

I, Agostino (Gus) Lico, Company Secretary and General Manager, hereby certify that this page the following 26 pages is a true and correct copy of the Constitution of Dubbo RSL Memorial Club Limited (**Club**) as amended by a Special Resolution passed at the Club's Extraordinary/Special General Meeting held on 17 May 2024 and which took effect on completion of the Club's amalgamation with Wingham District Memorial Services Club Ltd on 27 August 2024.

Signature of Agostino (Gus) Lico

17 MAY 2024
Dated AGM DATE

CORPORATION LAWS

A Public Company Limited by Guarantee
and not having a Share Capital

CONSTITUTION

of

DUBBO RSL MEMORIAL CLUB LIMITED
ACN 000 965 355

NAME

- 1 The name of the company is 'Dubbo RSL Memorial Club Limited'.

DEFINITIONS

- 2 In this Constitution, unless there be something in the subject matter or context inconsistent therewith:

Act means the *Corporations Act 2001*. When any provision of the Act is referred to, that reference is to such provision as modified by any law for the time being in force;

Board mean the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution;

By-law means and includes regulations;

Club means Dubbo R.S.L Memorial Club Limited;

Club Notice Board means a board or boards designated as such within the Club's premises on which notices for the information of members are posted;

Constitution means and includes Rules;

Financial member means a member of the Club who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates;

Full Member means a person who is an Ordinary Members or a Life Member of the Club;

Gaming Machines Act means the *Gaming Machines Act 2001*. When any provision of the Gaming Machines Act is referred to, that reference is to such provision as modified by any law for the time being in force;

in writing and **written** include printing, typing, lithography and other modes of representing or reproducing words in visible form in the English language;

Liquor Act means the *Liquor Act 2007*. When any provision of the Liquor Act is referred to, that reference is to such provision as modified by law for the time being in force;

month means calendar month;

Office means the registered office for the time being of the Club;

Officer includes any member of the Board, but does not include the Auditor;

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

Registered Clubs Act means the *Registered Clubs Act 1976*. When any provision of the Act is referred to, that reference is to such provision as modified by any law for the time being in force;

R.S.L means the Returned & Services League of Australia (New South Wales Branch) Incorporated;

R.S.L member means a member of the Club who is also a member of the Dubbo Sub- Branch of the R.S.L.;

Secretary includes Chief Executive Officer, Acting Chief Executive Officer, General Manager, Acting General Manager, Secretary Manager, Acting Secretary Manager, Honorary Secretary or Acting Honorary Secretary;

Special Resolution has the same meaning as in the Act; and

Sub-Branch means the Dubbo Sub-Branch of the R.S.L.

3 Intentionally deleted.

INTERPRETATION

- 4 (a) 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.
- (b) Words indicating the singular number include the plural and vice versa, and words indicating the masculine gender include the feminine gender and vice versa.
- (c) The headings in this Constitution are for guidance only and do not form part of this Constitution nor affect the interpretation of this Constitution.
- (d) Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.
- (e) The Constitution and By-laws of the Club have effect as a contract between:
- (f) the Club and each member; and
- (g) the Club and each director;
- (h) each member and each other member,

under which each person agrees to observe and perform the Constitution and By- laws so far as they apply to that person.

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

- 5 The 'replaceable rules' contained in the Act are hereby excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.
- 6 The Club is established for the objects set out in this Constitution.
- 7 (a) The Club shall be a non-proprietary Club.

- (b) Subject to the provisions of Sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person 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 Full member of the Club.
 - (c) Subject to the provisions of Section 10(7) 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.
 - (d) The Secretary, or an 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.
- 8
- (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 objects of the Club and shall not be paid to or distributed among the members of the Club.
- 9
- (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 or the Registered Clubs Act.
 - (b) Liquor shall not be sold, supplied or disposed of on the premises of the club to any person under the age of 18 years.
 - (c) A person under the age of 18 years shall not use or operate poker machines or any other forms of gaming devices on the premises of the Club.

