

I, Anthony Sobb, company secretary and Chief Executive Officer of City of Fairfield RSL Memorial Club Ltd, certify that this and the following 29 pages is a true and correct copy of the Constitution of City of Fairfield RSL Memorial Club Ltd amended by special resolutions at its Annual General Meeting held on 5 May 2024.

Anthony Sobb
Company Secretary

Date

Constitution

CITY OF FAIRFIELD RSL MEMORIAL CLUB LTD

ACN 000 953 355

Table of contents

1	Definitions and interpretation	1
	1.1 Replaceable Rules.....	1
	1.2 Definitions	1
	1.3 Interpretation.....	3
2	Name and structure	3
	2.1 Name of the Club	3
	2.2 Company Limited by Guarantee	3
3	Registered club matters	4
	3.1 Registered Clubs Act	4
	3.2 Liquor & gaming.....	4
4	Objects	4
	4.1 General objects.....	4
	4.2 Interpretation.....	5
5	Income and property	5
	5.1 Objects.....	5
	5.2 Permitted payments	5
6	Winding up	5
	6.1 Limited liability of members	5
	6.2 Distribution of Property	5
7	Membership	6
	7.1 Membership	6
	7.2 Admission to membership	6
8	Ordinary members	6
	8.1 Ordinary membership classes	6
	8.2 Eligibility for Ordinary membership	6
	8.3 Election of Ordinary members	6
	8.4 Transfer of Ordinary membership.....	7
9	Life Members	7
	9.1 Eligibility for Life membership	7
	9.2 Election process	7
10	Other membership classes	8
	10.1 Provisional Members	8
	10.2 Honorary members	8
	10.3 Temporary members	8
11	Rights of members	9
	11.1 Use of Club facilities	9
	11.2 Rights of RSL Members.....	9
	11.3 Rights of Associate Members	9
	11.4 Rights of Junior Sporting Members	9
	11.5 Rights of Life Members.....	9
	11.6 Rights of other members	9
12	Cessation of Membership	9
	12.1 Cessation of membership	9
	12.2 Powers of the Board and management.....	10
	12.3 Effect of cessation of membership	10
13	Entrance fees, subscriptions and levies	10
14	Addresses of members	10

15	Registers	10
16	Disciplinary Proceedings	11
	16.1 Disciplinary decisions	11
	16.2 Procedure	11
17	Non voluntary exclusion	12
	17.1 Grounds and procedure for exclusion	12
	17.2 Club policies	12
18	Patrons	12
19	Guests	13
20	Board of Directors	13
	20.1 The Board	13
	20.2 Single Interest Groups	13
	20.3 Eligibility	14
	20.4 Biennial elections	14
	20.5 Election of the Board	14
	20.6 Vacancies on the Board.....	16
21	Operation of the Company	17
	21.1 Powers and duties of the Board	17
	21.2 Property	17
	21.3 Negotiable Instruments.....	17
	21.4 By-laws	17
	21.5 Committees.....	17
	21.6 Sections	18
22	Proceedings of the Board	18
	22.1 Board Meetings.....	18
	22.2 Notice of Board Meeting	19
	22.3 Quorum	19
	22.4 Continuing Directors	19
	22.5 Voting.....	19
	22.6 Written Resolution	19
	22.7 Attendance of Non-Directors	19
	22.8 Procedure at Board Meetings.....	19
23	Director's duties and interests	20
	23.1 Duty to disclose Material Personal Interests	20
	23.2 Effect of Director having a Material Personal Interest	20
	23.3 Standing disclosure	20
24	Secretary	20
25	General Meetings	20
	25.1 The Annual General Meeting.....	20
	25.2 General Meetings	20
	25.3 Notice.....	22
	25.4 Quorum	22
	25.5 Proceedings.....	22
	25.6 Voting.....	23
26	Accounts and audit	24
	26.1 Financial year	24
	26.2 Keeping accounts	24
	26.3 Right of Access.....	24
	26.4 Financial Report.....	24
	26.5 Audit.....	24
27	Executing documents	24

27.1	Common Seal	24
27.2	Signing documents	24
28	Notices	25
28.1	Giving a notice	25
28.2	When notice is given.....	25
29	Indemnity	25
29.1	Indemnity	25
29.2	Insurance	26
29.3	Former Officers.....	26
30	Amendments to constitution	26

1 Definitions and interpretation

1.1 Replaceable Rules

All of the replaceable rules set out in the Corporations Act which the Club is entitled to displace, are displaced by the rules set out in this constitution.

1.2 Definitions

The following definitions apply in this constitution:

Australian Defence Force includes the armed forces of the Commonwealth, however described.

Authority means the Independent, Liquor & Gaming Authority, or any authority which replaces it or exercises its functions.

Board means the board of Directors of the Club.

Business Day means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in Sydney, New South Wales.

Close Relative means:

- (a) a parent, child, brother or sister of the Director, a candidate for appointment or election to the Board or Grant Recipient; or
- (b) a spouse or de facto partner of the person or of the person referred to in paragraph (a).

Club means City of Fairfield RSL Memorial Club Ltd ACN 000 953 355.

Club Licence means a club licence held by the Club under section 10 of the Liquor Act.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a member of the Board.

Full member means a person who is an Ordinary member or a Life Member.

Gaming Machines Act means the *Gaming Machines Act 2001* (NSW).

General Meeting means a general meeting of the Club, and includes the Annual General Meeting to be held in accordance with section 250N of the Corporations Act.

Grant means a grant, gift, donation, subsidy, contribution of money or an in-kind contribution of a good or service by the Club, in the previous or current financial year of the Club:

- (a) for either:
 - (i) charitable purposes in pursuit of the Club's objects; or
 - (ii) as a grant made under Club Grants Scheme established under the Gaming Machines Act 2001 (NSW) for the granting of a rebate of gaming machine tax levied on registered clubs for expenditure on community development and support;
- (b) to a person, organisation or body (whether incorporated or not); and
- (c) for a value of \$100 or more.

Grant Recipient means the recipient of a Grant.

Grant Recipient's Associate means an officer, employee, agent, principal, a person holding more than 5% in the total share capital or holding more than 5% of the voting shares of the Grant Recipient, or a partner, lobbyist, advocate or other intermediary of the Grant Recipient.

Licensed Premises means the premises of the Club to which a Club Licence relates.

Liquor Act means the *Liquor Act 2007* (NSW).

Material Personal Interest means a material personal interest for the purposes of the Corporations Act.

Ordinary member means a member of the Club other than a Life Member, Honorary member, Temporary member or Provisional member.

Registered Clubs Act means the *Registered Clubs Act 1976* (NSW).

