

COMPANY CONSTITUTION
OF
COLEDALE RSL CLUB LIMITED

(as amended – 2012)

ACN 001 025 896

A Company Limited by Guarantee
and not having a Share Capital

[retyped version – 7/9/11]

Section 1:

ARTICLES OF ASSOCIATION
OF
COLEDALE RSL CLUB LIMITED

DEFINITIONS

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

“The Act” means the Corporations Act 2001. 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. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date at which these regulations become binding on the Club shall have the meaning so defined.

“ADF” and “Australian Defence Force” means the armed forces of the Commonwealth of Australia, however described.

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

“Annual Report” means a report that is produced in accordance with and that meets the requirements of the Act, the Registered Clubs Act and the Australian Accounting Standards.

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

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

“Authority” means the Casino, Liquor and Gaming Control Authority.

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

“By-laws” means the Rules that have been determined by the Board in accordance with this Constitution and which for the time being are in force.

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

“Close Relative” of a person means:

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

- (b) a spouse or de facto partner of the person or of a person referred to in paragraph (a). [Note: “De facto partner” is defined in the Interpretation Act 1987]

“Club” means the Coledale RSL Club Limited.

“Club Licence” means a club licence granted under the Liquor Act 2007.

“Constitution” means this company constitution of the Club in accordance with the Act.

“Contract” includes commercial arrangement.

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

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

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

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

“Employ” and “Employee” includes engage under a contract for services.

“Executive” means the President, Vice-President, Treasurer, and Secretary.

“Ex-Servicemen” means any person who served in the Armed Forces of His or Her Majesty in World War I, World War II, the Korean or Malayan and/or Vietnam Campaigns, and such other wars and campaigns as determined by the Board from time to time and has been duly discharged.

“Financial Member”, and the term “Financial” when referring to a member, means a member who has paid his joining fee for membership to the Club and his subscription in advance.

“Gift” includes money, hospitality or discounts.

“Manager” means a natural person appointed to conduct the business of a registered club in the case where the Club operates at more than one set of premises and the Secretary is not normally in attendance at the other such premises. (A Manager is appointed in a deputy capacity to the Secretary of the Club and is the person responsible, under the Liquor Act, for operations at the other premises).

“Member” means any person who has been duly accepted as such by the Board in accordance with this Constitution and who has paid to the Club all current joining fees, subscriptions, charges and other fees.

“Month” means calendar month.

“Non-Core Property” means any real property owned or occupied by the Club that is not Core Property.

“Notice Board” means a board or boards designated as such within the Club premises on which notices for the information of members are posted.

“The Office” means the Registered Office for the time being of the Club.

“Ordinary Resolution” means a resolution that is passed by a simple majority at a general meeting of members.

“Register” means the Register of Members kept pursuant to the Act.

“Regulations” means regulations made under the Registered Clubs Act and Liquor Act.

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

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

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

“RSL Club” or “Services Club” means:

- (a) an RSL, Services, Ex-services, Memorial, Legion or other similar club that is a registered club, or
- (b) a registered club that has objects similar to, or that has amalgamated with, a club referred to in paragraph (a).

“Rules”, unless otherwise inferred, means the paragraphs within this Constitution, and any By-laws and regulations of the Club.

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

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

- (a) Is passed at a general meeting of the Club of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a Special Resolution has been duly given; and
- (b) Is passed by a majority of at least seventy-five per cent (75%) of such members of the Club as, being entitled to do so, are in attendance and vote in person at the meeting.

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

“Top Executive” means each of the following:

- (a) the Secretary of the Club;
- (b) a person who is the manager (within the meaning of the Liquor Act 2007) of any premises of the club;
- (c) a person who is, or who is of a class, prescribed by the Regulations for the purposes of this definition.

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

INTERPRETATIONS

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

MEMBERSHIP

9. The membership of the Club shall consist of such persons as the Board shall admit to membership in accordance with the Constitution.
10. The membership of the Club shall be divided into the following classes:
 - (a) Ordinary Members
 - (b) Life Members
 - (c) Junior Members
 - (d) Temporary Members
 - (e) Honorary Members
 - (f) Provisional Members

ORDINARY MEMBERS

11. Ordinary Members shall be persons over the age of eighteen (18) years who have applied for membership in accordance with the Constitution and who have been duly admitted to membership and who have paid the joining fee (if any) and the appropriate subscription for Ordinary Membership of the Club.

LIFE MEMBERS

12. Life Membership may be conferred upon an Ordinary Member who has rendered outstanding service to the Club or to the unincorporated clubs. To be eligible for Life Membership the member must be nominated by one Ordinary Member and seconded by another. The nomination shall then be forwarded to the Board of the Club for approval. If the nomination is approved by the Board the nomination shall then be referred to the next general meeting of the Club and if the nomination is approved at the general meeting the person nominated shall be a Life Member; and the Life Member shall have all the rights and privileges of an Ordinary Member. Not more than one (1) Ordinary Member shall be made a Life Member in any one financial year.

JUNIOR MEMBERS

13. Junior Members shall be persons under the age of eighteen (18) years who have been admitted to membership for the purpose of participating in regular sporting competitions organised by the Club. Junior Members shall NOT be entitled to introduce guests to the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club.

