Club as in

the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:

- (i) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
  - (ii) the general management control and trading activities of the Club;
  - (iii) the control and management of the Club premises;
  - (iv) the conduct of members and guests of members;
  - (v) the privileges to be enjoyed by each category of members;
  - (vi) the relationship between members and Club employee;
  - (vii) and generally all such matters as are commonly the subject matter of the Constitution or By-laws or which by the Constitution are not reserved for decision by the Club in general meeting.
- (c) To enforce or procure the enforcement of all By-laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
  - (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
  - (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
  - (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
  - (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
  - (h) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
  - (i) To sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to lease demise exchange or sell in accordance with the Registered Clubs Act all or any of the lands and buildings or other property or rights to which the Club

may be entitled from time to time provided that the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be licensed under the provisions of the Liquor Act without the consent of the Authority being obtained and the power to sell or exchange core property shall be in accordance with the Registered Clubs Act.

- (j) Subject to the requirements of the Registered Clubs Act and in particular the requirements of the Registered Clubs Accountability Code:
  - (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary Manager and to determine the remuneration and terms of employment of such Secretary or Secretary Manager and to specify and define his or her duties.
  - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (k) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (l) To establish sporting sub-clubs with such objects, powers and composition as the Board may determine from time to time.
- (m)
  - (i) To allow each of the sporting sub-clubs to conduct, manage and control sport or other activities for which they were respectively established within the Club;
  - (ii) To allow the sporting sub-clubs to create rules and by-laws for the control and regulation of the sporting and social activities of such sub-clubs.
  - (iii) For the purpose of this Rule to permit any such sporting sub-club to adopt a name distinctive of such sporting sub-club (provided it be described as a sporting sub-club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
  - (iv) The Board may empower each such sporting sub-club to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
  - (v) Subject to the general control and supervision of the Board each such sporting sub-club shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of each sporting sub-

club and its governing body shall also be produced promptly to the Board which shall review and preserve such minutes and records.

- (vi) Subject as hereinafter provided the constitutions and rules or by-laws of each such sporting sub-club may be amended from time to time by a majority of the members for the time being of such sporting sub-club at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the sporting sub-club shall have effect unless and until it shall have been approved by resolution of the Board. Such approval shall not be unreasonably withheld.
- (vii) Any disciplinary action by a sporting sub-club in respect of any member of such sporting sub-club shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.
- (n) To affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.
- (o) To set the entrance fees and annual or other subscriptions and fees payable by all members.

#### **BY-LAWS**

- 53. (a) Any By-law made under Rule 52(b) shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club notice board.
- (b) The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

#### **PROCEEDINGS OF THE BOARD**

- 54. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business.
- 55. The President shall preside as chairperson at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President shall take the chair. If the President and Vice President are not present or are unwilling or unable to act, the Directors present shall elect one of their number as chairperson for that meeting.
- 56. The quorum for meetings of the Board shall be five (5) directors personally present.
- 57. The President may at any time and the Secretary upon the request of not less than three (3) directors shall convene a meeting of the Board.
- 58. Subject to this Constitution questions arising at any meeting of the Board shall be

decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

59. The continuing directors of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
60. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
61.
  - (a) 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.
  - (b) For the purposes of paragraph (a), 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 separate documents.
  - (c) A reference in paragraph (a) 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.
62. Unless the Board determines otherwise, a meeting of the Board may take place by means of teleconferencing if the need arises. The consent may be a standing one. A director may only withdraw consent within a reasonable period before the meeting. Teleconference access to a Board meeting, given reasonable notice of such request for access, shall be made available. Board members attending a meeting via teleconferencing shall be counted as present for the purpose of a quorum. Secret ballots shall not be conducted at any meeting where teleconferencing is in use unless all votes cast are cast electronically and are cast in exactly the same manner by each Board member. A Board member's attendance via a teleconferencing facility shall not be recorded or stored and shall not be transmitted or relayed to a location other than to the meeting being attended.