OBJECTS

- 10 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 acquire and take over all the assets and liabilities of the unincorporated body known as the 'Dubbo R.S.L Memorial Club' and to carry on the functions and objects of that body.
 - (c) To purchase, hire, lease or otherwise acquire for the purposes of the Club any real or personal property and any rights or 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 or otherwise dispose of the property of the Club or any part or parts thereof subject to the requirements of the Liquor Act and Registered Clubs Act.
 - (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 realize 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) To apply for and hold a club licence under the Liquor Act and to appoint a Secretary of the Club.
- (i) To obtain and hold any licence or permission 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.
- (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 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 object.
- (o) To hire, employ and dismiss secretaries, clerks, managers, employees, contractors and workers and to pay to them and to other persons in return for services rendered to the Club, salaries, wages, gratuities, pensions or other remuneration.
- (p) To amalgamate or affiliate with any other company or association having objects altogether or in part similar to those of the Club, and to take over the assets and liabilities of any such company or association by purchase, gift, amalgamation with or succession thereto or otherwise.
- (q) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (r) To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.

And it is hereby declared that in the interpretation of this Rule the meaning and effect of any object is not restricted by any other object and that each object is to 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.

- 11 The income and the property of the Club, howsoever 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 by way of profit to the members of the Club. Provided that nothing herein shall prevent the payment in good faith of interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club. Provided further that no member of the Board or of any committee shall be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee. Provided further that no remuneration shall be given by the Club to any member of the Board or of any committee; except that nothing herein shall be construed as preventing the payment of an honorarium in respect of special honorary services rendered or the

repayment of out-of-pocket expenses or payment of interest on money lent or hire of goods or rent for premises demised to the Club.

WINDING UP

- 12 The liability of the members of the Club is limited.
- 13 Each 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 or she is a member, or within one year thereafter for payment 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 of the contributories among themselves, such as may be required, not exceeding \$5.
- 14 If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to the Dubbo Sub- Branch of the Returned & Services League of Australia (New South Wales Branch) Incorporated, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

MEMBERSHIP

- 15 Deleted.
- 16 A majority of Full members of the Club must at all times have the right to vote at the election of the Board.
- 17 A person must not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member, Temporary member or Provisional member.
- 18 A person who is under the age of 18 years must not be admitted as a member of the Club other than as a Junior Sporting member.
- 19 The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of members of the Club and such other persons as the Board admits to membership in accordance with this Constitution are the members of the Club.
- 20 Unless and until otherwise determined by the Board, Ordinary membership of the Club consists of the following classes:
- (a) R.S.L. members; and
 - (b) Associate members;
 - (c) Junior Sporting members;
 - (d) Dubbo City Bowling Club members; and
 - (e) Wingham Services Club members.
- 21 The maximum number of members to be admitted to each class of membership may be determined by the Board from time to time, consistent with the requirements of the Registered Clubs Act and of this Constitution.
- 22 Each class of membership is open to both sexes.

ELIGIBILITY FOR ORDINARY MEMBERSHIP

- 23 The requirements for eligibility of persons for election to the following classes of Ordinary membership are:

(a) **R.S.L members**

Any person who is a financial ordinary member or financial associate member of the Dubbo Sub-Branch of the R.S.L and has made application for and is elected or transferred to R.S.L membership.

(b) **Associate members**

Any person who has attained the age of 18 years and is not eligible to be an R.S.L member and has made application for and is elected or transferred to Associate membership.

(c) **Junior Sporting members**

Any person who is under the age of 18 years and who satisfies the Board that he or she has an interest in taking an active part in the sporting activities of the Club on a regular basis, and from whose parent or guardian the Board receives written consent to that person becoming a Junior Sporting member of the Club and who, in the opinion of the Board, is suitable to be elected to Junior Sporting membership.

(d) **Dubbo City Bowling Club members**

Dubbo City Bowling Club members shall be those persons who are full members (as defined in the Registered Clubs Act) of the Dubbo City Bowling Club Limited and who are admitted to membership of the Club pursuant to Rule 34A for the purposes of the amalgamation between the Club and Dubbo Bowling Club Limited.

(e) **Wingham Services Club Members**

Wingham Services Club members shall be those persons who are full members (as defined in the Registered Clubs Act) and are not Junior members of Wingham District Memorial Services Club Ltd ABN 15 000 982 730 and who were admitted to membership of the Club pursuant to Rule 34A for the purposes of the amalgamation between the Club and Wingham District Memorial Services Club Ltd.

LIFE MEMBERS

- 24 (a) Any Ordinary member who has rendered outstanding service to the Club and has been nominated and seconded by an Ordinary member, may be elected to Life membership of the Club by resolution carried by a majority of those present and voting at a General Meeting, following the submission to such meeting of an appropriate recommendation from the Board.
- (b) A Life member is relieved from payment of any subscription of levies but has all the rights and privileges of Ordinary membership.