TEMPORARY MEMBERS

14. "Temporary Member" shall mean a person over the age of eighteen (18) years who has been admitted to Temporary Membership of the Club and who meets at least one of the following conditions:

- (a) A person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the registered Club (and includes a person whose ordinary place of residence is in an excepted area as approved by the Director-General);
 - (b) A person who is a member of another registered club with similar objects to those of this Club;
 - (c) Any person who is attending the Club for the purpose of taking part in an organised sport or competition as provided in Section 30 (10) of the Registered Clubs Act;
 - (d) An interstate or overseas visitor.
15. The duration of Temporary Membership shall be as determined by the Board from time to time provided that Temporary Membership shall be for a period of up to, but not exceeding, seven (7) consecutive days (or for such longer period no more than thirty [30] consecutive days as the appropriate authority may approve in writing in relation to the Club).
16. A Temporary Member (other than a Temporary Member who is exclusively attending the Club for the purpose of taking part in an organised sport or competition) is required to complete and sign the Temporary Member Register when entering the Club premises for the first time. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
17. Temporary Members shall not be required to pay an joining fee or annual subscription.
18. Temporary Members shall NOT be entitled to introduce guests to the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club.
19. A Temporary Member may be accompanied at the premises of the Club by a minor (person under the age of eighteen [18] years) provided that the Temporary Member is a responsible adult in relation to that minor and that such minor remains in the immediate presence of the Temporary Member. A minor's details must NOT be entered into the Temporary Member Register or the Guest Register of the Club.

HONORARY MEMBERS

21. (a) "Honorary Member" (as defined in the Registered Club Act) shall mean a person over the age of eighteen (18) years who is either the current Patron of the Club, or a prominent citizen or dignitary visiting the Club for some special occasion. The period of such Honorary Membership shall be as determined by the Board.
- (b) Honorary Member shall also mean a serving Australian Defence Force (ADF) person who attends the premises of the Club and produces evidence that the person is a member of the Australian Defence Force. ADF Honorary Membership shall be for the day the person attends the club.
- (c) An Honorary Member shall NOT be entitled to introduce guests to the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club. An Honorary Member shall have such other rights and privileges as shall be determined by the Board.

PROVISIONAL MEMBERS

22. Provisional Members shall be persons who have applied for membership and paid the relevant joining fee, annual subscription and any other fees and charges, and who are currently awaiting a decision on their membership application. Provisional Members shall have the same privileges as other members holding the same class of membership as applied for excluding the right to vote, the right to hold office and the right to attend meetings. A person shall cease to be a Provisional Member immediately upon the decision of the Board on the application for membership.

ELECTION OF NEW MEMBERS

23. (a) Every application for membership shall be made in writing and shall give the full name, address and occupation of the candidate and shall be in such form as the Board shall from time to time require.
- (b) The application for membership may be accompanied by the amount of any joining fee and subscription.
- (c) Candidates for membership that submit an application form accompanied by payment of the annual subscription and any joining fee shall be deemed to be Provisional Members in accordance with this Constitution.
- (c) Particulars of the application for membership shall be posted on the Notice board in a conspicuous place in the Club premises and shall remain posted for at 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 date of election of all candidates.
- (e) The election of members shall be by the Board at a meeting or meetings duly convened. The Secretary of the Club 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 joining fee and subscription lodged with the application.
24. Every person elected to membership shall be deemed to agree to pay the joining fee and annual subscription and other fees and charges as prescribed in the Constitution and to be bound by the Constitution of the Club and By-laws from time to time in force and the payment of the said joining fee or part thereof and/or the said annual subscription or part thereof shall be conclusive evidence of such agreement.
25. Every person elected to membership shall be required to pay within one (1) month of the date of election all subscriptions and fees payable or instalments thereof and failing which payment the election may be declared null and void.

RESIGNATION AND CESSATION OF MEMBERSHIP

26. (a) A member may at any time by giving notice in writing to the Secretary resign from his membership of the Club and such resignation shall take effect from the date on which such notice in writing is received by the Secretary.
- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the register of members, neglecting to pay the 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 membership of the Club and any other moneys due by him at the date of cessation of his membership of the Club or for which he is or may become liable not exceeding Five Dollars (\$5.00) under Clause 6 of the Memorandum of Association or under the Act.

VOTES OF MEMBERS

27. (a) Every financial member when eligible to vote shall both on a show of hands and on the taking of a poll have one (1) vote.
- (b) Pursuant to the Registered Clubs Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.
28. (a) No member of the Club who is also a servant of the Club shall be eligible to vote at any meeting of the Club.
- (b) An employee of the Club must not vote at any election of the governing body of another club or association if any member of that governing body would, as the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of this Club.
29. 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 shall have paid all instalments of joining fee and annual subscriptions and all other moneys due to the Club at the time of such meeting.
30. The members of the Club entitled to vote at an election of the Board shall consist of such class or classes of membership as comprises not less than twenty-five per cent (25%) of the members of the Club.

ADDRESS OF MEMBERS

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

REGISTERS OF MEMBERS AND GUESTS

32. The Club shall keep the following registers:

- (a) Member Register. This register shall set forth the name in full, address and the occupation of each Ordinary Member, Life Member and Junior Member and the date on which he last paid the fee for membership of the Club.
 - (b) Temporary Member Register of persons who are Temporary Members other than Temporary Members who are exclusively attending the Club for the purpose of taking part in an organised sport or competition. The register shall have entered in it, when any such Temporary Member enters the Club premises for the first time, the full name, or the surname and initials, and the address, of the Temporary Member together with his or her signature. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
 - (c) Honorary Member Register. This register shall set forth the name in full and the address of each Honorary Member and the date or period of Honorary Membership.
 - (d) Guest Register of persons over the age of eighteen (18) years who enter the premises of the Club as Guests of members. Such register shall have entered therein on each day the Guest enters the premises of the Club, the name and address of the Guest, the date of that day, and the signature of the accompanying member. A Guest entering the Club more than once on the same day with the same member need only enter his name in the register once. It is offence to make an entry in the guest register relating to a person under the age of eighteen (18) years.
33. A register referred to in this section shall be retained by the Club for a period of at least three (3) years after the date of the last entry in the register.