#### **DISCLOSURE OF INTERESTS**

63.
  - (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,
- (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 40 kilometres of the Club's premises,
- (iv) any gift valued at \$1,000 or more, or any remuneration of an amount of \$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.

and with respect to directors they must also give the other directors notice of any material personal interest in a matter that relates to the affairs of the Club.

- (b) The Club must have in place procedures to ensure that:
  - (i) each matter referred to in subclause (1) is disclosed to the Club within 21 days after the director, top executive or employee becomes aware of the matter, and
  - (ii) the matter is managed in an appropriate manner.
- (c) The Club must keep a register, in the approved form, containing the details of disclosures made in accordance with Rule 63 (a).
- (d) No director shall be disqualified from office by reason of that director contracting with the Club either as vendor, purchaser or otherwise having an interest in a contract with the Club.

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

- 64. In accordance with Section 195 of the Act a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
  - (i) must not vote on the matter;
  - (ii) must not be present while the matter is being considered at the meeting.
- 65. The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of Rule 64.

#### **RESTRICTIONS ON ENTERING INTO CONTRACTS GENERALLY**

- 66. Subject to Rule 67:
  - (a) The Club must not enter into:
    - (i) a contract with a company in which a director or top executive of the Club has a pecuniary interest, or
    - (ii) a contract with a director or top executive of the club,



unless the proposed contract is first approved by the Board of the Club.

- (b) The Club must not enter into a contract with the Secretary or a manager of the Club.
  - (c) The Club must not enter into:
    - (i) a contract with a close relative of the Secretary or a manager of the Club, or
    - (ii) a contract with a company or body in which the Secretary or a manager of the Club, or a close relative of the Secretary or a manager of the club, has a controlling interest.
  - (d) The Club must, before entering into a contract as referred to in (a), (b) or (c) above make all reasonable inquiries to ensure that the provisions of these Rules are not contravened. Those inquiries may include requiring a party to the proposed contract to provide a statutory declaration verifying the party's status for the purposes of these Rules.
67. Rule 66 does not apply in relation to contracts of employment and Sub-Rules 66 (b) and (c) also do not apply in relation to contracts that result from an open tender process.

#### **CONTRACTS OF EMPLOYMENT WITH TOP EXECUTIVES**

68. The Club must ensure that each top executive of the Club enters into a contract of employment in writing with the Club that deals with the following:
- (a) terms of employment,
  - (b) the role and responsibilities of the top executive,
  - (c) remuneration (including fees for service),
  - (d) termination of employment.
69. A contract of employment with a top executive must be first approved by the Board of the Club and the contract of employment must be reviewed by an independent and qualified adviser before it may be approved by the Board.

#### **LOANS TO DIRECTORS AND EMPLOYEES**

70. The Club must not lend money to a director of the Club.
71. The Club must not lend money to an employee of the Club unless:
- (a) the amount of the proposed loan is \$10,000 or less, and
  - (b) the proposed loan has first been approved by the board of the Club.
- except that (a) does not apply to any amount of money lent to the employee in accordance with the terms and conditions of the employee's contract of employment with the Club.

#### **RESTRICTIONS ON EMPLOYMENT OF CLOSE RELATIVE OF DIRECTORS OR TOP EXECUTIVES**

72. The Club must, before it employs any person, make all reasonable inquiries to ascertain whether the person is a close relative of a director or top executive of the club.
73. 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.

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

### **REMOVAL FROM OFFICE OF DIRECTORS**

75. (a) The members in general meeting may by ordinary resolution:
- (i) remove any member or members of the Board or the whole of the Board before the expiration of his or her or their period of office;
  - (ii) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be elected as a director in accordance with this Constitution.
- (b) Any person appointed pursuant to sub-paragraph (a)(ii) of this Rule 75 shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.
- (c) 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.
- (d) The Secretary must give the Director or Directors a copy of the notice as soon as practicable after it is received.
- (e) A Director is entitled to put a case to the members by giving the Secretary a written statement for circulation to members and speaking to the motion at the meeting. The director's statement does not have to be circulated to members if it is more than 1,000 words long or defamatory.