RIGHTS OF MEMBERS

- 25 Only Life members, financial R.S.L members, financial Associate members, financial Dubbo City Bowling Club members and financial Wingham Services Club members are entitled (subject to any further restriction in this Constitution):
- (a) to attend and to vote at all General Meetings (except that Associate members, Dubbo City Bowling Club members and Wingham Services Club members are not entitled to vote on any Special Resolution to alter or amend this Constitution);
- (b) to vote at the election of the Board; and
- (c) to be nominated for, elected to and hold office on the Board.
- 26 Each member who is entitled to vote has one vote.
- 27 (a) Junior Sporting members are entitled to those facilities and amenities of the Club as the Board may determine from time to time, but are not entitled to nominate persons for

membership, introduce guests to the Club or participate in the management of the Club in any way.

- (b) Junior Sporting members must use only those areas of the Club's premises in respect of which an authority has been granted pursuant to Section 22 of the Registered Clubs Act or in respect of which an approval has been granted pursuant to Section 22A of the Registered Clubs Act, and must not be served with or consume alcohol in the premises.
- (c) Junior Sporting members must pay such annual subscriptions as the Board may determine from time to time.

HONORARY MEMBERS

28 The following persons may be admitted as Honorary members of the Club in accordance with procedures established by the Board from time to time:

- (a) The Patron or Patrons for the time being of the Club;
- (b) Any prominent citizen or local dignitary visiting the Club;
- (c) Any person who produces evidence that he or she is a current or former member of the Australian Defence Force (as defined in the Registered Clubs Act).

29 (a) Honorary members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.

(b) Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.

(c) Honorary members who are not Full members of the Club shall be entitled only to social facilities and amenities of the Club as determined by the Board from time to time and to introduce guests into the Club but are not entitled to vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

(d) The Board or its authorized Officer has power to cancel the membership of any Honorary member without notice and without being required to give reason.

(e) When Honorary membership is conferred on any person, the following particulars must be entered in the Club's Register of Honorary members:

- (i) the name in full, or the surname and initials, of the Honorary member;
- (ii) the residential address of the Honorary member;
- (iii) the date on which the Honorary member is conferred;
- (iv) the date on which the Honorary membership is to cease.

TEMPORARY MEMBERS

30 The following persons may be admitted as Temporary members of the Club in accordance with procedures established by the Board from time to time:

(a) A person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's premises or such greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution;

(b) A full member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;

(c) A full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full member of the Club, attends on any day at the premises of the Club for the

purpose of participating in an organized sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;

- (d) An interstate or overseas visitor.
- 31
- (a) Temporary members are not required to pay an entrance fee or subscription.
 - (b) Temporary members are entitled only to those facilities and amenities of the Club as determined by the board from time to time and subject to Rule 49(i), to introduce guests into the Club, but are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
 - (c) Temporary members are not permitted to introduce guests into the Club.
 - (d) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the membership of any Temporary member at any time without notice and without being required to give reason.
 - (e) No person under the age of 18 years may be admitted as a Temporary member of the Club other than pursuant to Rule 30(c).
 - (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 30(c) first enters the Club's premises on any day, the following particulars must be entered in the Club's register of Temporary members:
 - (i) the name in full, or the surname and initials, of the Temporary member;
 - (ii) the residential address of the Temporary member;
 - (iii) the date on which Temporary membership is granted;
 - (iv) the signature of the Temporary member.

ELECTION OF MEMBERS

- 32 A person must not be admitted as a member of the Club, other than as a Life member, an Honorary member, Temporary member or Provisional member, unless that person is elected to membership at a meeting of the Board of a duly appointed election committee of the Club by a majority of the Board or election committee members present and voting, the names of those members present and voting at that meeting being recorded by the Secretary. The Board may reject any application for membership without assigning any reason for such rejection.
- 33
- (a) In respect of every application for membership made pursuant to this Constitution there must be completed a nomination form which must be in a form containing such particulars as are from time to time prescribed by the Board, including the full name and address of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club.
 - (b) The nomination form must be deposited at the Office and the Secretary must cause the name of the candidate to be displayed on the Club Notice Board or in some other conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a member of the Club, and an interval of at least 2 weeks must elapse between the proposal of a candidate for election and the candidate's election.
- 34
- (a) When a person has been elected to membership the Secretary must cause notice of such election to be given personally or promptly forwarded or posted to such person. Upon payment of the entrance fee (if any) and first subscription such person becomes a member of the Club, provided nevertheless that if such entrance fee and subscription is not paid within one month after the date of the notice of election to membership has been given to the person, the Board may at its discretion cancel its election of the person to membership of the Club.