Relative Grant Interest means any one or more of the following financial, personal or controlling interests of a Director, Close Relative or candidate for election or appointment to the Board, as the case may be, who:

- (a) received or will receive a direct financial benefit by way of payment or remuneration, reward, discount, bonus or gift for the value of \$100 or more from the Grant; or
- (b) received or will receive a direct in-kind provision of goods or services for the value of \$100 or more from the Grant;
- (c) has the capacity to determine the outcome of decisions about the financial and operating policies of the company or body (whether incorporated or not) of the Grant Recipient.

For the purposes of this definition, examples of:

- (d) a direct financial benefit or in-kind provision of goods or services, as the case may be, includes an arrangement for payment of remuneration, fee, commission or bonus or for provision of goods or services to the Director, candidate for election or appointment to the Board or a Close Relative of such a Director or candidate, from the Grant Recipient's Associate or Grant Recipient's Close Relative, but only where the direct financial benefit is linked or connected with the Grant; and
- (e) would not include remuneration received by a Director, candidate for election or appointment to the Board or a Close Relative of such a Director or candidate such as employment of that person with a school, local council, government or semi-government body.

Returning Officer means the returning officer appointed by the Board to conduct a Board election.

RSL means RSLNSW.

RSL or Services Club has the meaning defined in section 30A of the Registered Clubs Act.

Secretary means any person appointed to perform the duties of the Secretary of the Club.

Senior Employee means the senior employee of the Club on duty at the relevant time.

Single Interest Group means, for the purposes of rule 20 only:

- (a) (*internal clubs*) an internal club within the Club (internal clubs are referred to elsewhere in this constitution as sections or committees);
- (b) (*affiliated clubs*) another club that this Club recognises as an affiliated club (this can include an unincorporated or incorporated association);
- (c) (*supported groups*) any group that received financial support in cash or kind of at least \$100 from the Club, in the previous financial year;

- (d) (*single sport or group*) any grouping, as determined by by-laws approved by the Board from time to time under rule 20.2(d), of:
- (i) two or more such internal clubs;
 - (ii) two or more such affiliated clubs,
 - (iii) two or more such supported groups, or
 - (iv) two or more youth club groups,
- that are all associated with a single sport or group (or a particular single group of related sports such as, but only by way of example, indoor soccer and outdoor soccer);
- (e) (*Youth Club Executive*) the group made up of the main office-bearers of The City of Fairfield RSL Youth Club Inc (under the June 1997 constitution of that body, being the President, the Superintendent, the Vice President, the Secretary and the Treasurer);

but does not include:

- (f) (*Sub-Branch*) the City of Fairfield Sub-Branch of the RSL; or
- (g) (*Youth Club Members apart from the Youth Club Executive*) the members of The City of Fairfield RSL Youth Club Inc, who are not officers of that organisation described as the 'Youth Club Executive' above.

Special Resolution has the meaning defined in the Corporations Act.

1.3 Interpretation

The following rules apply in interpreting this constitution:

- (a) a financial member means an Ordinary member or Life Member who has paid all money owed to the Club by the due date;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing a gender include any gender;
- (d) words or expressions defined in the Corporations Act, the Registered Clubs Act, the Liquor Act or the Gaming Machines Act have those meanings unless the context requires otherwise;
- (e) headings are for convenience only, and do not affect interpretation;
- (f) the table of contents is for convenience only and does not form part of this constitution; and
- (g) a reference to any legislation includes legislation varying, consolidating or replacing that legislation and includes all regulations or other instruments issued under that legislation.

2 Name and structure

2.1 Name of the Club

The name of the Club is City of Fairfield RSL Memorial Club Ltd.

2.2 Company Limited by Guarantee

The Club is a non-proprietary club and is limited by guarantee, and the liability of its members is limited as provided in this constitution.

3 Registered club matters

3.1 Registered Clubs Act

- (a) Subject to section 10(6) and section 10(6A) of the Registered Clubs Act and any other applicable provision of the Registered Clubs Act, a member of the Club, whether or not the person is a Director, or member of any committee of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full member.
- (b) Only the Club and its members are entitled to derive directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the Club's Licensed Premises, subject to section 10(1)(j) and section 10(7) of the Registered Clubs Act and any other applicable provision of the Registered Clubs Act.
- (c) An employee of the Club must 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.

3.2 Liquor & gaming

- (a) Liquor must not be sold, supplied, or disposed of on the Licensed Premises to any person, other than a member, except on the invitation and in the company of a member. This rule does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.
- (b) Liquor must not be sold, supplied or disposed of on the Licensed Premises to any person under 18 years of age.
- (c) A person under 18 years of age must not use or operate gaming machines on the Licensed Premises.

4 Objects

4.1 General objects

The Club has the following objects:

- (a) To provide for members and their guests a social and sporting club with all the usual facilities of a club including accommodation, sporting, social and recreational facilities.
- (b) To apply for and obtain and hold a Club Licence and any other licences, certificates or permits as may be required or available under any law.
- (c) To purchase, hire, lease or otherwise acquire for the purposes of the Club any property, rights or privileges.
- (d) To give, sell, improve, invest, manage, develop, exchange, mortgage, charge or give other security over, hire, lease or otherwise dispose of all or any part of the property, rights or privileges of the Club.
- (e) To promote any or all of the objects of the RSL.
- (f) To donate or guarantee money for any charitable, benevolent, public, or useful object.
- (g) To amalgamate with any other club, company, institution or association.
- (h) To carry on as a non-religious and non-sectarian body.
- (i) To carry on all other activities necessary or convenient for the purposes of the Club.

- (j) To do all other lawful acts and things as are incidental or conducive to the attainment of these objects and the exercise of the powers of the Club.

4.2 Interpretation

The meaning and effect of any object shall not be restricted by any other object, and, each object will be interpreted and have effect as an independent power. This rule 4 is to be interpreted so as to widen and not restrict the powers of the Club.

5 Income and property

5.1 Objects

The Club will apply its income and property solely towards promoting the objects of the Club. Subject to rule 5.2, no part of the Club's income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member.

5.2 Permitted payments

Nothing in this constitution prevents the payment in good faith:

- (a) of an honorarium in respect of special honorary services rendered or the repayment of out-of-pocket expenses;
- (b) of interest on money lent to the Club by a member or otherwise owing by the Club to a member;
- (c) of remuneration to any officers or employees of the Club or to any member in return for services actually rendered to the Club;
- (d) for goods supplied to the Club; or
- (e) rent for premises leased to the Club.

6 Winding up

6.1 Limited liability of members

Each member of the Club undertakes to contribute to the assets of the Club in the event of the Club being wound up during the time that they are a member or within 1 year thereafter for payment of the debts and liabilities of the Club contracted before the time at which they cease to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding \$5.

