

CORPORATIONS ACT 2001

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

OF

MOREE & DISTRICT SERVICES CLUB LIMITED
ABN 31 000 956 061

CONSTITUTION ADOPTED AT THE ANNUAL GENERAL MEETING
ON 24 OCTOBER, 2010

AMENDED BY SPECIAL RESOLUTION AT A
GENERAL MEETING HELD
ON 27 MARCH, 2011

FURTHER AMENDED BY SPECIAL RESOLUTION AT A GENERAL
MEETING HELD
ON 12 MAY, 2013

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NAME

1. The name of the Company (hereinafter called “the Club”) is “Moree & District Services Club Limited”.

REGISTERED OFFICE

2. The Registered Office of the Club (hereinafter called “the Office”) shall be situated in Moree or in such other place in New South Wales as the Board may from time to time determine.

DEFINITIONS

3. In this Constitution unless there be something in the subject or context inconsistent therewith:

“the Act” means the Corporations Act 2001 (Cwth) as amended from time to time. When any provision of the Act is referred to, the reference is to that provision as modified by any law for the time being in force.

“Annual General Meeting” means the General Meeting held each year as required by the Act and this Constitution.

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

“the By-Laws” mean the By-Laws of the Club for the time being in force.

“Committee” or “Sub-Committee” includes any group of members funded by or operating under the auspices of the Club.

“Constitution” means this document and includes By-Laws made pursuant to it.

“Executive” means the Chairperson, Deputy Chairperson and Vice Chairperson.

“Ex-Serviceperson” means any person who served in the Armed Forces of His or Her Majesty.

“Financial Member” means any member who has paid all moneys payable by him/her to the Club or in respect of whom there is no such moneys outstanding for more than one month from the due date for payment thereof.

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

“General Meeting” includes Annual General Meeting.

“Honorary Member” means a person who holds office as a patron of the Club, or is a prominent citizen or local dignitary admitted as an Honorary Member of the Club.

“Life Member” means a person on whom Life Membership has been conferred in accordance with this Constitution.

“Member” or “member” means any person admitted to membership and being a Financial Member.

“Month” means calendar month.

“Notice Board” means the Board or Boards provided in the Club premises on which notices for the information of members are posted.

“Officers” includes the Directors and Secretary of the Club but does not include the Auditor.

“Ordinary Member” means any member of the Club who is an Ex-Serviceman or Associate Member other than a Life, Honorary or Temporary Member of the Club.

At a General Meeting held on 12 May, 2013 the following additional definition was added:

“Provisional Member” means a person to whom Clause 22A of this Constitution applies.”

“the Register” means the register of members kept pursuant to the Registered Clubs Act.

“the Registered Clubs Act” means the Registered Clubs Act 1976 (NSW) as amended from time to time. When any provision of the Registered Clubs Act is referred to, the reference is to that provision as modified by any law for the time being in force.

“RSL” means the Returned and Services League of Australia (New South Wales Branch) Incorporated.

“Rule” means a clause or provision of this Constitution.

“Secretary” includes Secretary/Manager, Acting Secretary or Acting Secretary/Manager, Honorary Secretary or Acting Honorary Secretary.

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

“in writing” or “written” includes printing lithography and other modes of reproducing or representing words in a visible form.

4. Words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine gender and vice versa

INTERPRETATION

5. A decision of the Board on the construction or interpretation of this Constitution, or on any By-Laws or regulations of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.

PRELIMINARY

6. 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.
7. The Club is established for the objects set out in this Constitution.
8.
 - (a) The Club shall be a non-proprietary company.
 - (b) Subject to the provisions of Section 10(6) and Section 10(6)A of the Registered Clubs Act, a member of the Club, whether or not he or she is a member of the governing body or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full Member of the Club.
 - (c) Subject to the provision of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit benefit or advantage from the grant of the Club of, or the fact that the Club has applied for, a Certificate of Registration under Part II of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
 - (d) The Secretary or Manager or any employee or a member of the Board or of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
9.
 - (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.
 - (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
10.
 - (a) Liquor shall not be sold supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.
 - (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
 - (c) A person under the age of eighteen (18) years shall not use or operate poker machines on the premises of the Club.

OBJECTS

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

- (a) to provide for members and for members' guests a social Club with all the usual facilities of a Club including residential and other accommodation liquid and other refreshment libraries and provision for sporting musical and educational activities and other social amenities;
- (b) to purchase hire lease or otherwise acquire for the purpose of the Club any real or personal property and any rights and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of these;
- (c) to give sell mortgage exchange hire or lease (not being premises covered by Certificate of Registration) or otherwise dispose of the property of the Club or any part or parts thereof;
- (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 accept 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) to apply for and obtain and hold a Club licence or any other licence or licences or Certificate of Registration under the Registered Clubs Act or Laws or any other Acts or Laws for the time being operative and for such purpose or purposes to appoint if necessary or desirable a Secretary/Manager or other officer or officers to act as Licensee or Licensees and hold the Licence or Licences or Certificate of Registration on behalf of the Club;
- (h) 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;
- (i) to take or reject any gift of property money or goods whether subject to any special trust or not;
- (j) to erect maintain improve or alter any building or buildings for the purposes of the Club;
- (k) to promote all or any of the objects of the Returned and Services League of Australia (New South Wales Branch) Incorporated;
- (l) 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;

- (m) 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 exhibitions or for any public general or useful objects;
- (n) to carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them;
- (o) 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 objects of the Club or any of them;
- (p) to make donations to such persons or institutions as the Club may from time to time think directly or indirectly conducive to any of its objects or otherwise expedient;
- (q) to do all or any of the abovementioned things either singly or in conjunction with any other corporation company firm association club or person and either as principals agents contractors trustees or otherwise;
- (r) to amalgamate with any other Club having objects altogether or in part similar to those of the Club; and
- (s) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that in the interpretation of this Rule the meaning and effect of any object shall not be restricted by any other object and that such object shall be construed and have effect as an independent power and that this Rule is to be construed so as to widen and not restrict the powers of the Club.