SUBSCRIPTIONS AND JOINING FEE

34. Members' subscriptions and any other fees or charges payable by any class of members shall be paid in advance either annually or if the Board so directs and approves, for such number of years as provided for in the By-laws. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time provided always that the amount of annual subscription paid shall be not less than Two Dollars (\$2.00).
35. (a) The Annual Subscription shall fall due on the first day of January. If any fee or subscription on call or any instalment thereof shall remain unpaid for a period of two (2) months after it becomes due, the member concerned shall be removed from the register of members.
- (b) Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a Guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-laws of the Club.
36. The Board may at any time suspend the payment of joining fees either generally or in respect to individual cases and shall have discretionary power to fix and determine or waive the joining fee chargeable to any member under any special circumstances that may arise.
37. Subject to the provisions of the Anti Discrimination Act, a member may in relation to his age be granted special privileges and discounts on his joining fee, annual subscription, and/or any other fees and levies.

REMOVAL OF PERSONS FROM THE CLUB PREMISES

59. (a) In this Rule: “authorised person” means the Secretary, an employee or agent of the Secretary, or a police officer; “vicinity of the Club premises” means any place less than fifty (50) metres from any point on the boundary of the licensed premises. The functions that may be exercised under this Rule may only be exercised in relation to the licensed premises to which the club licence relates. A reference in this Rule to turning a person out of the Club premises includes a reference to causing the person to be turned out.
- (b) The Secretary or an authorised person may refuse to admit to, or may turn out of, the Club premises any person, including a member: who is at the time intoxicated, violent, quarrelsome or disorderly; whose presence on the Club premises renders the Secretary liable to a penalty under the Liquor Act; who smokes, within the meaning of the Smoke-free Environment Act 2000, while on any part of the Club premises that is a smoke-free area within the meaning of that Act; who uses, or has in his possession, while on the premises, any substance that the authorised person suspects of being a prohibited plant or a prohibited drug; or whom the authorised person, under the conditions of the club licence or a term of a liquor accord, is authorised or required to refuse access to the Club premises.
- (c) If pursuant to this Rule a person (including a member) has been refused admission to, or has been turned out of the Club premises, an authorised person may at any subsequent time refuse to admit said person into the Club premises or may turn the person out of the Club premises, and such power to turn out or refuse entry may be exercised until such time as the matter that lead to the said person originally being turned out or refused entry has been dealt with by the Board, or six (6) weeks has elapsed, whichever is the sooner.
- (d) (i) In accordance with the Liquor Act, if a person is required to leave the Club premises under this Rule, the said person must leave the Club premises.
- (ii) In accordance with the Liquor Act for the purposes of this Rule, such reasonable degree of force as may be necessary may be used to turn a person out of Club premises.
- (e) (i) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, must not re-enter or attempt to re-enter the Club premises within 24 hours of being refused admission or being turned out. After the 24-hour period ends in relation to any such person, an authorised person is permitted to again exercise the powers under this Rule in relation to the person.
- (ii) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, must not, without reasonable excuse remain in the vicinity of the Club premises, or re-enter the vicinity of the Club premises within six (6) hours of being refused admission or being turned out. In accordance with the Liquor Act, a person has a reasonable excuse for remaining in, or re-entering,

the vicinity of the Club premises if the person reasonably fears for his or her safety if he or she does not remain in, or re-enter, the vicinity of the Club premises, or the person needs to remain in, or re-enter, the vicinity of the Club premises in order to obtain transport, or the person resides in the vicinity of the Club premises.

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

DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS

- 39. If any member shall refuse or neglect to comply with the provisions of the Constitution, By-laws, Rules or regulations of the Club or if any member shall in the opinion of the Board be guilty of conduct deemed by the Board to be unbecoming of a member or prejudicial to the interest of the Club, such member may be suspended or expelled by resolution of the Board and such resolution need not state the grounds, facts or opinions upon which it is based, provided:
 - (a) That at least seven (7) days before the meeting at which such resolution is passed the member concerned shall have been notified in writing of the intended resolution and requested to be present at the meeting and that he shall at such meeting and before such resolution is moved have had an opportunity of giving in writing or orally any explanation or defence he may think fit.
 - (b) The meeting shall be held within one (1) month of the date of the alleged offence or the date on which the charge is laid.
 - (c) That any resolution under this Article requires for its passing the affirmative vote of not less than two-thirds of the members of the Board present at such meeting and the decision of the Board shall be final.
 - (d) Any member notified or any member proposed to be notified in accordance with Clause (a) above may immediately be suspended from all privileges of the Club until such time as the meeting is held.
- 40. Should a member incur any debt to the Club or to the Club's staff or servants or persons under contract to the Club and fail to discharge such debt upon request in writing by the Secretary he may by resolution of a meeting of the Board be suspended or expelled from membership provided that before so resolving the Board shall give the member concerned due notice of its intention to take such course but the provisions of Article 39 shall not apply.

PATRONS

- 41. The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting and such Patron or Patrons shall thereupon be deemed to be Honorary Members of the Club provided that any Patron who is a member of the Club shall also be entitled to exercise all the privileges and advantages of such membership. The Patron or Patrons for the time

being of the Club shall not exceed six (6). Patrons will cease to be Patrons upon expiration of the period of appointment and may, prior to that time, be removed by the members in general meeting.