6.2 Distribution of Property

- (a) If the Club is wound up or dissolved, any property remaining after the satisfaction of the debts and liabilities of the Club must not be paid to or distributed among the members. Any such remaining property will be given or transferred to body or bodies which prohibit the distribution of its income and property to members to an extent at least as great as is imposed on the Club under this constitution, with such body or bodies being determined by the members at or before the time of such winding up or dissolution.
- (b) If effect cannot be given to rule 6.2(a), then the remaining property shall be given or transferred to some charitable object determined by the members at or before the time of such winding up or dissolution.
- (c) If the members do not make a determination under rule 6.2(a) or rule 6.2(b), then the body or bodies, or charitable object, may be determined by a Court with jurisdiction.

7 Membership

7.1 Membership

The members of the Club are:

- (a) those persons who at the date of the Special Resolution adopting this Constitution are entered in the Club's register of Full members, who shall at the date of adoption of this constitution, retain the class of membership shown in the register; and
- (b) those persons who are afterwards admitted to membership in accordance with this constitution.

7.2 Admission to membership

A person must not be admitted to membership except as a Full member, Honorary member, Temporary member or Provisional member.

8 Ordinary members

8.1 Ordinary membership classes

Ordinary membership consists of the following classes:

- (a) RSL Members.
- (b) Associate Members.
- (c) Junior Sporting Members.

8.2 Eligibility for Ordinary membership

- (a) To be eligible for election as an RSL Member a person must:
 - (i) be at least 18 years of age;
 - (ii) be a financial service member or financial affiliate member (each as defined in the constitution of the RSL) of the City of Fairfield Sub-Branch of the RSL; and
 - (iii) have applied for RSL membership in accordance with this constitution.
- (b) To be eligible for election as an Associate Member a person must be at least 18 years of age and have applied for Associate membership in accordance with this constitution.
- (c) To be eligible for election as a Junior Sporting Member a person must:
 - (i) be under 18 years of age;
 - (ii) satisfy the Board that they have an interest in taking an active part in the Club's sporting activities on a regular basis;
 - (iii) have applied for Junior Sporting membership in accordance with this constitution and have provided written consent from the person's parent or guardian in the form required by the Board; and
 - (iv) be, in the opinion of the Board, suitable to be elected to Junior Sporting membership.

8.3 Election of Ordinary members

- (a) A person must not be admitted as an Ordinary member unless that person is elected to membership at a meeting of the Board, or a duly appointed election committee of

the Club, by a 75% majority of those present and voting. The names of the Board or election committee members present and voting at that meeting must be recorded by the Secretary. The Board or election committee may reject any application for membership without giving any reason.

- (b) An application for Ordinary membership must be lodged with the Secretary in a form prescribed by the Board, including the full name and address of the candidate and a statement that the candidate, if admitted, will be bound by the constitution.
- (c) As soon as practicable after the Secretary receives an application for Ordinary membership in accordance with this constitution, the Secretary will cause the name of the candidate to be displayed on the Club notice board or in some other conspicuous place in the Licensed Premises for a continuous period of not less than 1 week before the election of the candidate as a member of the Club. An interval of at least 2 weeks must elapse between the proposal of a candidate for election and the candidate's election.
- (d) A person elected to membership must pay the entrance fee (if any) and first subscription to become an Ordinary member of the Club. If the entrance fee and subscription is not paid within 1 month after the date of election to membership, the Board may at its discretion cancel the election of the person to membership.
- (e) A person whose application for membership has been rejected will not be eligible to reapply for membership for a period of 12 months after the date of the rejection.

8.4 **Transfer of Ordinary membership**

The Board may transfer an Ordinary member to another class of Ordinary membership for which they are eligible, on the written request of the member. The Board may require the member to pay the difference between the entrance fee (if any) and subscription applicable to that other class of membership and the member's present class of membership, or make any adjustment considered appropriate by the Board.

9 **Life Members**

9.1 **Eligibility for Life membership**

A financial RSL Member or financial Associate Member is eligible for election to Life membership if they have:

- (a) been a member of the Club for not less than 10 continuous years;
- (b) rendered outstanding service to the Club, in the opinion of the Board;
- (c) been nominated for election to Life membership in writing by 1 financial member and seconded by another financial member; and
- (d) been recommended by the Board for election to Life membership.

9.2 **Election process**

- (a) A person who satisfies the eligibility criteria in rule 9.1 will be duly elected to Life membership if a resolution to that effect is carried by a two-thirds majority of members who are present and voting at a General Meeting.
- (b) Not more than 2 persons may be elected to Life membership at any General Meeting.

10 Other membership classes

10.1 Provisional Members

- (a) Any person who has lodged a duly completed application for Ordinary membership in accordance with this constitution and pays the subscription appropriate to the class of membership sought, may be granted Provisional membership while awaiting the decision of the Board in relation to their application.
- (b) If a Provisional member is not elected as an Ordinary member within 6 weeks from the date of lodging the application, or that person's application for Ordinary membership is rejected (whichever is the earlier), that person will immediately cease to be a Provisional member and the subscription must be repaid.

10.2 Honorary members

The following persons may be admitted as Honorary members in accordance with procedures established by the Board:

- (a) the Patron or Patrons for the time being of the Club;
- (b) any prominent citizen or local dignitary visiting the Club;
- (c) any person who produces evidence that they are a current serving member of the Australian Defence Force, and who may be admitted for the day on which they attend the Licensed Premises; and
- (d) any former member of the Australian Defence Force who produces evidence that they are a service member of the RSL (as defined in the constitution of the RSL) and a member of at least 1 other RSL or Services Club, and who may be admitted for the day on which they attend the Licensed Premises.

10.3 Temporary members

- (a) The following persons may be admitted as Temporary members in accordance with procedures established by the Board:
 - (i) a person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's Licensed Premises or such greater distance as may be determined by the Board by by-law;
 - (ii) a full member (as defined in the Registered Clubs Act) of another registered club which has objects similar to those of the Club;
 - (iii) a full member (as defined in the Registered Clubs Act) of any registered club or any interstate club who, at the invitation of the Board or of a Full member, attends on any day at the Licensed Premises 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 the person so attends the Licensed Premises until the end of that day;
 - (iv) an interstate or overseas visitor.
- (b) A person who is under 18 years of age will not be admitted to Temporary membership except in accordance with rule 10.3(a)(iii).
- (c) A person may be admitted as a Temporary member for a period of up to 7 consecutive days (or a longer period approved by the Authority in writing). A person admitted under this rule 10.3(c) is only required to sign the register on the first day when they enter the Licensed Premises during that period.

11 Rights of members

11.1 Use of Club facilities

The rights of members to use the Club's facilities and amenities are as the Board may determine from time to time by by-law or otherwise.