- (b) A copy of this Constitution must be supplied to all new members and to other members on request being made to the Secretary on payment of any fee that may be prescribed by the Act or such lesser fee as determined by the Board.

ADMISSION OF MEMBERS PURSUANT TO AMALGAMATION

- 34A (a) Rules 32 to 34 inclusive shall not apply to a person who is admitted as a member of the Club pursuant to an amalgamation with another registered club and this Rule 34A.
- (b) A person shall be admitted as a member of the Club pursuant to an amalgamation if that person is a full member (as defined in the Registered Clubs Act) of a registered club which has amalgamated with the Club and has agreed to be a member of the Club pursuant to the amalgamation.
- (c) The agreement referred to in Rule 34A(b) must be:
- (i) in writing and to the effect that the person agrees to be a member of the Club and agrees to be bound by the Constitution and By-laws of the Club;
- (ii) in such form as approved by the Board from time to time.
- (d) Any person who completes and signs the agreement referred to in Rule 34A(c) and returns that agreement to the Club shall, after the procedure set out in Rule 33(b) has been followed, be entered in the Register of Members of the Club as a member and shall from the date of entry on the register be a member of the Club.
- (e) Whenever the Club, as the continuing club or parent club, completes an amalgamation with another registered club as the dissolving or child club (**Amalgamating Club**) under the Registered Clubs Act and Liquor Act, each full member (as defined by the Registered Clubs Act) of the Amalgamating Club who is admitted as a Full member of the Club pursuant to the amalgamation and whilst they continue to be a Full member of the Club, must for the purposes of section 17AC(2) of the Registered Clubs Act be identified in the Club's records by a descriptor chosen by the Board that identified them as a former member of the Amalgamating Club.

TRANSFER OF MEMBERSHIP

- 35 The Board, at its discretion, may on the written application of a member who has the qualifications for and wishes to become a member of a different class, transfer that member from any class of Ordinary membership to another class of Ordinary membership. Any member so transferred may receive a refund or reduction of any entrance fee (if any) or subscription paid or payable by the member for the then membership year, and may be required to pay the difference between the entrance fee (if any) and subscription applicable to that other class of membership and the member's present class of membership.

ABSENTEE LIST

- 36 The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member leaving or returning to the State of New South Wales or residing outside New South Wales. For the purpose of this Rule, the Australian Capital Territory is deemed to be within New South Wales. Such members shall be placed on an Absentee List.

PROVISIONAL MEMBERSHIP

- 37 (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

- (b) Should a person who is admitted as a Provisional member not be elected to membership of the Club that person shall cease to be a Provisional member of the Club and the entrance fee and subscription submitted with the nomination form must be immediately returned to that person.
- (c) Provisional members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the club or participate in the management, business and affairs of the Club in any way.
- (d) Nothing in this Constitution shall prevent an applicant for membership of the Club submitting with his or her application the appropriate membership subscription for the purpose of obtaining Provisional membership pursuant to this Rule.
- (e) The Secretary or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

- 38 Members subscription shall be paid annually in advance or, if the Board so directs and approves, for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution are as prescribed by the Board from time to time.
- 39 For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.
- 40 Any person who has not paid his or her joining fee, subscription, levy or other payment:
 - (a) by the due date shall cease to be entitled to the privileges of membership of the Club; and
 - (b) within one (1) month after the due date shall cease to be a member of the Club.
- 41 The Board has power to make charges and levies on Ordinary members for general or special purposes.

PATRONS

- 42 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 will (if not already a member or members of the Club) thereby be deemed to be Honorary members of the Club and subject to this Constitution will remain Honorary members while they remain Patrons.

ADDRESSES OF MEMBERS

- 43 A member must advise the Secretary of any changes in his or her address and contact details for the purposes of receiving notices of meeting.

REGISTERS OF MEMBERS AND GUESTS

- 44 The Club must keep the following registers:
 - (a) A register of persons who are Full members of the Club. This register must set forth the name in full and address of each Full member and, if the member is an Ordinary member, the date on which that member last paid the fee for membership of the Club.
 - (b) A register of persons who are Honorary members.
 - (c) A register of persons who are Temporary members.
 - (d) A register of persons of or above the age of 18 years who enter the premises of the Club as guests of members.