BOARD OF DIRECTORS

42. (a) The business and affairs of the Club and the custody and control of its funds shall be managed by the Board of Directors.
- (b) The Board shall be seven (7) members consisting of a President, a VicePresident, a Treasurer, an Honorary Secretary and three (3) ordinary Directors PROVIDED THAT if a Secretary Manager is employed by the Club the office of Honorary Secretary shall be deemed to be an ordinary Director position of office.
- (c) All the Directors shall be Ordinary Members or Life Members.
43. The Board shall be elected annually by the general body of members.
44. No member of the Club who is also a servant of the Club shall be eligible to be a member of or be elected to the Board of the Club.

NOMINATION AND ELECTION OF THE BOARD

45. The Board of Directors shall be elected annually by the general body of members from persons nominated as hereinafter provided:
- (a) Not less than fourteen (14) days before the day fixed for the Annual General Meeting nominations for the offices of Directors shall be delivered to the Secretary.
- (b) Out of the persons nominated the general body of members shall elect the Directors who shall hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they shall retire but shall be eligible for re-election.
46. (a) The election of the Board shall be conducted and counted by a Returning Officer and at least two (2) scrutineers appointed by the Board.
- (b) A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.
47. (a) Nominations for election of the Directors shall be made in writing and signed by two (2) Ordinary Members of the Club and by the nominee who shall also signify his consent to the nomination.
- (b) The Secretary shall immediately after closing of nominations post the names of the candidates and their proposers on the Notice board.
- (c) If the full number of candidates for the positions of Directors is not nominated as prescribed additional nominations may, with the consent of the nominee or nominees be made at the meeting. If there be more than the required number nominated an election by ballot shall take place, but if there be only the requisite number nominated the Returning Officer shall declare those nominated duly elected.

- (d) No person currently under suspension by the Board in accordance with this Constitution shall be eligible to nominate, stand for, or be elected to the Board of the Club.
48. An election by ballot of the members of the Board of Directors shall be conducted in such a manner as may be determined by the Board of Directors.
49. The State Electoral Commissioner shall conduct an election of the Board of the Club if:
- (a) An application is made in writing to the Authority by a member entitled to vote for the making of the order, and said application is signed by at least 200 or one-tenth of the number of members of the club so entitled to vote, whichever is the less, and showing the names in full or the surnames and the initials of the given names of the signatories; and notice in writing of intention to make the application was given to the Club at least twenty-one (21) clear days before the day appointed for the commencement of the hearing of the application; or
 - (b) An order is made by the Authority as part of its determination in a matter of complaint against the Club; or
 - (c) On application by the Club to the Electoral Commissioner; and written notification of that fact is sent at the same time to the Authority.

VACANCIES IN THE BOARD OF DIRECTORS

50. If any Director shall die or shall fail to attend a regular Board Meeting for three (3) consecutive meetings without leave of absence or if he shall resign or if he shall become bankrupt or of unsound mind, his office shall be declared vacant by the Board and he shall ipso facto cease to be a Director and the Board may appoint a successor to hold office until the next election by the Annual General Meeting and until such appointment is made the continuing Directors may act notwithstanding such vacancy.
51. Any casual vacancy or vacancies which may occur in the Board of Directors may be filled by the Directors and any person or persons appointed shall hold office until the next Annual General Meeting when he or they shall retire but shall be eligible for re-election.
52. The Club may by special resolution carded at an extraordinary general meeting remove any Director or all the Directors before the expiration of his or their period of office and appoint another or other Director or Directors as the case may be in his or their place. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if he or they had not been so removed.

BOARD OF DIRECTORS – POWERS AND DUTIES

53. The business and general affairs of the Club shall be under the management of the Board of Directors which shall have full control of the property of the Club and absolute authority subject to the Constitution regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect 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 purpose 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. Unless otherwise specified in the minutes of the Directors appointing the sub-committee the quorum of all sub-committees shall consist of a majority of the members of such sub-committee.
- (b) To make such By-laws, Rules or regulations not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-laws, Rules and regulations.
- (c) To enforce the observance of all By-laws, Rules and regulations by suspension 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 of 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 supplied or from the conduct of approved gaming devices.
- (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 and satisfaction of any debts due to and 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) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture 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) The Board shall have the power to sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to lease demise exchange or sell in accordance with the Registered Clubs Act all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be licenced under the provisions of the Liquor Act without the consent of the Authority being obtained and the power to sell or exchange Core Property shall be in accordance with the Registered Clubs Act.
- (m) To fix the maximum number of each class of members who may be admitted to the Club.
- (n) To fine, caution or suspend for such period as it thinks fit any member who shall wilfully infringe any provision of the Constitution or of the By-laws Rules or regulations 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 prejudicial to the interests of the Club.
- (o) To impose any restrictions or limitations on the rights and privileges of members and guests 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 said premises.
- (p) To recommend the amount of honorarium payable to any member and subject to approval by a general meeting to pay such honorarium.
- (q) To repay actual out-of-pocket expenses incurred by any member of the Board.

BY-LAWS

- 54. Any By-law Rule or Regulation made under this Constitution shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law Rule or Regulation on the Notice board.

PROCEEDINGS OF THE BOARD OF DIRECTORS

- 55. The Board shall meet at least once in every month for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a book provided for that purpose. The quorum of the Board shall be four (4) members of the Board.
- 56. The President may at any time and the Secretary upon the request of not less than three (3) members of the Board shall convene a meeting of the Board.
- 57. The President of the Club shall if present preside at all meetings of the Board and in his absence the Vice-President shall preside and in the event of the President and the Vice-President being absent the meeting shall elect a member of the Board to be Chairman of the meeting.
- 58. Every member of the Board shall, in each instance, have one (1) vote. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of the members of the Board present and voting and shall for all purposes be deemed a determination of the Board. The President or Chairman of the meeting shall have a deliberative vote only.