11.2 Rights of RSL Members

Financial RSL Members are entitled (subject to any further restrictions in this constitution) to:

- (a) attend and to vote on all matters at General Meetings;
- (b) vote at the election of the Board; and
- (c) be nominated for, elected to and hold office on the Board.

11.3 Rights of Associate Members

Financial Associate Members are entitled (subject to any further restrictions in this constitution) to:

- (a) attend and to vote at General Meetings, except that they are not entitled to vote on Special Resolutions to amend this constitution;
- (b) vote at the election of the Board; and
- (c) be nominated for, elected to and hold office on the Board.

11.4 Rights of Junior Sporting Members

Junior Sporting Members are entitled to those facilities and amenities of the Club as determined by the Board from time to time. They are not entitled to attend or vote at any General Meeting, vote at the election of the Board, or be nominated for, elected to, or hold office on, the Board or any office of the Club, or participate in the management, business and affairs of the Club in any way.

11.5 Rights of Life Members

A Life Member has all the rights and privileges of the class of membership which they held immediately prior to being elected as a Life Member.

11.6 Rights of other members

Provisional members, Honorary members and Temporary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time. They are not entitled to attend or vote at any General Meeting, vote at the election of the Board, or be nominated for, elected to, or hold office on, the Board or any office of the Club, or participate in the management, business and affairs of the Club in any way.

12 Cessation of Membership

12.1 Cessation of membership

A person will immediately cease to be a member if:

- (a) they resign by notice in writing to the Club, and such resignation takes effect on the date the notice is given to the Club;
- (b) they return their membership card to the Club and state (verbally or in writing) that such return constitutes their resignation as a member, in which case such resignation takes effect on the date the card is given to the Club;

- (c) they die; or
- (d) they have not paid the subscription or any other money owed to the Club within 1 month (or such longer period as may be determined by the Board) after the date upon which it falls due for payment.

12.2 Powers of the Board and management

The Board, the Secretary, or the Senior Employee, may terminate the membership of any Honorary member or Temporary member at any time without notice and without being required to give any reason.

12.3 Effect of cessation of membership

A person who ceases to be a member for any reason, immediately forfeits all rights as a member of the Club. The person remains liable for any money due and unpaid at to the Club at the date of cessation of that person's membership, and, any other money for which that person is or may become liable under this constitution.

13 Entrance fees, subscriptions and levies

- (a) Members subscriptions shall be paid annually or, if the Board so resolves, by quarterly or half-yearly instalments and in advance or for more than 1 year in advance.
- (b) The Board may make charges and levies on members for general or special purposes.
- (c) The entrance fees, subscriptions, levies, charges and other amounts payable by members will be as prescribed by the Board, provided that the annual subscription payable by Ordinary members must not be less than the minimum amount prescribed by the Registered Clubs Act.
- (d) A Life Member is not required to pay any subscription or levies.
- (e) A Temporary member is not required to pay an entrance fee or subscription.
- (f) The Board may exempt Honorary members from paying an entrance fee or subscription.
- (g) The Board may prescribe the time and manner of payment and all other matters relating to entrance fees, subscriptions, charges and levies not set out in this constitution.

14 Addresses of members

A member must advise the Secretary of any change in their address, or any electronic address or other electronic means (such as a mobile phone number) they have for service of notices.

15 Registers

The Club must keep the following registers in accordance with the Registered Clubs Act:

- (a) A register of Full members.
- (b) A register of Honorary members.
- (c) A register of Temporary members.

- (d) A register of persons of at least 18 years of age who enter the Licensed Premises as guests of members.

16 Disciplinary Proceedings

16.1 Disciplinary decisions

If a member refuses or fails to comply with this constitution or the by-laws or is, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club, conduct which is unbecoming of a member or which renders the member unfit for membership, the Board may:

- (a) reprimand the member;
- (b) suspend the member from all or any privileges of membership for such period as it considers fit;
- (c) expel the member; or
- (d) accept the resignation of the member.

16.2 Procedure

- (a) The Club must give the member written notice of any charge against them under this rule 16 at least 14 days before the meeting at which the charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge. The notice must set out details of the range of potential penalties if the members is found guilty.
- (b) The member is entitled to attend the meeting to answer the charge or may answer the charge in writing, and is entitled to call witnesses in their defence.
- (c) If the member attends the meeting:
 - (i) After the Board has considered the evidence, it must come to a decision as to the member's guilt or innocence in relation to the charge.
 - (ii) If found guilty, the member must be given an opportunity to address the Board in relation to the penalty appropriate to a charge, before the Board determines the penalty to be imposed.
- (d) If the member fails to attend the meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, and determine any penalty, in the member's absence.
- (e) The voting by the Directors present at the meeting will be in that manner as is decided by the Board. A resolution at the meeting will not be passed unless a two-thirds majority of the Directors present vote in favour of that resolution.
- (f) Any decision of the Board at the meeting or any adjournment of it, is final and the Board is not required to give any reason.
- (g) If a notice of charge is issued to a member under rule 16.2(a), the Board, the Secretary, or the Senior Employee, may immediately suspend that member from all or any privileges of the Club by giving written notice to the member, which may be included in the notice of charge. Any such suspension may be until the charge is determined.
- (h) The powers of the Board under this rule 16 may be exercised by a disciplinary committee of at least 3 Directors. A quorum of the disciplinary committee is 3 Directors.

17 Non voluntary exclusion

17.1 Grounds and procedure for exclusion

- (a) The Secretary, the Senior Employee or any other authorised person (as defined in the Liquor Act) may refuse to admit to, remove from, or require to leave, the Licensed Premises or any other property owned or occupied by the Club any person who:
- (i) is at the time intoxicated, violent, quarrelsome, disorderly or indecent;
 - (ii) whose presence on the Licensed Premises or such other property (as the case may be) renders the Club or the Secretary liable to any penalty under any applicable law;
 - (iii) who smokes, within the meaning of the *Smoke-free Environment Act 2000* (NSW), while on any part of the Licensed Premises or such other property (as the case may be) that is a smoke-free area within the meaning of that Act;
 - (iv) who uses, or has in their possession, while on any part of the Licensed Premises or such other property (as the case may be) any substance suspected of being a prohibited plant or a prohibited drug; or
 - (v) whom the Club or the Secretary, under the conditions of the Club Licence or according to a term (of the kind referred to in section 134 or section 136D of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Licensed Premises; or
 - (vi) is a member, and whose conduct, in the opinion of the Secretary, Senior Employee or other authorised person (as the case may be) may be prejudicial to the interests of the Club, unbecoming of a member, or which may render the member unfit for membership.
- (b) If a member is refused admittance to, removed from, or required to leave the Licensed Premises or any other property owned or occupied by the Club under rule 17.1(a) the Secretary or Senior Employee may immediately suspend that member from any or all privileges of membership for up to 6 weeks or until any charge issued under rule 16.2(a) is heard and determined by the Board or disciplinary committee (whichever is earlier). A report of such suspension must be made to the Board or its disciplinary committee.
- (c) Nothing in this Rule limits section 77 of the Liquor Act.
- (d) The rules of natural justice do not apply to rule 17.1(a) or rule 17.1(b).