12. The income and property of the Club whensoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to or amongst the members of the Club provided that nothing herein contained shall prevent the payment in good faith of interest to such member in respect of moneys advanced by him to the Club or otherwise owing by the Club to him or of remuneration of any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club provided further that no member of the Board shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration shall be given by the Club to any member of such Board PROVIDED THAT nothing herein contained shall be construed as to prevent the allowances of an honorarium to any such member of the Board in respect of special honorary services rendered or the repayment to any such member of out-of-pocket expenses and interest on money lent or hire of goods or rent for premises demised to the Club. The amount of any honorarium shall be approved in advance by the members of the Club at a General Meeting.

WINDING UP

13. The liability of the members is limited.
14. Every 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 he or she is a member or within one year afterwards for repayment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs charges and expenses of winding up the Club and for the adjustment of the rights and contributories amongst themselves such amount as may be required not exceeding one dollar (\$1.00).
15. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the money and/or property shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to the Moree Sub-Branch of the RSL.
16. True accounts shall be kept of the sum of moneys received and expended by the Club and the matters in respect of which such receipt and expenditure take place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the accounts that may be imposed in accordance with this Constitution or By-Laws of the Club the accounts shall be open to inspection of the members. Once at least in every year the accounts of the Club shall be examined and the correctness of the statutory financial statements as prescribed by the Act or the registered Club's Act or both ascertained by one or more qualified members of a recognised institution association or body of accountants.

MEMBERSHIP

17. (a) The number of members with which the Club is registered is eight thousand (8,000) members and the Board may from time to time register an increase or decrease of members.

(b) No person under the age of eighteen (18) years shall be admitted as a member of the Club.
18. A person shall not be admitted to membership of the Club except as:
 - Ordinary Member;
 - Life Member (as to which see clause 89);
 - Honorary Member; or
 - Temporary Member;

At a General Meeting held on 12 May, 2013 clause 18 was amended by adding the additional item:

- Provisional Member.

19. (a) Unless and until otherwise determined by the Board, Ordinary membership of the Club shall consist of the following classes:
 - (i) Ex-Servicemember Members;
 - (ii) Associate Members.
- (b) On and from the date of the resolution adopting this Constitution members presently classified as "Two dollar members" shall be classified as Associate Members.
20. (a) The qualification of Ex-Servicemember Members shall be that they are persons who fall within the definition of Ex-Servicemember as set out in clause 3 of this Constitution and who shall have made application for membership of the Club and have been duly admitted.
- (b) The qualification of Associate Members shall be that they shall be persons not qualified for Ex-Servicemember membership who having attained the age of eighteen (18) years have made application for membership of the Club in the class of Associate Members in accordance with this Constitution and have been duly admitted.
- (c) Upon the application of any members of any class for transfer to another class for which such member may be eligible, the Board may approve such transfer and the Board has the power to make an adjustment if thought proper in the subscription paid or payable by any member so transferred in the financial year in which such transfer takes effect;
21. (a) Any prominent citizen or local dignitary visiting the Club may be made an Honorary Member of the Club in accordance with procedures established by the Board from time to time:
- (b) Honorary Members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting 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.
- (c) 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 of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which honorary membership is conferred; and
 - (iv) the date on which honorary membership is to cease.
22. (a) The following persons in accordance with procedures established by the Board may be made Temporary Members of the Club:

- (i) Any visitor whose permanent place of residence in New South Wales is not less than a distance of twenty-five (25) kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By-Law pursuant to this Constitution.

At a General Meeting held on 12 May, 2013 Clause 22 (a) (i) was amended to henceforth read:

- (i) Any visitor whose permanent place of residence in New South Wales is not less than a distance of five (5) kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By-Law pursuant to this Constitution.
 - (ii) 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.
 - (iii) A full member (as defined in the Registered Clubs Act) of any Registered Club who, at the invitation of the Board, attends on any day at the premises of the Club for the purpose of participating in any 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.
 - (iv) Any interstate or overseas visitor.
- (b) Temporary Members shall not be required to pay an entrance fee or annual subscription.
 - (c) Temporary Members shall not be entitled to participate in the management business and affairs of the Club in any way.
 - (d) Temporary Members shall not be permitted to introduce guests into the Club.
 - (e) The Secretary Chairperson Deputy Chairperson 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 therefor.
 - (f) No person under the age of eighteen (18) years may be admitted as a Temporary Member of the Club.
 - (g) When a Temporary Member [other than a Temporary Member admitted pursuant to Rule 22(a)(iii)] first enters the Club premises the following particulars shall be entered in the Club's Register of Temporary Members:
 - (i) the name in full of the Temporary Member;
 - (ii) the residential address of the Temporary Member;
 - (iii) the date on which temporary membership is granted; and

- (iv) the signature of the Temporary Member.