DISCIPLINARY PROCEEDINGS

- 45 If a member refuses or neglects to comply with any of the provisions of this Constitution or the By-laws thereof or be in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be in the opinion of the Board, guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board has the power to reprimand, suspend from all privileges of membership for such period as it considers fit, expel or accept the resignation of such member and to remove the person's name from the Register of members, provided that:
- (a) Such member must be notified of any charge against the member pursuant to this Rule by notice in writing to the member at least 7 clear days before the meeting of the Board at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge.
 - (b) The member charged must be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in his or her defence.
 - (c) The voting by the members of the Board will be in such manner as is decided by the Board, and no resolution by the Board to reprimand, suspend or expel a member is deemed to be passed unless at least a majority of the members of the Board present vote in favour of such resolution.
 - (d) If the member fails to attend such meeting the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.
 - (e) After the Board has considered all the evidence put against the member it must come to a decision as to the member's guilt or innocence in relation to the charge. Once it has decided the issue of guilt or innocence, the Board must inform the member prior to considering any penalty.
 - (f) The member charged must be given a further opportunity at the hearing to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty.
 - (g) Any decision of the Board at such hearing or any adjournment thereof is final and the Board is not required to assign any reason for its decision.
 - (h) In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Rule, the Board has the power to immediately suspend that member from all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to that member.
 - (i) The Secretary must not vote but may assist the Board in its deliberations.
- 46 Notwithstanding the generality of Rule 47, the following penalties will be imposed:
- (a) Any member who is guilty of introducing a person who is under the age of 18 years into an area of the Club's premises other than a dining area or a non-restricted area as prescribed by Section 22 of the Registered Clubs Act, or in respect of which an approval has been granted pursuant to Section 22A of the Registered Clubs Act, or in respect of which an authority under Section 23 of the Registered Clubs Act has been granted, may be suspended from membership of the Club for such period as the Board, in its discretion, may determine. During the period of suspension, the member will not be permitted to enter the Club as a guest of a member or as a Temporary member or Honorary member.
 - (b) Any member who is guilty of nominating or seconding any person who is under the age of 18 years for membership of the Club other than as a Junior Sporting member, may be suspended from membership of the Club for such period as the Board, in its discretion, may determine. During the period of suspension, the member will not be permitted to enter the Club as a guest of a member or as a Temporary member or Honorary member.

- (c) Any member who has made any statement on a nomination form for membership of the Club, whether in respect of that member or in respect of any other person, that is false in a material particular may be suspended from membership of the Club for such period as the Board, in its discretion, may determine. During the period of suspension, the member will not be permitted to enter the Club as a guest of a member or as a Temporary member or Honorary member.
- 47 (a) In addition to any powers under section 77 of the Liquor Act the Secretary or subject to Rule 47(e) an employee of the club may refuse to admit to the club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the club; or
 - (iii) whose presence on the premises of the club renders the club or the Secretary liable to a penalty under the Clubs Act Liquor Act or any other law;
 - (iv) who hawks, peddles or sells any goods on the premises of the club; or
 - (v) who uses, or has in his or her possession, while on the premises of the club any substance that the Secretary suspects of being a prohibited drug or plant;
 - (vi) who, within the meaning of the Smoke-Free Environment Act, smokes while on any part of the premises that is smoke-free;
 - (vii) whom the Club, under the conditions of its Club licence, by law or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to Rule 47(a), a person (including a member) has been refused admission to, or has been turned out of the premises of the club, the Secretary of the club or (subject to Rule 47(e)) an employee of the club, may at any subsequent time, refuse to admit that person into the premises of the club or may turn the person out, or cause the person to be turned out of the premises of the club.
- (c) Without limiting Rule 47(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 47(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- (d) Without limiting Rule 47(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 47(a)(i), the person must not:
- (i) remain in the vicinity of the Club; or
 - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- (e) Without limiting the provisions of section 77 of the Liquor Act the employee who under these Rules is entitled to exercise the powers set out in this Rule shall be:
- (i) in the absence of the Secretary from the premises of the club senior employee then on duty; and
 - (ii) Any employee authorised by the Secretary to exercise such power.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 48 (a) A member may at any time and with immediate effect resign from his or her membership of the Club by either giving notice in writing to the Secretary or by returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.
- (b) 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 entrance fee or

subscription or otherwise) upon and by reason of such cessation of membership forfeits all rights as a member of the Club, provided that such persons remains liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership and any other money due by that person at the date of cessation of that person's membership or for which that person is or may become liable under this Constitution.