17.2 Club policies

The Board, the Secretary, or the Senior Employee may at any time organise and enforce the exclusion from the Club's premises of any member or other person (either with or without their consent) in accordance with the Club's responsible service of alcohol policy or responsible conduct of gambling policy.

18 Patrons

The members in General Meeting may appoint or remove (as the case may be) a Patron or Patrons upon a recommendation being made by the Board to the meeting.

19 Guests

- (a) A member (except for a Junior Sporting Member) may introduce guests to the Club, provided that a Temporary member may only introduce guests who are under 18 years of age and in relation to whom the Temporary member is a responsible adult.
- (b) A member must not introduce as a guest any person whose application for membership of the Club has been rejected, who has been expelled from membership of the Club, or whose membership rights are suspended.
- (c) A guest must at all times remain in the reasonable company of the member who has introduced them to the Club, and must not remain on the Licensed Premises any longer than that member.
- (d) A member must ensure that the Club's register of guests is duly completed in relation to any guest they introduce to the Licensed Premises (except if the guest is under 18 years of age).
- (e) A member is responsible for the conduct of their guests.
- (f) The Board, the Secretary, or the Senior Employee, may refuse a guest admission to, or require the guest to leave, the Licensed Premises or any other property owned or occupied by the Club at any time without notice and without being required to give any reason.
- (g) The Board may make by-laws regulating the terms and conditions on which guests may be admitted to the Club.

20 Board of Directors

20.1 The Board

- (a) Subject to rule 20.1(b), the Board will consist of 7 Directors, comprising the President, the Vice President, the Treasurer and 4 other Directors.
- (b) The Board may at any time appoint a Director pursuant to section 30(1)(b1) of the Registered Clubs Act, provided that the total number of Directors must not exceed any maximum prescribed in accordance with Section 10(1)(k1) of the Registered Clubs Act.

20.2 Single Interest Groups

- (a) No more than 2 Directors from the same Single Interest Group may hold office on the Board at any one time.
- (b) The limit on the number of Directors from the same Single Interest Group does not prevent any person who was a Director of the Club at 7 May 2006, from continuing as a Director or from being re-elected as a Director. This exemption ceases to apply to such a person as soon as there is any break in them being a Director, for example, where their term of office comes to an end and they are not re-elected.
- (c) Where a person who was a Director of the Club at 7 May 2006 is a member of a Single Interest Group, then that counts when deciding whether any other candidate from that Single Interest Group is eligible to become a Director.
- (d) The Board may from time-to-time pass by-laws for the purposes of grouping of single sports or groups as referred to in paragraph (d) of the definition of "*single sport*" contained in rule 1.2.

20.3 Eligibility

- (a) To be eligible for election to as a Director, a person must be a financial Full member in a class of membership eligible to hold office on the Board, with at least 5 year's continuous Full membership in the period immediately prior to their election.
- (b) To be eligible for election to the office of President, Vice-President or Treasurer a member must have already served a minimum of 2 years on the Board, provided that if there is no nominee holding this qualification for any such office, then any other member who is otherwise eligible to hold office on the Board may be elected to that office.
- (c) A member is not eligible to be nominated for or elected to the Board if that member:
 - (i) is currently suspended from the rights and privileges of membership;
 - (ii) has been found guilty of a charge in disciplinary proceedings under this constitution within the period of 3 years immediately prior to the date determined for the Annual General Meeting in that Board election year under rule 20.5;
 - (iii) has at any time been convicted of an indictable offence;
 - (iv) is a former employee of the Club whose services were terminated by the Club for misconduct;
 - (v) is a director of another registered club located within 40 kilometres of any of the Club's premises; or
 - (vi) has a Relevant Grant Interest an interest in the previous or current financial year of the Club.

20.4 Biennial elections

- (a) The Board will be elected in every second year in accordance with this constitution, and the Directors will hold office until the conclusion of the second Annual General Meeting after that at which they were elected, subject to this constitution.
- (b) A retiring Director will, subject to this constitution, be eligible for re-election.
- (c) The Directors holding office at the date of the special resolution adopting this constitution will continue to hold office for the remainder of the term for which they were elected, subject to this constitution.

20.5 Election of the Board

- (a) The Board will appoint a Returning Office for each election of the Board. The Returning Officer must not be a candidate, or a proposer or seconder of a candidate, in that election.
- (b) The Board will determine the closing date and time for the receipt of nominations for election to any position on the Board, which must not be later than 7 weeks before the date of the Annual General Meeting in that Board election year.
- (c) The roll of members eligible to vote in the election will close at the closing date and time for the receipt of nominations.
- (d) Nominations must be made in writing in the form prescribed by the Board, and be signed by the proposer and seconder (who must both be financial Full members), and by the nominee (who must signify their consent to the nomination). The nomination form will require the candidate to provide relevant information including as to their qualifications for election as a Director, declaring they do not hold any Relevant Grant Interest and declaring their membership of any Single Interest Group, which must be

verified by statutory declaration. Nominations received after the closing time determined by the Board under rule 20.5(b) will not be accepted.

- (e) A candidate may be nominated for more than one office on the Board. In that case, once a candidate is elected to a particular office, any votes for election of that candidate to another office must not be counted. The election of candidates to hold office on the Board must be determined in the following order:
 - (i) President;
 - (ii) Vice-President;
 - (iii) Treasurer; then
 - (iv) other Directors.
- (f) The Returning Officer may determine if any member is eligible to be nominated for the Board or to vote in the Board election, in accordance with this constitution, and the Returning Officer's decision is final.
- (g) If the number of candidates nominated exceeds the number required to be elected for any office on the Board, a ballot must be held as follows:
 - (i) The order in which the names of candidates appear on the ballot must be decided by lot or lots drawn by the Returning Officer in the presence of 2 observers appointed by the Board (who must not be current Board members or candidates in the election) and the Secretary (or the Secretary's nominated delegate). A separate ballot may be held for the offices of President, Vice-President and Treasurer as determined by the Returning Officer.
 - (ii) In the case of an election for the office of President, Vice-President or the Treasurer, a member must vote for only 1 candidate for each such office. In the case of election of other Directors, a member must vote for at least 1 and not more than 4 candidates.
 - (iii) A member must cast their vote personally, including by electronic means if permitted under the by-laws and subject to the requirements of the Corporations Act, Registered Clubs Act and this Constitution. Voting by proxy is prohibited in accordance with the Registered Clubs Act.
 - (iv) The election of each Director is on a 'first past the post' basis.
 - (v) The ballot closes at midday on the day which is 7 days prior to the date of the Annual General Meeting in that Board election year.
 - (vi) Each candidate may appoint a scrutineer to observe the counting of votes, by notifying the name of the scrutineer in writing to the Secretary prior to the closing date of nominations. No candidate may act as a scrutineer, either for themselves or for another candidate. No candidate may be present when the votes are being counted.
 - (vii) The Returning Officer may appoint one or more polling clerks as the Returning Officer in their discretion determines, to assist with the conduct of the election and counting of votes. No candidate or scrutineer is eligible to be a polling clerk. A polling clerk may, but need not, be a member or employee of the Club.
 - (viii) Votes may be counted by the Returning Officer either progressively as the ballot proceeds or on the closing of the ballot, as the Returning Officer determines. The Returning Officer must use reasonable endeavours to ensure that any nominated scrutineers are advised of the times and places at which counting is to take place and to allow those scrutineers to observe the counting.