59. A resolution in writing signed by all the members 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.
60. All acts done at any Board Meeting or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or Directors or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.
61. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to at least the number required for a quorum or of summoning a general meeting of the Club, but for no other purpose.
62. Unless the Board determines otherwise, a meeting of the Board may take place by means of teleconferencing if the need arises. Teleconference access to Board meetings, given reasonable notice of such request for access, shall be made available. Board members attending a meeting via teleconferencing shall be counted as present for the purpose of a quorum. Secret ballots shall not be conducted at any meeting where teleconferencing is in use unless all votes cast are cast electronically and are cast in exactly the same manner by each Board member. A Board member's attendance via a teleconferencing facility shall not be recorded or stored and shall not be transmitted or relayed to a location other than to the meeting being attended.

DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE

63. Members of the Board of the Club and Top Executives of the Club are required to declare any gift or remuneration (which shall include Fee for Service) received from an affiliated body if the value of the gift or remuneration exceeds \$500. The declaration of the gift or amount of remuneration must be in a form approved by the Authority and must be submitted to the Secretary of the Club within fourteen (14) days of receipt of the gift or remuneration.
64. In accordance with Regulations made under the Registered Clubs Act, a member of the Board or any employee of the Club, must submit a written return in each year to the Club, declaring any gifts or remuneration received from a person or organisation that is a party to a contract with the Club, including all parties supplying goods and/or services to the Club.
65.
 - (a) The Club shall not enter into a contract with the Secretary of the Club, a Manager, or any close relative of the Secretary or Manager, or a company or other body in which any of these persons has a Controlling Interest. "Controlling Interest" in a company or body, shall mean if a person or person's interest, when added to the interest in the company or body held by one or more close relatives of the person, is a controlling interest in the company or body and such person or persons have the capacity to determine the outcome of decisions about the financial and operating policies of a company or body. Furthermore, the Club shall not enter into a Contract for the remuneration of a Top Executive unless the proposed contract has first been approved by the members of the Board.
 - (b) The Club must not enter into a contract with a member of the Board or a Top Executive of the Club, or with a company or other body in which such a

member or Top Executive has a pecuniary interest, unless the proposed contract is first approved by the Board of the Club.

- (c) Paragraph (b) does not apply to a pecuniary interest if there are guidelines prescribed by the Registered Clubs Act at the time the relevant contract is entered into that include provisions to the effect that pecuniary interests of the type concerned are not pecuniary interests to which that Paragraph applies.
 - (d) It shall be the duty of a member of the Board or a Top Executive to declare the nature of his interest in a contract in writing, or at a Board meeting of the Club, prior to the approval of such contract and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.
 - (e) A member of the Board so interested in a contract shall be counted in a quorum but shall not vote on any such contracts or arrangements with the Club.
 - (f) Before entering into a contract, the Club shall make all reasonable inquiries to ensure that the provisions of Paragraphs (a) and (b) are not contravened.
 - (g) When making any such inquiries as to whether a party to the proposed contract is or is not a person, company or body referred to in Paragraphs (a) and (b), the Club is entitled to rely on a statutory declaration from the party to the proposed contract (or, in the case of a company or other body that is a party to the proposed contract, from the chief executive officer of the company or body) that the party is or is not such a person, company or body.
66. The Secretary of the Club and Managers of the Club are prohibited from holding a hotelier's licence or from holding a financial interest in respect of a hotel.
67. (a) Any member of the Board of the Club or a Top Executive of the Club who acquires a financial interest in a hotel shall give a written declaration of that interest to the Secretary of the Club within fourteen (14) days after acquiring the interest.
- (b) In the case where a member is elected or appointed to the Board and holds a financial interest in a hotel, and in the case where a Top Executive of the Club is appointed and holds a financial interest in a hotel, such interest shall be declared in writing to the Secretary within fourteen (14) days after the election or appointment.
68. A member of the Board who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the member's knowledge, declare the nature of the interest at a meeting of the Board.
69. (a) The Club shall not lend money to a member of the Board of the Club.
- (b) The Club shall not lend money to an employee of the Club unless:
- (i) The amount of the proposed loan (together with the amount of any other loan to the employee by the Club that has not been repaid to the Club) is \$10,000 or less, and
 - (ii) The proposed loan has first been approved by the Board of the Club.
- (c) Sub-Paragraph (b) (i) does not apply to any amount of money lent to the employee in accordance with the terms and conditions of the employee's contract of employment with the Club.

70. In accordance with Regulations made under the Registered Clubs Act, the Secretary of the Club shall maintain a register of disclosures, declarations and returns made to the Club as required by the Registered Clubs Act.

GENERAL MEETINGS

71. All general meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
72. The Annual General Meeting of the Club shall be held each year within five (5) months of the close of the financial year at such time and place as may be determined by the Board.
73. The Club shall give at least twenty-one (21) clear days notice of all general meetings of the Club. A notice of such meeting shall set forth the date and time and place for the meeting and the business to be brought forward before the meeting. Each member entitled to attend and vote at general meetings shall be given notice in writing of the meeting in the manner requested being either personally or by posting such notice to the member's registered address or delivered electronically.
74. (a) The Board may whenever it thinks fit convene an Extraordinary General Meeting of the Club and shall convene an Extraordinary General Meeting on the request of not less than five per cent (5%) of the members entitled to vote at meetings or one hundred (100) members entitled to vote at meetings of the Club, which ever is less, whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).
- (b) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
- (c) A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
- (d) On receipt of a valid requisition the Club shall forthwith proceed to convene a general meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.
- (e) If the Board does not give notice of a general meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.
- (f) In the case of a general meeting where at least twenty-one (21) clear days notice of such meeting has not been given to members entitled to attend and vote at such meeting, the Board shall be deemed not to have duly convened the meeting.
- (g) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which general meetings are convened by the Board.