GUESTS

- 49 (a) All members (other than Junior Sporting members) shall have the privilege of introducing guests to the Club. However, a Temporary member may introduce a guest only in accordance with Rule 49(h).
- (b) A member must not introduce guests more frequently or in a greater number than may for the time being be provided by By-law, and must not introduce any person as a guest who has been expelled from the Club who is currently suspended from membership or who has been refused admission to or been turned out of the Club.
- (c) Members are responsible for the conduct of any guest they may introduce to the Club.
- (d) The Board has power to make By-laws from time to time, not inconsistent with this Constitution or the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club.
- (e) A guest must at all times remain in the reasonable company of the member who countersigned the entry in the Register of guests in respect of that guest.
- (f) A guest must not remain on the Club's premises any longer than the member who countersigned the entry in the Register of guests in respect of that guest.
- (g) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
- (h) A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:
- (i) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and
 - (ii) who does not remain on the Club premises any longer than that Temporary member;
 - (iii) in relation to whom the member is a responsible adult (as defined in the Liquor Act).
- (i) On each occasion on any day on which a person of or above the age of 18 years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of guests:
- (i) the name in full, or the surname and initials of the given names, of the guest;
 - (ii) the residential address of the guest;
 - (iii) the date of that day;
 - (iv) the signature of that member,
- provided that if any entry in the Register of guests 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 the Club's premises on that day as the guest of that member.

THE BOARD

- 50 (a) The business and affairs of the Club and the custody and control of its funds and property is to be managed by a Board of Directors, consisting of seven (7) Directors.
- (b) The Officers of the Board are the President, two (2) Vice Presidents and four (4) Ordinary Members of the Board. The President, two (2) Vice Presidents and one (1) Ordinary Member of the Board must be Life members or RSL members. The remaining three (3) Ordinary Members of the Board must be Life members, Associate members, Dubbo City Bowling Club members or Wingham Services Club members.
- (c) Members shall only be entitled to nominate for election to the Board as a director and the President and two (2) Vice Presidents will be elected in accordance with Rule 52(e).
- 51 (a) The Board must be elected at an election at which a majority of the Full members of the Club are entitled to vote.
- (b) The Board shall be elected triennially in accordance with Rules 52 and 53 and Schedule 4 of the Registered Clubs Act and the first meeting under the Triennial Rule will be the Annual General Meeting held in 2020.

'Definitions

1 *In this Schedule -*

general meeting means a meeting of the members of the club at which members of the governing body are to be elected;

triennial rule means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

year means the period between successive general meetings.

2 *Repealed.*

First general meeting under triennial rule

- 3 (1) *The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.*
- (2) *The groups -*
- (a) *shall be determined by drawing lots; and*
- (b) *shall be as nearly as practicable equal in number; and*
- (c) *shall be designated as group 1, group 2 and group 3.*
- (3) *Unless otherwise disqualified, the members of the governing body -*
- (a) *in group 1 shall hold office for 1 year; and*
- (b) *in group 2 shall hold office for 2 years; and*
- (c) *in group 3 shall hold office for 3 years.*

Subsequent general meetings

- 4 *At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.*

Casual vacancies

- 5 (1) *A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.*
- (2) *The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.*

Re-election

6 *A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term. Revocation of triennial rule 7. If the triennial rule is revoked –*

- (a) *at a general meeting - all the members of the governing body cease to hold office; or*
- (b) *at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,*

and an election shall be held at the meeting to elect the members of the governing body.'

- (c) The members of the Board holding office as at the date of the Special Resolution adopting this Constitution shall, subject to this Constitution, 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.
- (d) A person must not be nominated for or elected to or hold office as a member of the Board unless he or she is a Life member, R.S.L member, Associate member, Dubbo City Bowling Club member, or Wingham Services Club member.
- (e) A member who, pursuant to this Constitution, is not a financial member or is currently under suspension is ineligible to be nominated for or elected to the Board or to any committee of the Club. Any office on a committee of the Club will be vacated whilst that member remains not financial or during the period of such suspension. However, if the member is not financial or is currently under suspension and is also currently a member of the Board, that member will remain as a member of the Board but perform only those duties as a member of the Board which are referred to in the Act.
- (f) A member who was an employee of the Club during the two (2) preceding calendar years shall not be eligible to stand for or be elected or appointed to the Board.
- (g) Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.
- (h) A member shall not be entitled to be elected or appointed to the Board if he or she does not have a Director Identification Number (unless exempted from doing so) on the proposed date of their election or appointment to the Board.