At a General Meeting held on 12 May, 2013 there was added a new Clause 22A as follows:

22A. A person or persons with the approval of the Board from time to time who is or are an applicant or applicants or a nominee or nominees for Associate Membership may be deemed a Provisional Member and will hold that position and may continue in that position until such time as the application or nomination applying to that person is approved or rejected by the Board and in the meantime that person will have all the rights and privileges of an Associate Member but not the right to vote or to nominate himself or any other person for membership or any position in the Club.

- 23. Honorary Members, Temporary Members and Life Members shall be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions.

ELECTION OF MEMBERS

- 24. (a) A candidate for Ordinary membership of the Club must make application in accordance with this Constitution and the Registered Clubs Act. A nomination form must be completed in respect of every application for Ordinary membership. The nomination form will contain such particulars as are from time to time prescribed by the Board. The nomination form will, at a minimum, include the full name, address and occupation of the candidate. The nomination form must be signed by the candidate.
- (b) The application for membership shall be accompanied by the amount of the entrance fee and subscription.

At a General Meeting held on 12 May, 2013 Clause 24 (b) was amended to henceforth read:

- (b) The application for membership shall be accompanied by the requisite subscription.
- (c) Particulars of the nomination for membership shall be posted on the Notice Board in a conspicuous place in the Club premises and shall remain posted for a least seven (7) days prior to the date of the meeting of the Board at which the application is to be considered.
- (d) An interval of at least fourteen (14) days shall elapse between the date of application and the date of election of a candidate.
- (e) The election of members shall be by the Board at a meeting or meetings duly convened. The Secretary shall keep a record of the names of the members of the Board present and voting at such meetings and the names of the members elected.

- (f) The Board may reject any application for membership without assigning any reason for such rejection. The Secretary shall return to such rejected candidates the amount of entrance fee and subscription lodged with the application.
- 25. On the election of a member the Secretary shall give to such member notice of his or her election.
- 26. Every person elected to membership and informed of his or her election as directed by the foregoing Rule shall be deemed to agree to pay the entrance fee and subscription and other fees and charges as prescribed in this Constitution and be bound by this Constitution and by the Club's By-Laws from time to time in force and the payment of the said entrance fee or part thereof and/or the said subscription or part thereof shall be conclusive evidence of such agreement.

CESSATION OF MEMBERSHIP

- 27. A member at any time by giving notice in writing to the Secretary may resign his or her membership of the Club but shall continue to be liable for any entrance fee or annual subscription and all arrears due and unpaid at the date of his or her resignation and for any sum not exceeding one dollar (\$1.00) as a member of the Club under Rule 14 of this Constitution. Such resignation shall take effect from the date the notice is received by the Secretary.

DISCIPLINARY HEARINGS

- 28. Subject to Rule 29, the Board shall have power to reprimand suspend or expel any member, if that member:
 - (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution; or
 - (b) is, in the reasonable opinion of the Board;
 - (i) guilty of any conduct prejudicial to the interests of the Club; or
 - (ii) guilty of conduct which is unbecoming of a member.
- 29. The following procedure shall apply to disciplinary proceedings of the Club:
 - (a) A member shall be notified of:
 - (i) any charge against the member; and
 - (ii) the date, time and place of the hearing of the charge.
 - (b) The member charged shall be notified of the matters in paragraph 29(a) of the Constitution by notice in writing personally given to or sent by a prepaid letter posted to the member's last known address at least fourteen (14) days before the meeting of the Board at which the charge is to be heard.
 - (c) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting oral or written representations for the purpose of answering the charge.

- (d) If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may determine the charge 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.
 - (e) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.
 - (f) When the Board has determined the issue of guilt, if the member charged is at the meeting, the Board must inform the member whether or not the member has been found guilty.
 - (g) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to the appropriate penalty for the charge of which the member has been found guilty.
 - (h) No motion by the Board to reprimand suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion.
 - (i) 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.
30. If a notice of charge is issued to a member pursuant to Rule 29(a), 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 five (5) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
31. Any member suspended pursuant to Rules 28, 29 or 30 shall during the period of such suspension not be entitled to:
- (a) attend at the premises of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the social or sporting activities of the Club or any sub club without the permission of the Board;
 - (c) attend or vote at any meeting of the Club;
 - (d) nominate or be elected or appointed to the Board;
 - (e) vote in the election of the Board;
 - (f) propose, second or nominate any eligible member for any office of the Club;
 - (g) propose, second or nominate any eligible member for life membership.

RIGHTS OF MEMBERS

32. Only Full Members of the Club who are Financial Members shall be entitled to vote at a general meeting of the Club.
33. (a) Full members shall be entitled to attend Annual General Meetings and other General Meetings of the Club and are entitled to receive notice of meetings and other notices and documents sent to members in respect of such meeting.

(b) The right to vote on any resolution for alteration of the Constitution of the Club is reserved exclusively to financial Ex-Servicemen Members and Life Members. Each such member shall have one vote and in computing the majority required to adopt a special resolution, only the votes of members qualified as prescribed by this paragraph shall be counted. The decision of the Chairperson as to a member's eligibility to vote on a particular resolution shall be prima facie conclusive.