- (h) To call the meeting the requisitionists may ask the Club for a copy of the Register of Members and the Club must give the requisitionists the copy of the Register without charge.
 - (i) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
75. At general meetings called by the President or the Board ten (10) Ordinary and/or Life Members present and entitled to vote shall be a quorum and at an extraordinary general meeting called on or by the requisition of members twenty-five (25) Ordinary and/or Life Members present and entitled to vote shall constitute a quorum. If a quorum is not present within fifteen (15) minutes of the time fixed for the general meeting the meeting if convened on or by the requisition of members shall be dissolved; if convened by the President or by the authority of the Board it shall be adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting the members present shall be a quorum.
76. (a) Members may give the Club notice in writing of a resolution that they propose to move at a general meeting provided that such members hold at least five per cent (5%) of the votes that may be cast on the resolution or at least 100 members who are entitled to vote at a general meeting, which ever is less (number of members calculated as at the midnight immediately preceding the day that the members give the notice). The Board may at its discretion determine that a resolution shall be presented to members with less than the required number of members giving notice of the proposed resolution.
- (b) Notice in writing of any resolution or special business must be given to the Secretary and shall be considered at the first general meeting held at least two (2) months after receipt of the notice. If a general meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days notice of the resolution or special business to members, the Club may, at its discretion, and with due notice, present the resolution or special business to members for consideration.
77. A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the Auditor if the question is relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the Auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the Auditor even if the Club believes the question is not relevant to the Auditor's Report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).

PROCEEDINGS AT GENERAL MEETINGS

78. The business of the Annual General Meeting shall be as follows:
- (a) To confirm the minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held;

- (b) To receive and consider the reports of the Board;
 - (c) To receive and consider the Financial Report as required by the Act and the Registered Clubs Act and if required to receive and consider the Auditor's Report;
 - (d) To approve honoraria or other extraordinary benefits (if any);
 - (e) To elect the Board in accordance with this Constitution;
 - (f) To appoint an Auditor (if an Auditor is required and if a vacancy exists due to resignation or dismissal);
 - (g) To deal with any valid business of which due notice has been given;
 - (h) To deal with general business as approved by the Chairman or as approved by the meeting.
79. The President shall if present be entitled to preside at all general meetings of the Club. In the event of the President being absent the Vice-President shall preside and in the event of the Present and Vice-President being absent the Board shall elect a member of the Board to be Chairman of the Meeting. In the absence of a member of the Board, the members present shall elect one of their number to be Chairman of the meeting.
80. The Chairman of an Annual General Meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask questions about, or make comments on, the management of the Club.
81. (a) The Club's Auditor is entitled to attend any general meeting of the Club and is entitled to be heard at the meeting on any part of the business of the meeting that concerns the Auditor in their capacity as auditor even if the Auditor retires at the meeting or the meeting passes a resolution to remove the Auditor from office.
- (b) If the Club's Auditor or representative is at the Annual General Meeting, the Chairman of the meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask the Auditor or representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.
82. Every question or motion submitted to a general meeting of the Club shall be decided in the first instance by a show of hands and in the case of equality of votes the Chairman shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a member.
83. At any general meeting unless a poll is demanded by the Chairman or by at least five (5) members present and entitled to vote at the meeting a declaration by the Chairman that a resolution has been carded or carded by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
84. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the Meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be

the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination made in good faith be final and conclusive.

85. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a Chairman of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
86. (a) The Chairman of a general 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.
- (b) 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.
- (c) It shall not be necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting shall be given as in the case of an original meeting.

MINUTES

87. The Board shall cause minutes to be kept by the Secretary in books provided for the purpose:
- (a) Of all appointments of officers made by the Club in general meeting or by the Board.
- (b) Of the names of the Directors present and voting at each meeting of the Board.
- (c) Of the number of members present and voting at general meetings of the Club.
- (d) Of all resolutions and proceedings at all meetings of the Club.
88. Minutes of all resolutions and proceedings at general meetings and meetings of the Board shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minutes shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

FINANCIAL YEAR

89. The financial year of the Club shall commence on the first day of January and end on the last day of December each year.

ACCOUNTS AND AUDIT

90. (a) The Board shall cause proper accounts, books, and other records to be kept with respect to the financial affairs of the Club in accordance with the Act, the Registered Clubs Act, and Australian Accounting Standards. The Club shall in accordance with the Act present a financial statement to the members in general meeting once in every year and shall include (if applicable) a Financial Report for the financial year, a Directors' Report for the financial year, and an Auditor's Report.
- (b) In accordance with the Registered Clubs Act, the Annual Report shall specify the Core Property and Non-Core Property of the Club as at the end of the financial year to which the report relates.
91. The books of account shall be kept at the registered office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.
92. (a) The Club shall prepare, on a quarterly basis, financial statements that incorporate the Club's profit and loss accounts and trading accounts for the quarter, and a balance sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the Registered Clubs Act.
- (b) The financial statements shall be available to the members of the Club within 48 hours of the statements being adopted by the Board. The Club shall displaying a permanent notice on the Club's notice board and on the Club's website (if any) indicating how the members of the Club can access the financial statements. The Club shall provide a copy of the financial statements to any member of the Club on a request in writing by the member.