ELECTION OF THE BOARD

- 52 The election of members of the Board in accordance with the Triennial Rule must take place in the following manner:

- (a) Nominations for election of person who are Life members or R.S.L members must be made in writing and signed by 2 members who must be Life members or R.S.L members. Nominations for election of persons who are Associate members, Dubbo City Bowling Club members or Wingham Services Club members must be made in writing and signed by 2 members who must be Life members, R.S.L members or Associate members. The nominee must signify his or her consent to the nomination in writing.
- (b) Nominations must close not later than 14 days prior to the holding of the Annual General Meeting.
- (c) Immediately after the closing of nominations, the Secretary must cause the names of the candidates and their proposers to be posted on the Club Notice Board.
- (d) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.
- (e) The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly.
- (f) The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board.
- (g) A nomination can be withdrawn:
 - (i) By the nominee at any time prior to the commencement of voting; and
 - (ii) By the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board. An eligible member may be nominated for more than one office.
- (h) If the full number of candidates for election to the Board is not nominated as prescribed, additional nominations may with the consent of the nominee or nominees be made at the Annual General Meeting. If there be more than the required number nominated, an election by ballot must take place, but if there only be the requisite number nominated, the Returning Officer must declare those nominated duly elected.
- (i) As soon as reasonably practicable after an Annual General Meeting, the elected directors shall elect a President and two (2) Vice Presidents from amongst their number. The directors elected to those positions shall, subject to this Constitution, hold office until the conclusion of the next Annual General Meeting. If, for any reason, any of those positions are vacated, the Board may elect another director to the vacancy and the director so elected shall hold office until the conclusion of the next Annual General Meeting

53 An election by ballot of the members of the Board in accordance with the Triennial Rule may be conducted in such a manner as may be determined by the Board and is consistent with this Constitution.

POWERS OF THE BOARD

54 The Board is responsible for the management of the business and affairs of the Club.

55 The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorized to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any regulations not being inconsistent with this Constitution from time to time made by the Club in General Meeting, provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:

- (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such member or members of the Board or such Full members of the Club as

it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President or his or her nominee, who shall be a member of the Board, shall have the right to be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman shall have a second or casting vote. The meetings and proceedings of any committee consisting of 2 or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule or by any regulation made by the Board pursuant to this Rule.

- (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 well-being of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:
 - (i) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
 - (ii) the general management and control of the trading activities of the Club;
 - (iii) the management and control of the Club's premises;
 - (iv) the management and control of the Club's sports and recreations and the dress rules pertaining thereto;
 - (v) the upkeep and control of the Club's facilities and grounds;
 - (vi) the management and control of all competitions;
 - (vii) the conduct of members and guest of members;
 - (viii) the privileges to be enjoyed by each class of member;
 - (ix) the relationship between members and the Club's employees;
 - (x) and generally all such matters as are commonly the subject matter of Club Rules or By-laws or which are not reserved either under the Act, the Registered Clubs Act, this Constitution or the By-laws for decision by the Club in General Meeting.
- (c) To enforce the observance of all By-laws by suspension from enjoyment of any or all privileges of membership or otherwise as it thinks fit.
- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorized to acquire at such price and generally on such terms and conditions as it thinks fit.
- (e) To secure the fulfillment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as it thinks fit.
- (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its Officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.

- (h) To invest and deal with any of the money of the Club not immediately required for the objects of the Club upon such securities and in such manner as it thinks fit and from time to time to vary or realise such investments.
- (i) To borrow or secure the payment of any sum or sums of money for the objects of the Club and raise or secure the payment of such sum or sums from time to time and in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon or over all or any part of the Club's property both present and future or not so charged, or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (j) To sell, exchange or otherwise dispose of any land, building, furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and to lease any property of the Club, subject to the Registered Clubs Act and Liquor Act.
- (k)
 - (i) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.
 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay salary, emoluments or other remuneration and to determine with or without compensation any contract of service or for service or otherwise.
- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (m) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections and committees, and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections and committees or any of them, and from time to time to prepare or approve and amend By-laws for the control and regulation of such sections and committees and the conduct and activities thereof and also to terminate and dissolve any such sections or committees or to reconstitute the same on a similar or different basis.
- (n) To set the entrance fees, subscriptions and other fees, charges and levies payable by members.
- (o) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises.
- (p) To recommend the amount of honorarium payable to any person in respect of his or her services rendered to the Club and subject to approval by a General Meeting to pay such honorarium.
- (q) To repay out-of-pocket expenses incurred by any member of the Board or any other person in the course of carrying out his or her duties for the Club.