### **VACANCIES ON BOARD**

76. The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) becomes insolvent under administration;
  - (b) is convicted of any offence referred to in Section 206B of the Act;
  - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (d) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated;
  - (e) by notice in writing given to the Secretary resigns from office as a director;

- (f) becomes prohibited from being a member of the Board by reason of any order made under the Act, the Registered Clubs Act or the Liquor Act;
  - (g) ceases to be a member of the Club;
  - (h) becomes an employee of the Club;
  - (i) transfers to a class of membership that would disqualify him from being eligible for appointment to his own office under the provisions of this Constitution following the change of membership class.
77. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Biennial General Meeting.

### **GENERAL MEETINGS**

78. A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.
79. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- (b) The Board must call and arrange to hold a general meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the general meeting.
- In this Rule 79 the term “the request” shall mean the request referred to in this paragraph (b).
- (c) The request must:
- (i) be in writing; and
  - (ii) state any resolution to be proposed at the meeting;
  - (iii) be signed by the members making the request;
  - (iv) be given to the Secretary.
- (cc) The number of members is calculated as at the midnight immediately preceding the day that the requisition is received.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (dd) 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.

- (e) The Board must call the meeting within 21 days after the request is given to the Secretary. The meeting is to be held not later than 2 months after the request is given to the Secretary.
  - (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Secretary.
  - (g) The meeting referred to in paragraph (f) of this Rule 79 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three (3) months after the request is given to the Club.
  - (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
  - (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 79. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club, the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
80. (a) At least 21 days notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all members who are entitled to attend and vote at that meeting and to the auditor.
- (b) A notice of a general meeting of the Club's members must:
    - (i) set out the place, date and time of the meeting; and
    - (ii) state the general nature of the meeting's business;
    - (iii) if a Special Resolution is to be proposed at the meeting - set out an intention to propose the Special Resolution and state the resolution.
  - (c) A copy of a notice of a general meeting of the members of the Club shall also be posted on the Club notice board for a period of not less than 21 days prior to the date of the meeting.
  - (d) Notice of an Annual General Meeting and of the last day for receiving nominations for office, shall be posted on the Club notice board for at least forty-two (42) days prior to the date fixed for such Annual General Meeting.
  - (e) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Club notice board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

## **PROCEEDINGS AT ANNUAL GENERAL MEETINGS**

81. 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 other general meetings held;
  - (b) to receive and consider the reports referred to in Rule 97;
  - (c) in the case of a Biennial General Meeting to declare the result of the election of the Board and to conduct any other election as may be necessary or required under this Constitution;
  - (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
  - (e) to approve the reimbursement of directors' expenses;
  - (f) to deal with any other business of which due notice has been given to the members;
  - (g) To deal with general business as approved by the chairman of the meeting or as approved by the meeting.
82. (a) Notwithstanding Rules 84, 85 and 86 individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be received by the Secretary not less than two (2) months before the Annual General Meeting. 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.
- (b) The Secretary shall cause all items of business and notices of motion referred to in paragraph (a) to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of Annual General Meeting that is sent to members.
83. (a) The chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.
- 83A. 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).

### **MEMBERS' RESOLUTIONS**

84. (a) The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
  - (ii) at least 100 members who are entitled to vote at a general meeting.
- (b) The notice must:
- (i) be in writing; and
  - (ii) set out the wording of the proposed resolution;
  - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
85. (a) If the Secretary has been given notice of a resolution under Rule 84, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given. 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.
- (b) The Club must give all its members notice of the resolution at the same time, or, as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
- (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the member 'notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.
- (e) The Club need not give notice of the resolution:

- (i) if it is more than 1,000 words long or defamatory, or
  - (ii) if the members making the request are to bear the expenses of sending the notice out (unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice).
86. (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
- (i) a resolution that is proposed to be moved at a general meeting; or
  - (ii) any other matter that may be properly considered at a general meeting.
- (b) The request must be made by:
- (i) members with at least 5% of the votes that may be on the resolution; or
  - (ii) at least 100 members who are entitled to vote at the meeting.
- (c) The request must be:
- (i) in writing; and
  - (ii) signed by the members making the request;
  - (iii) given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.
- (f) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.
- (g) The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.
- (h) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (i) The Club need not comply with the request:
- (i) if the statement is more than 1,000 words long or defamatory; or
  - (ii) if the members making the request are responsible for the expenses of the distribution - (unless the members give the Club a sum reasonably

sufficient to meet the expenses that it will reasonably incur in making the distribution)

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

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

88. (a) The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- (c) The auditor is entitled to be heard even if.
- (i) the auditor retires at the meeting; or
- (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

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

89. The President shall be entitled to take the chair at every general meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Vice President shall take the chair. If the President and Vice President are not present within fifteen (15) minutes after the time appointed for holding the meeting or are unable or unwilling to act then a member of the Board as determined by the members present shall chair the meeting and if the members of the Board are not present or are unwilling or unable to act then the members shall elect one of their number to chair the meeting.
90. (a) At any general meeting of the Club (other than a meeting referred to in paragraph (b) of this Rule 90) and at an Annual General Meeting twenty-one (21) members present in person and eligible to vote shall be a quorum.
- (b) At any general meeting convened on the requisition of members the quorum shall be thirty-five (35) members present and entitled to vote.
- (c) If within fifteen (15) minutes from the time appointed for a general meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time, and place as the Board may determine. It shall not be necessary to give notice of such adjourned meeting if it is held within thirty (30) days of the original meeting. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
91. (a) Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5)



members) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.

- (b) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith.
  - (c) A demand for a poll may be withdrawn.
  - (d) At any general meeting (unless a poll is demanded) a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
92. A person shall not:
- (a) attend or vote at any meeting of the Club or of the Board or of any committee thereof, or
  - (b) vote at any election including an election of a member or of the Board as the proxy of another person.
93. (a) The chairperson of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.
- 94.
- (a) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (b) A resolution passed at a meeting resumed after an adjournment shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
95. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

## **MINUTES**

96. (a) The Club must keep minute books in which it records:
- (i) proceedings and resolutions of general meetings of the Club; and
  - (ii) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
  - (iii) resolutions passed by directors without a meeting.

- (b) The Club must ensure that:
  - (i) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting;
  - (ii) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.
- (c) A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

### **ACCOUNTS**

- 97. The Board shall cause proper accounts, books, and other records to be kept with respect to the financial affairs of the Club in accordance with the Act, the Registered Clubs Act, and Australian Accounting Standards.
- 98. 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.
- 98A. (a) The Club shall prepare, on a quarterly basis, financial statements that incorporate the Club's profit and loss accounts and trading accounts for the quarter, and a balance sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the Registered Clubs Act.
  - (b) The financial statements shall be available to the members of the Club within 48 hours of the statements being adopted by the Board. The Club shall display a permanent notice on the Club's notice board and on the Club's website (if any) indicating how the members of the Club can access the financial statements. The Club shall provide a copy of the financial statements to any member of the Club on a request in writing by the member.

### **ANNUAL REPORTING REQUIREMENTS**

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

- (iii) the auditors' report on the financial report.
- (c) The financial statements and notes for a financial year must give a true and fair view of the financial position and performance of the Club.
- (d) The Directors' Report, in addition to the other statutory requirements, shall include:
  - (i) the name of each person who has been a Director at any time during or since the end of the financial year; the period for which each person was a Director; each Director's qualifications, experience and special responsibilities; and the number of meetings of the Board held during the year and each Director's attendance at those meetings.
  - (ii) for each class of membership, the amount which a member of that class is liable to contribute if the company is wound up; and the total amount that members of the Club are liable to contribute if the Club is wound up.