ADDRESS OF MEMBERS

34. Every member shall on becoming a member furnish to the Secretary particulars of his or her address and occupation if those particulars have not already been stated on the nomination for membership and shall notify the Secretary in writing of any subsequent change of address. The address lastly so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

REGISTER OF MEMBERS AND GUESTS OF MEMBERS

35. The Club shall keep the following registers:
 - (a) A register of persons who are Full Members of the Club in which there shall be set forth the name in full, and the address and occupation of each Full Member and if he or she is an Ordinary Member, the date on which he or she last paid the membership fee of the Club.
 - (b) A register of Honorary Members and Temporary Members shall be maintained in accordance with the provisions of the Registered Clubs Act.
 - (c) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members and such register shall have entered therein on each occasion on any day on which a person of or above the age of eighteen (18) years enters the premises of the Club as the guest of a member the name or the surname and initials of the given names, and the address of that guest, the date on that day and the signature of that member PROVIDED always if an entry in the register is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in that register in respect of that guest if he or she subsequently enters or re-enters the premises of the Club on that day as the guest of that member.

VOTES OF MEMBERS

36. (a) Every financial Full Member shall have one vote both on a show of hands and on the taking of a poll.

- (b) All financial Full members shall be entitled to vote at the election of the Board.
 - (c) Only Ex-Servicemen members who are also members of the RSL Moree Sub-branch and Life Members shall be entitled to vote on any proposal for payments of a sum of money in Rules 12 and 61(p) of this Constitution referred to as an honorarium to a member in respect of his or her services as a member of the Board or of any Committee of the Club.
37. No member other than a Life Member shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless he or she shall have paid all instalments of entrance fee and subscriptions and all other moneys due to the Club at the time of such meeting.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

38. (a) The entrance fees subscriptions charges and other amounts payable by ordinary members of the Club are such as the Board may from time to time prescribe. However, the amount payable by Ordinary Members must not be less than \$2.00 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.
- (b) Membership subscriptions must be paid annually in advance or for more than one year in advance. The Board will from time to time prescribe the time and manner of payment and all other related matters not specially provided for in this Constitution.
39. The subscription of each member shall fall due on the day and month fixed by the Board, provided that if a member has paid multiple years' subscription in advance, then the subscription will fall due on the expiry of that multiple years' subscription. If any member fails to pay his or her subscription, or any part thereof, and the moneys are outstanding for more than one (1) month from the due date for payment thereof, the member shall be deemed unfinancial. If the member shall fail to pay his or her subscription or any part thereof within two (2) months from the due date, the member shall cease to be a member of the Club.
40. The Board may at any time suspend the payment of entrance fees either generally or in respect to individual cases and shall have discretionary power to fix and determine or waive the entrance fee chargeable to any Member under any special circumstances that may arise.

RESIGNATION AND CESSATION OF MEMBERSHIP

41. Every person ceasing to be a member of the Club (whether by resignation expulsion, being removed from the register of members for neglecting to pay the entrance or subscription fee or otherwise) shall ipso facto forfeit all rights as a member of the Club provided that such person shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of his or her membership of the Club and any other moneys due by him or her at the date of cessation of his or her membership of the Club or for which he is or may become liable under this Constitution.

GUESTS

42. (a) All members shall have the privilege of introducing guests to the Club. No member shall introduce any guest more frequently or in greater numbers than for the time being may be provided by By-Law, nor shall he or she introduce any person as a guest whose name has been removed from the register of members for misconduct or who has been suspended by the Board of the Club.
- (b) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (c) The Board shall have the power to make By-Laws from time to time regulating the terms and conditions on which guests may be admitted to the Club.
- (d) 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.

GENERAL MEETINGS

43. 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 four (4) months of the close of the financial year. Insofar as it is reasonably possible, the Annual General Meeting shall be held in the month of October in each year. All meetings other than Annual General Meetings shall be called General Meetings.
44. (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 in writing of at least one hundred (100) Full Members who are entitled to vote at the General Meeting.
- (c) This request must:
- (i) be in writing;
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Club.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical (except as to the name of the member signing the same) in each copy.
- (e) The Board must call the meeting within twenty-one (21) days after the request is given to the Club. The meeting must be held not later than two (2) months after the request is given to the Club.

- (f) Members with more than fifty percent (50%) of the votes of all the members who make the request may call and arrange to hold a General Meeting if the Board does not do so within twenty-one (21) days after the request is given to the Club.
 - (g) The meeting referred to in paragraph (f) of this Rule 44 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 Club for a copy of the register of members and the Club must give the members the copy of the Register without charge.
 - (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if he or she proves that he or she took all reasonable steps to cause the directors to comply with this Rule 44. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director or sue to recover the same as a liquidated debt.
45. (a) At least twenty-one (21) days notice must be given of the Annual General Meeting and of any General Meeting of the members of the Club.
- (b) A notice of a General Meeting of the Club's members must:
- (i) set out the place date and time of the meeting;
 - (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 Notice Board for a period of not less than twenty-one (21) days prior to the date of the Meeting.
- (d) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of the meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

46. The business of the Annual General Meeting shall be as follows;
- (a) to confirm the Minutes of the previous Annual General Meeting;
 - (b) to receive and consider the reports referred to in Rule 77;

- (c) to elect the Board when an election for Directors takes place;
 - (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of the Auditor;
 - (e) to approve honoraria (if any);
 - (f) to deal with any other business of which due notice has been given;
 - (g) to deal with any other business that the meeting may approve of which due notice has not been given; and
 - (h) to adopt a Directors' Code of Conduct or amend or vary the existing Directors' Code of Conduct.
47. (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.
- (c) All business and notices of motion to be dealt with at the Annual General Meeting shall be in writing and handed to the Secretary at least twenty-eight (28) days prior to the date of such meeting.