- (ix) The Returning Officer must decide which votes (if any) are informal. A vote for more than the number of candidates to be elected in a particular election, must be declared informal. Decisions of the Returning Officer in respect of all matters relating to the conduct of a ballot and the informality of particular votes, are final.
- (x) If there is an equal number of votes for candidates for any position on the Board, then the Returning Officer shall determine by lot the candidate elected, either before or at the Annual General Meeting in that Board election year.
- (xi) On completion of the counting of the votes, the Returning Officer must report the results in writing to the President. If the Annual General Meeting is not chaired by the President, the Returning Officer must also provide a copy of that report to the chairperson of that meeting. The President may announce the results before the Annual General Meeting or otherwise the President or other person acting as chairperson must announce the results at the Annual General Meeting and at that meeting declare those persons elected to take office from the conclusion of that meeting.
- (xii) The Secretary must retain all votes for 2 months after the closing date of the election and make them available for inspection by any candidate. After the end of that period, the Secretary must arrange for the destruction of those votes.
- (h) If the number of candidates duly nominated for election to any office on the Board is equal to the number required to be elected, the candidate or candidates nominated must be declared elected at the Annual General Meeting.
- (i) If insufficient nominations are received for the number required to be elected, the candidates nominated must be declared elected at the Annual General Meeting, and further nominations may, with the consent of the nominee, be made verbally at the Annual General Meeting for the remaining vacancies. If the number of candidates so nominated at the Annual General Meeting exceeds the number required to be elected, a ballot must be held at the Annual General Meeting as the Returning Officer directs.
- (j) The Board may make by-laws not inconsistent with this constitution concerning the procedure as to nominations and the conduct and declaration of the election.

20.6 Vacancies on the Board

- (a) Subject to this constitution, the members in General Meeting may by ordinary resolution remove any Director or Directors before the expiration of their period of office, in accordance with the Corporations Act, and may by ordinary resolution appoint another eligible member or members in their place. Any member so appointed will hold office only during such time as the Director in whose place they are appointed would have held the same if they had not been so removed.
- (b) In addition to the circumstances in which the office of a Director becomes vacant by law or otherwise under this constitution, the office of a Director becomes vacant if the Director:
 - (i) dies;
 - (ii) fails to disclose in accordance with the Corporations Act the nature of any Material Personal Interest in a matter that relates to the affairs of the Club;
 - (iii) has a Relevant Grant Interest;
 - (iv) becomes of unsound mind or mentally incapable of performing the duties of that office as resolved by the Board;
 - (v) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;

- (vi) resigns by notice in writing to the Secretary;
 - (vii) becomes an employee of the Club;
 - (viii) ceases to be a financial member of the Club;
 - (ix) ceases to be a Full member;
 - (x) becomes a director of another registered club located within 40 kilometres of any of the Club's premises; or
 - (xi) nominates for election or appointment as a director of another registered club located within 40 kilometres of any of the Club's premises.
- (c) The Board may at any time appoint any eligible member to the Board to fill a casual vacancy. Any member so appointed shall hold office during such time as the person in whose place he or she was appointed would have held office.

21 Operation of the Company

21.1 Powers and duties of the Board

- (a) The business of the Club is to be managed by or under the direction of the Board.
- (b) Except as otherwise required by the Corporations Act, any other applicable law, or this constitution, the Board:
 - (i) has the power to manage the business and affairs of the Club; and
 - (ii) may exercise every right, power or capacity of the Club not by law or by this constitution otherwise required to be exercised by the Club in a General Meeting.

21.2 Property

The Board may sell, exchange, lease, licence, demise, or otherwise dispose of, all or any of the land or other property or rights to which the Club may be entitled, subject to the Registered Clubs Act.

21.3 Negotiable Instruments

All negotiable instruments must be executed, accepted or endorsed by the Club by the signature of 2 Directors or in any other manner as the Board determines.

21.4 By-laws

- (a) The Board may make any by-laws not inconsistent with this constitution 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.
- (b) The Board may at any time amend or rescind any such by-laws.
- (c) Any by-laws made under this constitution will come into force and have the full authority of a by-law of the Club on being posted upon the Club noticeboard.

21.5 Committees

- (a) The Board may constitute committees comprised of at least 1 Director and including other persons suitable to assist and advise the Board in the discharge of its functions. Board committees will be constituted and act in accordance with resolutions of the Board.

- (b) 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 the chairperson will have a casting vote to be exercised in the case of an equality of votes. The meetings and proceedings of any committee consisting of 2 or more members will be governed by the provisions of this constitution for regulating the meetings and proceedings of the Board so far as they are applicable and are not superseded by any resolution of the Board.

21.6 Sections

- (a) The Board may create sections and committees for the conduct, management and control of all or any games, sporting or other activities in which the Club is engaged or interested.
- (b) The President, or any other Director nominated by the President, has the right to be ex officio a member of any committee.
- (c) The Board may determine the financial members eligible to participate in such sections and committees, and fix or approve any supplemental subscription or any charge (whether annual or special) for such participation.
- (d) The Board may empower any such section or committee to open and operate an account in the name of the section in such bank or financial institution as the Board approves, provided that the persons eligible to operate upon any such account must be approved by the Board, which may also remove and replace any such person.
- (e) Subject to the absolute control and supervision of the Board, each such section or committee created shall manage its own affairs but must make regular reports to the Board (or otherwise as may be required by the Board). The minutes and records of the section or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.
- (f) Subject to this rule 21.6, the constitutions and rules or by-laws of each such section created under this constitution may be amended by ordinary resolution of the members of such section at a general meeting of such members, provided that no amendment will have effect unless and until it has been approved by the Board.
- (g) The Board may pass by-laws for the control and regulation of such sections and committees and also terminate and dissolve any such sections or committees or reconstitute them on a similar or different basis.