ANNUAL REPORT

93. (a) The Annual Report shall be available to members at least twenty-one (21) clear days before the date of the general meeting at which the Annual Report is to be presented and further provided that such date of availability shall be no later than four (4) months after the end of the financial year.
- (b) The Club may provide the Annual Report by doing the following:
- (i) sending a hard copy of the Annual Report to each member who has made the election to receive the Annual Report as a hard copy; or
 - (ii) sending an electronic copy of the Annual Report to each member who has elected to receive the Annual Report as an electronic copy;
 - (iii) making a copy of the Annual Report readily accessible on a web site and directly notifying, in writing, all members who did not elect to receive the Annual Report that the Annual Report is accessible on the web site, and specifying the direct address of the web site where the Annual Report may be accessed.
- (c) For the purposes of this Rule, the Club must, on at least one occasion, directly notify in writing each member that:

- (i) the member may elect to receive, free of charge, a copy of the Annual Report; and
 - (ii) if the member does not so elect, the member may access the Annual Report, on a specified web site; and
 - (iii) if the member does so elect and the Club offers to send the Annual Report either as a hard copy or an electronic copy, the member may elect to receive the copy as either a hard copy or an electronic copy.
- (d) The member may elect to not be sent any material under this Rule. Such election shall not relieve the Club of the obligation to give notice of general meetings to the member.
- (e) An election to receive or to not receive the Annual Report or to not receive material under this Rule is a standing election for each later financial year until the member changes his election.
94. The Club shall within one (1) month after the Annual General Meeting lodge with the Authority a copy of the Annual Accounts and Reports (the Financial Report for the year; the Directors' Report for the year; and if applicable the Auditor's Report on the financial report).

AUDITOR

95. (a) In accordance with the provisions of the Act and if circumstances permit, the Club may determine that an Auditor shall not be appointed by the Club until such time as an Auditor is required and that an Annual Review be conducted in accordance with the Act.
- (b) In the case when in accordance with the Act an Auditor must be appointed by the Club the following provisions shall apply:
- (i) A person shall not be appointed or act as Auditor if he is not a registered company auditor as defined by the Act, or if he is a member of the Board or an employee of the Club.
 - (ii) An Auditor shall only be appointed when a vacancy exists in the position of Auditor. The Ordinary Resolution to remove an Auditor and the Special Resolution to appoint another Auditor should be given to members at the same general meeting.
 - (iii) At least two (2) months notice of a resolution to remove the Auditor must be given to the Club. Immediately such a notice is received by the Club, it shall forward a copy of the notice to the Auditor and a copy to the Australian Securities and Investments Commission. The Auditor of the Club may be removed from office by a simple majority (50 per cent plus one) at a general meeting of which notice has been given.
 - (iv) The Club must not appoint an Auditor unless the Auditor has consented before the appointment to act as Auditor and has not withdrawn that consent before the appointment is made.
 - (v) Notice of the Special Resolution relating to the appointment of an Auditor and notice of the meeting to consider such Special Resolution shall be given to members entitled to vote and to the Auditor nominated.

- (vi) A properly qualified Auditor or Auditors shall be appointed at a general meeting by a seventy-five per cent (75%) majority of members attending in person and entitled to vote.
- (vii) If an Auditor is not appointed by the members at a duly convened general meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an Auditor shall be appointed by the Australian Securities and Investments Commission.
- (viii) The Auditor's duties shall be regulated in accordance with the provisions of the Act.
- (ix) The Club must give the Auditor notice of all general meetings in the same way that a member of the Club is entitled to receive notice, and, must give any other communications relating to the general meeting that a member of the Club is entitled to receive. The Auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

EXECUTION OF DOCUMENTS

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

GUESTS

- 97. (a) All members excluding Temporary Members, Honorary Members, and Junior Members shall have the privilege of introducing guests to the Club who are over the age of eighteen (18) years and such member shall enter the names and full residential addresses of such guests together with his own name in the Guest Register.
- (b) 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.
- (c) Guests shall be required to remain in the reasonable company of the introducing member and shall not remain on the Club premises any longer than the member.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) No member shall introduce any guest more frequently or in greater numbers than may for the time being be provided by By-law, nor shall he 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.

- (f) The Board shall have power to make By-laws from time to time regulating the terms and conditions on which Guests may be admitted to the Club, provided that at all times such By-laws are not inconsistent with this Constitution and the Registered Clubs Act.
- (g) Members introducing persons under the age of eighteen (18) years to the Club shall ensure that such persons remain in the designated permissible areas as defined by the Board.

NOTICES

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

INDEMNITY AND INSURANCE OF OFFICERS

102. Every Officer of the Club (as defined in the Act) and Auditor shall be indemnified out of the property of the Club against any liability incurred by him in his capacity as Officer or Auditor in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted in connection with any application under the Act in which relief is under the Act granted to him by the Court in respect of any negligence, default, breach of any duty or trust.

103. To the greatest extent permitted by law, the Club may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or Officer of the Club or of a subsidiary of the Club against any liability including any liability for legal costs other than a liability that arises out of conduct involving a wilful breach of duty in relation to the Club or a wilful contravention of the Act.