MEMBERS RESOLUTION

48. A member's rights to put resolutions at General Meetings shall be in accordance with Section 249(N) and 249(O) of the Act.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

49. (a) The Club's auditor is entitled to attend any General Meeting of the Club.
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- (c) The auditor is entitled to be heard even if:
- (i) the auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any General Meeting.

PROCEEDING AT GENERAL MEETINGS

50. The Chairperson shall preside at all General Meetings of the Club. In the event of the Chairperson being absent or unwilling to act the Senior Deputy Chairperson shall preside and in the event of the Chairperson and the Senior Deputy Chairperson being absent or unwilling to act then the Junior Deputy Chairperson shall preside and if absent or unwilling to act the members of the Board present shall elect a director to be Chairperson of the meeting. In the event of no director being present at the meeting the members present and entitled to vote shall elect a Chairperson of the meeting.
51. (a) No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (b) At any General Meeting of the Club called by the Chairperson or the Board, ten (10) RSL (Moree Sub-Branch) members present and entitled to vote shall be a quorum and at a General Meeting called on or by the requisition of members five (5) RSL (Moree Sub-Branch) members present and entitled to vote shall constitute a quorum.
- (c) If within fifteen (15) minutes from the time appointed for any General Meeting a quorum is not present, the meeting, if convened upon request of members, will be dissolved. In any other case, it will stand adjourned to the same day of the next week at the same time and place or to such other day, time and place as the Board may determine but such period shall be less than one (1) month. If at any such adjourned General Meeting a quorum is not present within fifteen (15) minutes, the members who are present and entitled to vote will constitute a quorum and may transact the business of which the meeting was called.
52. Every question submitted to a General Meeting will be decided by a show of hands (unless a poll is demanded by the Chairperson or by not less than 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 will have a second or casting vote.
53. 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.
54. 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 a proxy of another person.
55. 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 but no business shall be transacted at any adjourned meeting

other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

56. Minutes of all resolutions and proceedings at General Meetings shall be entered in a book provided for that purpose within one (1) month of the meeting and any such minute shall be signed by the Chairperson of the meeting to which it relates or by the Chairperson of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

BOARD OF DIRECTORS

57. (a) The Board shall consist of a Chairperson, a Senior Deputy Chairperson, a Junior Deputy Chairperson, a Treasurer and five (5) directors.

At a General Meeting held on 12 May, 2013 clause 57 (a) was amended to read:

(a) The Board shall consist of a Chairperson a Senior Deputy Chairperson, a Junior Deputy Chairperson, a Treasurer and three (3) other directors.

- (b) The qualification for any position on the Board of Directors shall be that at all times he or she is a Full Member.

ELECTION TO THE BOARD

58. (a) (i) All candidates for election to the office of Chairperson, Deputy Chairpersons, Treasurer and Directors shall be nominated in writing by at least two (2) Financial Members of the Club who shall be Full Members and each nomination together with an acceptance in writing by the candidates lodged with the Secretary at least thirty (30) days before the date of the Annual General Meeting of the Club.

At a Special General Meeting held on 27 March, 2011 the abovementioned article 58(a) (i) was deleted and in lieu thereof there was inserted the following:

(a) (i) All candidates for election to the office of Chairperson, Deputy Chairpersons, Treasurer and Directors shall be nominated in writing by at least two (2) Financial Members of the Club who shall be Full Members and each nomination together with an acceptance in writing by the candidates lodged with the Secretary at least thirty (30) days before the date of the Annual General Meeting of the Club in an election year.

- (ii) Notification of such nomination shall be posted by the Secretary on the Club's notice board immediately after receipt thereof, but failure to so post such notification shall not invalidate the nomination.

- (b) If the number of candidates duly nominated for a position or positions does not exceed the number required to be elected the candidates nominated for such position or positions shall be declared elected at the Annual General Meeting but if the number of candidates nominated for any position or positions shall exceed the number required to be elected, a ballot to determine who shall be elected to such position or positions shall be taken. Such ballot shall be conducted as hereinafter provided in such part of the Club between such hours and on such days of such number of weeks before and including the week in which the Annual General Meeting is to be held as the Board may determine provided that the ballot shall close at a time determined by the Board being at least forty-eight (48) hours before the day on which the Annual General Meeting is to be held.