In accordance with the Registered Clubs Act, the annual report shall specify the core property and non-core property of the Club as at the end of the financial year to which the report relates.

### **ANNUAL REPORT**

- 100A. (a) A member of the Club may, by notice in writing to the Club, request to receive a hard copy or an electronic copy of the annual report. If a member makes a request for an annual report, the request is made by the member for that financial year; and is a standing request made by the member for each later financial year until the member changes the request.
- (b) If the Club prepares a financial report or a directors' report for a financial year, or obtains an auditor's report on the financial report, the Club must send a copy of the report, free of charge, to each member who has requested an annual report.
- (c) Annual reports must be sent no later than twenty-one (21) days before the annual general meeting or no later than four (4) months after the end of the financial year to which the report relates, whichever is the earlier.
- (d) In addition to any other requirements of this Rule relating to the supply of an annual report to members, the Club may also provide to members a concise report and/or may make a copy of the annual report or the concise report readily accessible on a website.
- (e) The provisions of this Rule shall not relieve the Club of the obligation to give notice in writing of general meetings to all members entitled to attend general meetings.

### **FINANCIAL YEAR**

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

Board may determine.

### **AUDITORS**

101. In accordance with the Act, if the Club is required to be Audited the following provisions shall apply:
- (a) A person shall not be appointed or act as Auditor if such person is not a registered company auditor as defined by the Act, or if such person is a member of the Board or an employee of the Club.
  - (b) An Auditor shall only be appointed when a vacancy exists in the position of Auditor. The ordinary resolution to remove an Auditor and the special resolution to appoint another Auditor should be given to members at the same general meeting.
  - (c) At least two (2) months notice of a resolution to remove the Auditor must be given to the Club. Immediately such notice is received by the Club, a copy of the notice shall be forwarded to the Auditor and a copy to the Australian Securities and Investments Commission. The Auditor of the Club may be removed from office by a simple majority (50% plus one) at a general meeting of which notice has been given.
  - (d) The Club must not appoint an Auditor unless the Auditor has consented before the appointment to act as Auditor and has not withdrawn that consent before the appointment is made.
  - (e) Notice of the special resolution relating to the appointment of an Auditor and notice of the meeting to consider such special resolution shall be given to members entitled to vote and to the Auditor nominated.
  - (f) A properly qualified Auditor or Auditors shall be appointed at a general meeting by a seventy-five per cent (75%) majority of members attending in person and entitled to vote.
  - (g) If an Auditor is not appointed by the members at a duly convened general meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an Auditor shall be appointed by the Australian Securities and Investments Commission.
  - (h) The Auditor's duties shall be regulated in accordance with the provisions of the Act.
  - (i) The Club must give the Auditor notice of all general meetings in the same way that a member of the Club is entitled to receive notice, and, must give any other communications relating to the general meeting that a member of the Club is entitled to receive. The Auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

### **SECRETARY**

102. At any time there shall only be one (1) Secretary of the Club who shall be appointed

by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

### **PROVISION OF INFORMATION TO MEMBERS**

103. The Club must:
- (a) make the information referred to in Rule 104 available to the members of the Club within 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.
104. The information to be made available to members is as follows:
- (a) disclosures made to the club under Rule 63 during the reporting period,
  - (b) details of any overseas travel during the reporting period by a director of the Club or an employee of the Club in the person's capacity as a director or employee, including any costs wholly or partly met by the Club in relation to that travel,
  - (c) details of any loan over \$1,000 to an employee of the Club made during the reporting period, including the amount of the loan and the interest rate (if any),
  - (d) details of any contract of employment with a top executive of the Club approved during the reporting period,
  - (e) details of any consultancy during the reporting period costing more than \$30,000, including the name of the consultant, the consultancy fee and the nature of the services provided by the consultant,
  - (f) the total amount paid to consultants during the reporting period (excluding those amounts required to be included under paragraph (e)),
  - (g) details of any legal settlement paid to a director or employee of the Club during the reporting period and any associated legal fees paid by the Club, unless the disclosure would breach any confidentiality agreement reached by the Club,
  - (h) details of any legal fees (not referred to in paragraph (g)) paid by the Club during the reporting period on behalf of a director or employee of the Club,
  - (i) the amount allocated by the Club during the reporting period to community development and support under the ClubGRANTS scheme,
  - (j) the total amount of gaming machine profits from the operation of gaming machines during the gaming machine tax period relating to the reporting period.