22 Proceedings of the Board

22.1 Board Meetings

- (a) The Board may meet together for the transaction of business and adjourn and otherwise regulate its meetings as the Board thinks fit. The Board must meet at least once in each calendar month and minutes of all resolutions and proceedings of the Board must be entered in a minute book provided for that purpose.
- (b) The President may at any time, and the Secretary must on the requisition of 3 Directors, convene a Board meeting.
- (c) A Board meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.
- (d) The President is entitled to be the chairperson of Board meetings, but if the President is absent or unable or unwilling to act then the Vice President will chair the Board meeting. If both the President and Vice President are absent or unable or unwilling to act, the Directors present must elect one of their number to chair the Board meeting.

- (e) All acts done by any meeting of the Board or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person so acting, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

22.2 **Notice of Board Meeting**

Each Director must be given reasonable notice of each Board meeting. Actual non-receipt of notice by a Director does not result in a Board meeting being invalid, provided such notice was given.

22.3 **Quorum**

At a Board meeting 5 Directors constitutes a quorum.

22.4 **Continuing Directors**

If there is a vacancy or vacancies in the office of a Director or offices of Directors the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting they may act only:

- (a) for the purpose of requesting the members to appoint additional Directors in General Meeting;
- (b) to convene a General Meeting; or
- (c) to fill casual vacancies on the Board.

22.5 **Voting**

Subject to this constitution, a resolution at a Board meeting must be passed by a majority of the votes cast by the members present and entitled to vote on the resolution. The chairperson will have a casting vote in the case of an equality of votes.

22.6 **Written Resolution**

- (a) The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs. An electronic signature by a Director will be acceptable for this purpose unless otherwise provided by law.
- (b) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

22.7 **Attendance of Non-Directors**

The President or a majority of the Directors may request the attendance at any Board meeting of any person who in their opinion may be able to assist the Board in any matter under consideration.

22.8 **Procedure at Board Meetings**

Subject to this constitution and the Corporations Act, the procedure to be followed at a Board meeting will be as the Board decides.

23 Director's duties and interests

23.1 Duty to disclose Material Personal Interests

- (a) For the purposes of this rule 23, a Director has a Material Personal Interest in a matter that relates to the affairs of the Club if that Director would be considered to have a Material Personal Interest under the Corporations Act.
- (b) Unless the Corporations Act says otherwise, a Director who has a Material Personal Interest in a matter that relates to the affairs of the Club must, at a Board meeting as soon as practicable after the Director's appointment or after the Director becomes aware of their interest in the matter (whichever is later), give the other Directors notice of the interest which must include details of:
 - (i) the nature and extent of the interest;
 - (ii) the relation of the interest to the affairs of the Club; and
 - (iii) any other information the Director is required to disclose under the Corporations Act.
- (c) A Director does not need to give notice of an interest under rule 23.1(b) if he or she is not required to do so under the Corporations Act.
- (d) A Director who is required to disclose a Material Personal Interest to the Club under this constitution or the Corporations Act must ensure that the nature and extent of the interest is tabled at a Directors' meeting and recorded in the minutes of that meeting.

23.2 Effect of Director having a Material Personal Interest

Each Director must comply with the Corporations Act in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a Material Personal Interest.

23.3 Standing disclosure

A Director may disclose a Material Personal Interest in the form of a standing notice to the other Directors with ongoing effect in accordance with the Corporations Act.

24 Secretary

Only 1 Secretary will be appointed by the Board at any time, and the Secretary will hold office on such terms and conditions (including as to remuneration) as the Board determines.

25 General Meetings

25.1 The Annual General Meeting

A General Meeting called the Annual General Meeting must be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the end of the Club's financial year.

25.2 General Meetings

- (a) The Board may convene a General Meeting whenever it considers fit.
- (b) The members may request the Board to call a General Meeting in accordance with Section 249D of the Corporations Act.
- (c) The members may call a General Meeting only in accordance with Section 249E or Section 249F of the Corporations Act.

- (d) A General Meeting convened by the Board may be postponed or cancelled at any time before the day of the meeting by the Board as it may determine.
- (e) A General Meeting called by the Board on the request of the members may be cancelled by the Board at any time before the day of the meeting, on the request of those members. Those members must pay the expenses of the cancellation unless the Board determines otherwise.
- (f) A General Meeting called by the members in accordance with the Corporations Act, may be cancelled by those members so notifying the Club in writing at least 14 days prior to the date for which the General Meeting has been called. Those members must pay the expenses of the cancellation unless the Board determines otherwise.
- (g) The Club may hold a General Meeting using technology in accordance with the requirements of section 30C of the Registered Clubs Act, the requirements of the Corporations Act and the provisions of this Constitution. If a General Meeting is held using technology, the notice of General Meeting must include:
 - (i) information about how members will be able to attend and/or participate in the General Meeting;
 - (ii) information about how members can vote and ask questions;
 - (iii) any other information members need to know in order to participate using the technology.
- (h) If a General Meeting is held at more than one venue using any form of technology, which allows members to participate remotely from their home or other place (that is, to participate without being physically present in the same place):
 - (i) the meeting is taken to be held at the place determined by the Chairperson provided that at least one of the members present at the meeting was at the place for the duration of the meeting;
 - (ii) votes taken at the meeting must be taken by a poll, and not on a show of hands, using one or more technologies to give each person entitled to vote the opportunity to participate in the vote in real time and, where practicable, by recording their vote in advance of the meeting;
 - (iii) if the technology used for the meeting and referred to in this rule 25.2(h) encounters a technical difficulty, whether before or during the General Meeting, which results in a member not being able to participate in the meeting, the chairperson may, subject to the Corporations Act:
 - (A) allow the meeting to continue; or
 - (B) adjourn the meeting either for a reasonable period of time as may be required to fix the technology or to such other date, time and location as the chairperson of the meeting considers appropriate.
- (i) For the avoidance of doubt, where the chairperson has allowed the General Meeting to continue in accordance with rule 25.2(h)(iii)(A), any resolution passed at that meeting is valid.
- (j) If a General Meeting is held at more than one venue using any form of technology, including any form of technology which allows members to participate remotely from their home or other place (that is, to participate without being physically present in the same place), the contemporaneous linking together by the technology of a number of members sufficient to constitute a quorum constitutes a quorum for the purposes of rule 25.4(a).

- (k) Subject to the Corporations Act, Registered Clubs Act and this Constitution, the Board may from time to time make such By-Laws as it thinks necessary for the conduct of General Meetings using any form of technology.