At the special Annual Meeting held 27 March 2011 a special resolution was passed which deleted the aforementioned Clause 58 (b) and in lieu inserted the following:

- (b) If the number of candidates duly nominated for a position or positions does not exceed the number required to be elected the candidates nominated for such position or positions shall be declared elected at **such** Annual General Meeting but if the number of candidates nominated for any position or positions shall exceed the number required to be elected, a ballot to determine who shall be elected to such position or positions shall be taken. Such ballot shall be conducted as hereinafter provided in such part of the Club between such hours and on such days of such number of weeks before and including the week in which **such** Annual General Meeting is to be held as the Board may determine provided that the ballot shall close at a time determined by the Board being at least forty-eight (48) hours before the day on which **such** Annual General Meeting is to be held.

- (c) The ballot shall be conducted as follows:

- (i) The Board shall appoint a Returning Officer in connection with the impending ballot who can be either a member or a non-member of the Club. The Returning Officer shall not be eligible to stand for office in the election and shall be required to give a written undertaking that he will not disclose the results of the ballot to any person prior to the official declaration thereof being made as hereinafter provided. The Board may appoint the Secretary/Manager to be Returning Officer.
- (ii) A draw for positions on the ballot paper of the names of the respective candidates for each position for which a ballot is to be held shall be carried out by the Secretary prior to the ballot papers being printed for the election and the names of the candidates shall be printed on the ballot paper in the order determined by the draw. Such names shall be printed so as to show the surname and the given names of each candidate and may have an asterisk marked against it if the candidate is a sitting member of the Board.
- (iii) The Returning Officer shall be provided with a ballot box or boxes which shall be locked by him. He shall place the ballot box or boxes in the part of the Club and throughout the hours and on the days during which the Board determines as aforesaid the ballot shall be conducted.

- (iv) The Secretary shall make available a list of names and addresses of members eligible to vote in the ballot. The Secretary shall also cause to be handed to the Returning Officer a quantity of ballot papers, sufficient in his opinion for the purposes of the election. A record shall be made, signed by the Secretary and the Returning Officer, of the number of ballot papers handed to the Returning Officer who shall thereupon be authorised to initial each such ballot paper on the back and keep all papers so initialled in a locked receptacle until required for use.

The Secretary shall, from time to time, request from the Returning Officer a supply of initialled ballot papers and the number handed to the Secretary on each such occasion shall be agreed and certified signed by each of the Returning Officer and the Secretary. Thereafter, the safe custody until issue of the last-mentioned ballot papers shall be the responsibility of the Secretary.

The Secretary, or his representative, shall hand to each Full Member who presents at the office his badge and whose names appears on the list referred to above a ballot paper so initialled and his name shall be marked on the said list as receiving a ballot paper. No ballot paper shall be handed by the Secretary to a member whose name and address have been so marked except where such member establishes to the satisfaction of the Secretary that he has destroyed the ballot paper he has been given because he has not completed it correctly or the like, when a fresh ballot paper shall be handed by the Secretary or his representative to such member and a note thereof made against the member's name and address on the aforesaid list.

- (v) A member shall record his vote in the manner determined by the Returning Officer who shall inform the Secretary of such determination.

After recording his vote as aforesaid, the member shall place the ballot paper in the ballot box.

- (vi) On the close of the ballot the ballot box or boxes shall be removed by the Returning Officer. The ballot box or boxes shall be opened by the Returning Officer and the counting of the votes proceeded with by him. The total of all votes recorded shall agree with the number of ballot papers issued by the Secretary or a satisfactory explanation supplied to the Returning Officer for any divergence. In the absence of any such agreement or explanation, the ballot shall be void.
- (vii) Members eligible for election to an office may be nominated for more than one office and in the event of their election to the first or senior position shall be deemed to have been eliminated from candidature for any other junior positions.
- (viii) For the purpose of this Rule the following shall be the order of seniority of positions:

1. Chairperson
2. Senior Deputy Chairperson

3. Junior Deputy Chairperson
 4. Treasurer
 5. Director
- (ix) In the case of equality of votes for any candidate or candidates the Returning Officer shall determine by lot the candidate to be elected.
- (x) The expression “determine by lot” means to determine in accordance with the following direction viz: the name of the candidates concerned having been written on similar slips of paper, and the slips having been folded so as to prevent identification and mixed and drawn at random, a candidate whose name is first drawn shall be the candidate to be elected.
- (d) No member who is unfinancial or currently under suspension shall be elected to office or perform duties as holder of an office or member of any committee while he remains unfinancial during the period of such suspension.
- (e) The Returning Officer shall report in writing the result of the ballot to the Chairperson of the Annual General Meeting. Such report shall include the name of each candidate the number of votes received by that candidate and where there has been a determination by lot under sub-paragraph (x) of this clause of this Constitution the result of that determination. Subject to paragraph (d) of this Constitution the Chairperson shall read the report and shall declare the candidates who have been elected.
- (f) If no or an insufficient number of eligible nominations be received for the offices of Chairperson, Deputy Chairpersons, Treasurer or Director, then those candidates if any who were nominated and who are eligible shall be declared elected and nominations may be made orally at the annual general meeting for vacancies then remaining. Where there are more such oral nominations than there are vacancies there shall be an election conducted at the meeting by a show of hands and the candidate or where there is more than one candidate to be elected to a position the candidates receiving the greatest number of votes shall if willing to stand be declared elected by the Chairperson of the meeting subject if the circumstances so require, to compliance with the provisions of Section 201B and Part 2D.6 of the Act.
- (g) The Board may from time to time make such By-Laws consistent with these rules as they think necessary for the conduct of any election and all matters in connection therewith. Any regulations so made may be set aside by resolution of the Club at a general meeting subject to the notice of intention to propose such resolution having been given as provided by Article 56.
- (h) The decision of the Returning Officer in respect of all matters relating to the informality of any vote shall be final and no objections shall be raised by any member by a reason of the failure or refusal of the Secretary to hand a ballot paper to any member.