### **TRAINING DISCLOSURES**

105. The Club must make available to the members of the Club details of any training completed by a person who is a director, Secretary or manager under Part 6 of the Registered Clubs Regulation 2015 and reasons for any exemption from the training requirements under that Part.
106. The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the club can access the information.

### **FINANCIAL STATEMENTS**

107. The Club must ensure that:
- (a) financial statements that incorporate a balance sheet and the Club's profit and loss accounts and trading accounts are provided to the Board of the

- club on a quarterly basis, and
- (b) those financial statements are made available to the members of the club within 7 days of the statements being adopted by the Board, and
  - (c) a notice is displayed on the Club premises and on the Club's website (if any) advising the members how the financial statements can be accessed.

### **EXECUTION OF DOCUMENTS**

108. (a) The Club may execute a document (including a deed) without using a common seal if the document is signed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.
- (b) If the Club has a common seal the Club may execute a document (including a deed) if the seal is fixed to the document or deed and the fixing of the seal is witnessed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.
- (c) The Club must not execute a document (whether with or without using the seal) except by the authority of a resolution passed at a meeting of the Board previously given.

### **NOTICES**

109. Any notice in writing may be given by the Club to a member either:
- (a) personally;
  - (b) by sending it by post to the address for the member in the Register of Members; or
  - (c) by sending it to the fax number or electronic address (if any) nominated by the member.
110. (a) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) A notice sent by fax or other electronic means is taken to be given on the business day after it is sent.
- (c) If a member has not supplied to the Club an address within the State of New South Wales for the giving of notices, a notice posted up on the notice board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.

### **INDEMNITY TO OFFICERS**

111. Every officer (as defined in Section 82A of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any

proceedings whether civil or criminal.

112. 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.

### **AMENDMENTS TO CONSTITUTION**

113. This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Pursuant to Rule 32, Voting Members, Senior Members and Life Members shall only be eligible to vote on any Special Resolution.
114. (a) 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.
- (b) 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.
115. (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.
116. A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and payment of any reasonable fee that may be prescribed by the Board.

117.

### **HISTORIC INFORMATION**

The original subscribers who formed the company that is now Tomakin Sports & Social Club Limited are:

The name, address, and occupation of subscribers.

Gwendoline Hazel Anderson  
87 Ainslie Parade, SUNPATCH  
Domestic Duties

Phyllis Dorothy Brooks  
Tomago River Tourist Park, SUNPATCH  
Secretary

Harry Thomas Brooks  
Tomago River Tourist Park, SUNPATCH  
Company Director

Kenneth Ashburner Oldrey  
393 Reid Street, SUNPATCH  
Clerk

Thomas John Brooks  
2 Dolphin Avenue, BATEMANS BAY  
Painter

Robert Carl Elliott  
6 Fauna Street, EARLWOOD  
Accountant

Rex Allenby Anderson  
87 Ainslie Parade, SUNPATCH  
Oyster Farmer

Witnesses of Signatures

Thelma Elliot  
6 Fauna Street, EARLWOOD  
Domestic Duties

Lillian Hannah Oldrey  
Reid Street, SUNPATCH  
Domestic Duties

Prepared by

**Small Block Club Services**

SmallBlockCS@aol.com PO Box 3 Narrandera NSW 2700  
T: (02) 6959 4997 F: (02) 6959 4979 A/H: 0407 064 705

This document is formatted to a standard that meets the lodgement requirements of all relevant statutory authorities. For lodgement, each page must be printed on one side of A4 paper only.