CLUB OPERATION / COMPLIANCE INFORMATION

104. 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.
105. Subject to the provisions of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a Club Licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
106. Subject to the provisions of the Registered Clubs Act, a member of the Club, whether or not he is a member of the Board 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 member of the Club. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.
107. The Secretary, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under the Rules of the Club 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, or any payment calculated by reference to the gaming revenue or gaming revenue or turnover of the Club.
108. Subject to the provisions of the Registered Clubs Act, if the Club at any time conducts the business of a registered club at more than one set of premises, the Club shall appoint a different Manager, approved by the Authority, for each set of premises at which the Secretary of the Club is not normally in attendance (subject to certain exceptions granted by the Authority). The Secretary may only be regarded as being normally in attendance at one (1) set of premises of the Club.
109. The Club must not dispose of any Core Property of the Club unless:
- (a) the property has been valued by a registered valuer within the meaning of the Valuers Act; and
 - (b) the disposal has been approved at a general meeting of the Ordinary Members of the Club at which a majority of the votes cast supported the approval; and
 - (c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer,
- notwithstanding any exceptions created by Regulations made under the Registered Clubs Act.

110. (a) 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.
- (b) A person under the age of eighteen (18) years shall not use or operate any poker machines or any other types of gaming machines on the premises of the Club.
111. The Club shall observe the liquor harm minimisation requirements of the Registered Clubs Act, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti-social behaviour).
112. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person who is not a member of the Club except on the invitation and in the company of a member of the Club or to persons attending a function whilst a club functions authorisation is in force.

CONSTITUTION

113. This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said act they shall be inoperative and have no effect.
114. (a) The Constitution may be altered or amended at a general meeting by Special Resolution of which due notice has been given to members of the Club.
- (b) The majority required for passing of a Special Resolution relating to such alterations or amendments to the Constitution shall be seventy-five per cent (75%) of members present and entitled to vote at the said meeting.
- (c) A Special Resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
115. (a) The Club shall, within fourteen (14) days of amending its Constitution, lodge a copy of the amendments with the Australian Securities and Investments Commission.
- (b) The Club shall, within one (1) month after amending its Constitution, lodge with the Authority, a copy of the Constitution and a copy of the amendments certified as correct by the Secretary of the Club.
116. A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and payment of any reasonable fee that may be prescribed by the Board.

Section 2:

MEMORANDUM OF ASSOCIATION **OF** **COLEDALE RSL CLUB LIMITED**

- 1 The name of the Company (hereinafter called “the Club”) is “COLEDALE R.S.L. CLUB LIMITED”.
2. The registered office of the Club shall be situated in Coledale or in such other place in New South Wales as the Board may from time to time determine.
- 3 The objects for which the Club is established are:
 - (a) To provide for members and for members’ guests a social and sporting 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 take over or otherwise acquire all of the assets and liabilities of the unincorporated club know as Coledale R.S.L. Sub-Branch Club and to assume and carry on the functions and objects of such association or club.
 - (c) To purchase, hire, lease or otherwise acquire for the purposes 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 them.
 - (d) To give, sell, mortgage, exchange, hire, lease (not being premises covered by club Licence) or otherwise dispose of the property of the Club or any part or parts thereof.
 - (e) 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.
 - (f) 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.
 - (g) 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.
 - (h) In furtherance of the objects of the Club, to apply for and obtain and hold a Club Licence or any other licence or licences or certificate of registration under the Liquor Act (as amended), the Registered Clubs Act (as amended) or any other Act or Laws for the time being operative and for such purpose or purposes to appoint if necessary or desirable a Secretary/Manager or Managers or other officer or officers to act as Licensee or Licensees and hold the Licence or Licences on behalf of the Club.
 - (i) In furtherance of the objects of the Club, to obtain and hold any licence or permit necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco, cigars and cigarettes and of all kinds of goods provisions required, used or desired by members.

- (j) To take or reject any gift of property, money or goods whether subject to any special trust or not.
 - (k) To erect, maintain, improve or alter any building or buildings for the purposes of the Club.
 - (L) To promote all or any of the objects of the Returned Services League of Australia (New South Wales Branch) Incorporated.
 - (m) 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.
 - (n) 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 dependents 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 object.
 - (o) To carry on all such activities as may be necessary or convenient for the purpose of the Club or any of them.
 - (p) 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.
- 4 The income and property of the Club whencesoever 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 of Directors or Governing Body 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 of Directors or Governing Body provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium to any such member of the Board of Directors 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 by the members of the Club at a general meeting.
5. The liability of the members is limited.
6. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member or within one (1) year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the Club and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding five dollars (\$5.00).

- 7 If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to Coledale Sub-Branch of the Returned Services League of Australia (New South Wales Branch) Incorporated.
- 8 True accounts shall be kept of the sums of money 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. Once at least in every year the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more qualified member of a recognised Institute Association or Body of Accountants.
9. The full names, addresses and occupations of the subscribers hereto are:

NAME, ADDRESS & OCCUPATION

Albert Henry Cheetham
Lot 14 Elanora Place
COLEDALE
Labourer

Ernest Steadman
21 Paterson Road
COALCLIFF
Labourer

Francis Arthur Croft
8 Southview Street
BULLI
Overseer

William Findlay Kerr Williamson
4 Young Street
COLEDALE
Fitter

Alan Davies
763 Main Road
COLEDALE
Deputy Miner

John Findlay
4 Rawson Street
COLEDALE
Labourer

Lesley Bruce Kennedy
6 Cater Street
COLEDALE
Fitter

Andrew Speed
7 Northcote Street
COLEDALE
Rigger

Phillip Webster
9 Seaview Crescent

STANWELL PARK
Nurseryman

Cyril Littely
22 Middle Heights
COLEDALE
Plumber

Eric Gawthorne
743 Main Road
COLEDALE
Technician

Robert Henderson
1 Northcote Street
COLEDALE
Miner

10. The subscribers are desirous of being formed into a Company in pursuance of this Memorandum of Association.

G FERGUSON
45 Red Road
COLEDALE

Date this 25th day of June 1972.

Prepared by
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