25.3 Notice

- (a) At least 21 days' notice specifying the place, day and hour of a General Meeting and in the case of special business the general nature of that business must be given to all members entitled to attend and vote at that General Meeting.
- (b) A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

25.4 Quorum

- (a) No business shall be conducted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum is:
- (i) for a General Meeting which is called by, or upon the request of, members, 5% of members or 100 members (whichever is the lesser) who are present and entitled to vote; and
 - (ii) for any other General Meeting and the Annual General Meeting, not less than 20 members who are present and entitled to vote.
- (b) If within 30 minutes from the time appointed for any General Meeting a quorum is not present:
- (i) If the meeting has been convened upon by or the request of members, the meeting is dissolved.
 - (ii) In any other case the meeting will stand adjourned to:
 - (A) the same day in the next week at the same time and place; or
 - (B) to another day, time and place determined by the Board, but such period shall be less than 1 month.
- (c) If a quorum is not present at a General Meeting resumed after an adjournment under rule 25.4(b)(ii), the members who are present will be a quorum and may transact the business for which the meeting was called.

25.5 Proceedings

- (a) The business of the Annual General Meeting may include any of the following, even if not referred to in the notice of Annual General Meeting:
- (i) the consideration of the annual financial report, Directors' report and auditor's report;
 - (ii) the election of Directors;
 - (iii) the appointment of the auditor; and
 - (iv) the fixing of the auditor's remuneration.
- (b) The President is entitled to be the chairperson at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the Vice President will act as chairperson. If the Vice President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the members

present will elect a Director or another of their number to be chairperson of the meeting.

- (c) Every question submitted to a General Meeting will be decided by a show of hands (unless a poll is required under rule 25.2(h)(ii), or is demanded by the chairperson or by not less than 5 members entitled to vote on the resolution) and the chairperson of the meeting shall have a casting vote in the case of an equality of votes whether on show of hands or on a poll.
- (d) At any General Meeting (unless a poll is required under rule 25.2(h)(ii), or 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.
- (e) A poll demanded on a matter other than the election of a chairperson or the question of an adjournment must be taken when and in the manner the chairperson directs. A poll on the election of a chairperson or on the question of an adjournment must be taken immediately. A demand for a poll may be withdrawn.
- (f) The chairperson of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. When a General Meeting is adjourned:
 - (i) only unfinished business is to be transacted at a General Meeting resumed after an adjournment;
 - (ii) a resolution passed at a General Meeting resumed after an adjournment will be deemed to be passed on the date when it was in fact passed, and will not be deemed to have been passed on any earlier date; and
 - (iii) new notice of the resumed meeting must be given only if the General Meeting is adjourned for 1 month or more.
- (g) Minutes of all resolutions and proceedings at General Meetings must be entered within 1 month of the meeting in the book provided for that purpose. Such minutes must be signed by the chairperson of the meeting to which it relates or by the chairperson of the next meeting. 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.

25.6 Voting

- (a) Each member who is entitled to vote shall have 1 vote.
- (b) Voting by proxy is not allowed:
 - (i) at any election of the Board;
 - (ii) at any meeting of the Board or of a committee of the Board; or
 - (iii) at any General Meeting.
- (c) A challenge by a member to another member's right to vote at a General Meeting:
 - (i) may only be made at the meeting; and
 - (ii) must be determined by the chairperson, whose decision made in good faith is final.

26 Accounts and audit

26.1 Financial year

The financial year of the Club shall commence on the first day of January and end on the last day of December in each year or, subject to the Corporations Act, be for such other period as the Board may determine.

26.2 Keeping accounts

The Board must cause the Club to keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance;
- (b) would enable true and fair financial statements to be prepared and audited.

26.3 Right of Access

A Director has a right of access to financial records of the Company at all reasonable times and after providing reasonable notice.

26.4 Financial Report

If required by the Corporations Act, the Board must cause the Club to prepare a financial report and a Directors' report that comply with the Corporations Act and must report to the members in accordance with the Corporations Act.

26.5 Audit

If required by the Corporations Act, the Board must cause the Club's financial report for each financial year to be audited and obtain an auditor's report.

27 Executing documents

27.1 Common Seal

Any common seal adopted by the Board may only be used with the authority of the Board. The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

- (a) by 2 Directors;
- (b) by 1 Director and the Secretary; or
- (c) by any other way resolved by the Board.

27.2 Signing documents

- (a) The Club may execute a document (including a deed) without using the common seal if that document is signed by:
 - (i) 2 Directors; or
 - (ii) 1 Director and the Secretary.
- (b) Nothing in this rule 27 limits the manner in which a document may be lawfully executed by or on behalf of the Club.

28 Notices

28.1 Giving a notice

A notice may be given by the Club to any member either:

- (a) personally;
- (b) by sending the notice by post to the address of the member recorded for that member in the register;
- (c) by sending the notice to the electronic address (if any) recorded for the member by the Club;
- (d) by sending the notice to the member by other electronic means (if any) for the member; or
- (e) by notifying the member that the notice is available and how it may be accessed (if the Club has recorded for the member an electronic means by which the member may be notified that a notice is available and an electronic means by which the member may access the notice).

28.2 When notice is given

- (a) If the Club gives a notice personally, the notice is taken to be given to the member on that day.
- (b) Where a notice is sent by post it is taken to be given:
 - (i) in the case of a notice convening a meeting, on the day after the day on which the notice was posted; or
 - (ii) in any other case, 3 days after the notice was posted.
- (c) Where a notice is sent by electronic means, the notice is taken to have been given on the Business Day after it was sent.
- (d) Where notice is given under rule 28.1(d), the notice is taken to be given on the Business Day after the day on which the member is notified that the notice is available.

29 Indemnity

29.1 Indemnity

Subject to the Corporations Act the Club may, if the Board so determines, to the extent the person is not otherwise indemnified, indemnify every officer (as defined in the Act) of the Club against a liability incurred by that person as an officer of the Club:

- (a) to a person other than the Club (including a liability incurred as a result of appointment or nomination of the Club or subsidiary as a trustee or as an officer of another corporation) unless the liability arises out of conduct involving a lack of good faith or is for a pecuniary penalty order or compensation under the Corporations Act; and
- (b) for costs and expenses incurred by the officer in defending civil or criminal proceedings except as prohibited under section 199A of the Corporations Act or otherwise by law.

29.2 Insurance

Subject to the Corporations Act the Club may, if the Board so determines, enter into and pay premiums on a contract of insurance in respect of any person, to the fullest extent permitted by the Corporations Act.

29.3 Former Officers

The indemnity in favour of officers under rule 29.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Club, even if the person is not an officer at the time the claim is made.

30 Amendments to constitution

This constitution may be repealed or modified by Special Resolution on which only financial RSL Members, and Life Members who were RSL Members at the time of their election to Life membership, are entitled to vote.