- (i) Any act or duty required to be performed by the Returning Officer may be performed by a person appointed or authorised by the Returning Officer to perform that act or duty.
59. The persons declared elected to the Board at the annual general meeting immediately preceding the adoption of this Constitution shall constitute the Board for the ensuing year and (subject to any casual vacancy occurring) shall continue in office until the election of the new Board of Directors elected pursuant to Rule 58 of this Constitution.

At a Special General Meeting held on 27 March, 2011 a Special Resolution deleted Article 59 as above stated and in lieu thereof inserted the following:

59. The persons declared elected to the Board at the annual general meeting immediately preceding the adoption of this Constitution shall constitute the Board for the ensuing two (2) years and (subject to any casual vacancy occurring) shall continue in office until the election of the new Board of Directors two (2) years hereafter and every two (2) years thereafter pursuant to Rule 58 of this Constitution.

POWERS OF BOARD

60. The Board shall be responsible for the management of the business and affairs of the Club.
61. The Board shall have full control of the property of the Club and absolute authority subject to this Constitution regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect of the Club except insofar as is otherwise expressly provided by this Constitution. In particular but without derogating from the general powers hereinbefore conferred the Board shall have power from time to time:
- (a) to appoint from among its members or members of the Club sub-committees for any purposes whatsoever which from time to time it may think desirable and to delegate to any such sub-committee such powers as it may think fit and to revoke or alter such appointment or delegation. Unless otherwise specified in the Minutes of the Board appointing sub-committees the quorum of all sub-committees shall consist of a majority of the members of such sub-committee;
 - (b) to make such 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 wellbeing of the members of the Club and to amend or rescind from time to time any such By-Laws;
 - (c) to enforce the observance of all By-Laws by suspension of members from enjoyment of Club privileges or any of them;
 - (d) to appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit;
 - (e) to engage appoint control remove discharge suspend and dismiss such managers secretaries officers representatives agents and servants or other employees as it may from time to time think fit and to determine the duties pay salary emoluments

or other remuneration but no payment or part payment to any Secretary/Manager or other office or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplies;

- (f) 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;
- (g) to secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit;
- (h) 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 any satisfaction or any debts due to any claim or demands by or against the Club;
- (i) 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;
- (j) to invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time vary or realise such investments;
- (k) to borrow or secure the payment of any sum or sums of money for the purposes of the Club and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stocks perpetual or otherwise and whether charged upon all or any of the Club's property both present and future or not any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders;
- (l) to sell exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to let any property of the Club with the sanction of a general meeting of the Club to lease demise exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED THAT the power to lease let or demise shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained;
- (m) to fix the maximum number of each class of members who may be admitted to the Club;
- (n) to reprimand suspend for such time as it considers fit, expel or accept the resignation of such member who shall wilfully infringe any provision of this Constitution or the By-Law of the Club or who shall in the opinion of the Board be guilty either in or out of the Club premises of conduct unbecoming of a member or conduct prejudicial to the interests of the Club or conduct which shall render the member unfit for membership;

- (o) to impose any restrictions or limitations on the rights and privileges of members Honorary Members and visitors relating to the use by them of the Club premises and/or amenity or facility therein contained or relating to their conduct behaviour clothing and dress whilst on the Club premises;
 - (p) to recommend the amount of honorarium payable to any member of the Board under Rule 12 of this Constitution and subject to approval by a General Meeting to pay such honorarium; and
 - (q) to repay actual out-of-pocket expenses incurred by any member of the Board.
62. Any By-Law made under this Constitution shall come into force and be duly operative upon the posting of an appropriate notice containing such By-Law on the Notice Board.

PROCEEDINGS OF BOARD

63. (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit PROVIDED THAT the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business.
- (b) A record of all members of the Board present at each Board Meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
- (c) The quorum for meetings of the Board shall be five (5) members personally present.

At a General Meeting held 12 May, 2013 clause 63 (c) was amended to henceforth read:

(c) The quorum for meetings of the Board shall be four (4) members personally present.

64. At all meetings of the Board of Directors, the Chairperson shall preside. If the Chairperson is unwilling or unable to act, then the Senior Deputy Chairperson shall preside at the meeting. If the Senior Deputy Chairperson is unwilling or unable to act, then the Junior Deputy Chairperson shall preside at the meeting. If the Junior Deputy Chairperson is unwilling or unable to act, then the meeting shall elect a member of the Board to be the Chairperson of the meeting. The Chairperson of such meeting shall have a deliberative vote only.
65. The Chairperson may at any time and the Secretary upon the written request of not less than three (3) members of the Board shall convene a meeting of the Board.
66. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairperson of the meeting shall not have a second or casting vote.
67. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by 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.

68. 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.
69. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board. The resolution shall be passed when the last director signs the document containing the resolution.
70. Provided that the director declares the nature of his or her interest at a meeting of the Board no director shall be disqualified by reason of his or her office from contracting with the Club either as vendor or purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any director shall be in any way interested be avoided nor shall any director so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such director holding that office or of the fiduciary relationship thereby established.
71. Where a director of the Club makes a declaration of interest, pursuant to Rule 55, the requirements of Part 4A of the Registered Clubs Act must be implemented.
72. (a) In accordance with Sections 191 and 192 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; and
 - (ii) must not be present while the matter is being considered at the meeting.

VACANCIES ON THE BOARD

73. Subject to the provisions of this Constitution the members in general meeting may by ordinary resolution remove any member or members of the Board or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution appoint another person or persons in his or her or their stead providing the person so appointed complies with this Constitution. Any person so appointed shall hold office during such time only as the person whose place he or she or they are appointed would have held the same if he or she or they had not been so removed. Notice of the intention to move a resolution to remove a member or members 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 provision of Section 227 of the Act shall be followed in relation to that meeting.

74. (a) The office of a director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (i) dies;
 - (ii) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under sections 206F or 206G of the Act;
 - (iii) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club;
 - (iv) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (v) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board;
 - (vi) by notice in writing given to the Secretary, resigns from office;
 - (vii) becomes prohibited from being a director by reason of any order made under the Registered Clubs Act;
 - (viii) becomes an employee of the Club;
 - (ix) ceases to hold a qualification by which that person was appointed to or elected to office;
 - (x) ceases to be a full member entitled to hold office on the Board;
 - (xi) ceases to be a member of the Club.
- (b) Subject to Rule 75, the Board may appoint any eligible full member to hold office for the balance of the term of the director who has vacated the position, and until such appointment is made, the continuing directors may act notwithstanding that vacancy.
75. Any casual vacancy or vacancies which may occur on the Board, other than those defined in Rule 74, shall be filled by the person or persons next in line according to the previously conducted ballot for directors. If such person or persons are unavailable then the vacancy or vacancies may be filled by the Board and any person or persons filling such position shall hold office until the next Annual General Meeting in the year in which an election of the Board is to take place when those persons shall retire but shall be eligible for re-election.

DIRECTORS' CODE OF CONDUCT

76. Every Director shall be bound by and comply with the Directors' Code of Conduct as adopted by the Club in general meeting from time to time and shall vacate office in the circumstances (if any) spelt out in that Code.

ACCOUNTS

77. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
78. 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.
79. 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 provide to such members of the Club as have given a notice in writing pursuant to section 316A of the Act a hardcopy or electronic copy of the following reports:
 - (a) the Financial reports;
 - (b) the Directors' reports;
 - (c) the Auditor's report.

MEMBERSHIP & FINANCIAL YEAR

80. The membership and financial year of the Club 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

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

SECRETARY

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

SEAL

83.
 - (a) The Board must provide for the safe custody of the seal.
 - (b) The Club may execute a document (including a deed) with the seal by fixing the seal to the document and having the fixing of the seal witnessed by:
 - (i) two (2) directors; or
 - (ii) one (1) director and the Secretary.

- (c) The Club may execute a document (including a deed) without using the seal if that document is signed by:
 - (i) two (2) directors; or
 - (ii) one (1) director and the Secretary.
- (d) The Club may only execute a document after a resolution of the Board to that effect.

NOTICES

84. A notice may be given by the Club to any member:
- (a) personally; or
 - (b) by sending the notice by post to the address of the member recorded for that member in the register of members kept pursuant to this Constitution; or
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
85. (a) Where a notice is sent by post, service of the notice must be given by properly addressing prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
86. If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notice to him or her, a notice posted up on the Club Notice Board is deemed to be notice to such member at the expiration of twenty-four (24) hours after it is so posted up.

INDEMNITY TO OFFICERS

87. (a) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs awarded against him or her) to another person incurred as such an officer except in relation to:
- (i) a liability owed to the Club or a related body corporate; or
 - (ii) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
 - (iii) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.

- (b) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an officer except:
 - (i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under section 199A(2) of the Act; or
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
 - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - (iv) in connection with proceedings for relief to the person under the Act in which the Court denies relief.
- (c) The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs awarded against him or her) arising out of that person's conduct as such an officer except in relation to:
 - (i) conduct involving a wilful breach of duty in relation to the Club; or
 - (ii) a contravention of section 182 and 183 of the Act.
- (d) The Club may enter into a directors and officers deed of access and indemnity with the directors and officers of the Club who are intended to be indemnified pursuant to this rule of the Constitution the form of such deed to be such as complies with section 212 of the Act.

READING OF CONSTITUTION

88. This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in this Constitution are inconsistent therewith they shall be inoperative and have no effect.

LIFE MEMBERS

89. (a) Ex-Servicemen Members or Associate Members who have rendered outstanding service to the Club may be elected to Life Membership of the Club by resolution carried by a three-quarters majority of those present and voting at a General Meeting following the submission to such meeting of a recommendation from the Board that such person or persons be elected a Life Member.
- (b) A person elected as a Life Member shall be relieved from payment of any subscription or levies.

- (c) Not more than two (2) members shall be made Life Members in any financial year and there shall not be more than fifteen (15) Life Members at any one time unless otherwise determined by a two-thirds majority in a General Meeting.