BY-LAWS

- 56 Any By-law made under this Constitution shall come into force and has the full authority of a By-law of the Club on being posted upon on the Club Notice Board.

SECTIONS AND COMMITTEES

- 57 The Board may permit any section created under this Constitution to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in New South Wales (or the relevant State) or Australia on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club, capitation fees to any such controlling body or as required by such body.
- 58 A person is ineligible to be a member of any section or committee created under this Constitution unless he or she is a financial member of the Club.
- 59 The Board may empower any section or committee created under this Constitution to open and operate an account in the name of the section in such bank or financial institution as the Board may from time to time approve, provided that the persons eligible to operate upon any such account must be approved by the Board which from time to time may remove and replace such persons or any of them.
- 60 Subject to the absolute control and supervision of the Board, each such section or committee created under this Constitution shall manage its own affairs but must make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the section or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.
- 61 Subject to this Rule, the constitutions and rules or by-laws of each such section created under this Constitution may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose, provided that no amendment proposed to and approved by the meeting of the members of the section shall have effect unless and until it has been approved by resolution of the Board.
- 62 Any disciplinary action which is taken by a section or committee created under this Constitution in respect of any member of such section or committee must at once be reported to the Board together with the reasons for such action and with a recommendation as to further action (if any) to be taken by the Board.

PROCEEDINGS OF THE BOARD

- 63 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 per quarter (as defined in the Registered Clubs Act) for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board must be entered in a Minute book provided for that purpose.
- 64 The President shall preside as Chairman at every meeting of the Board. If the President is not present or is unwilling or unable to act, then a Vice-President shall act as Chairman. If a Vice-President is not present or is unwilling or unable to act, then the members of the Board present may elect their own Chairman.
- 65 The quorum for meetings of the Board is four (4) members of the Board.
- 66 The President at any time may convene a meeting of the Board and the Secretary upon the request of not less than 3 members of the Board must convene a meeting of the Board.
- 67 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed to be a determination of the Board. The Chairman of any meeting of the Board shall have a second or casting vote.
- 68 All acts done by any meeting of the Board 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, is 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 identical wording each signed by one or more members of the Board. In addition to this, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and each director agrees to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends his or her reply email agreeing to the proposed resolution.

69A A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

MATERIAL PERSONAL INTERESTS OF DIRECTORS

- 70 (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge declare the nature of the interest at a meeting of the Board and comply with Rule 70(b).
- (b) Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (i) must not vote on the matter; and
 - (ii) must not be present while the matter is being considered at the meeting.

REGISTERED CLUBS ACCOUNTABILITY CODE

- 70A (a) The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Rules 70B to 70K inclusive.
- (b) For the purposes of Rules 70B to 70K inclusive the terms 'close relative', 'controlling interest', 'manager', 'pecuniary interest' and 'top executive' shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

CONTRACTS WITH TOP EXECUTIVES

- 70B (a) The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- (i) the top executive's terms of employment; and
 - (ii) the roles and responsibilities of the top executive;
 - (iii) the remuneration (including fees for service) of the top executive;
 - (iv) the termination of the top executive's employment.
- (b) Contracts of employment with top executives:
- (i) will not have any effect until they are approved by the Board; and
 - (ii) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

- 70C (a) The Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (b) A 'pecuniary interest' in a company for the purposes of Rule 70C(a) does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY AND MANAGERS

- 70D Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
- (a) the Secretary or a manager; or
 - (b) any close relative of the Secretary or a manager;
 - (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

LOANS TO DIRECTORS AND EMPLOYEES

- 70E The Club must not:
- (a) lend money to a director of the Club; and
 - (b) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES

- 70F
- (a) A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
 - (b) If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

- 70G A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
 - (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
 - (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
 - (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.
- 70H The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 70G.

TRAINING DISCLOSURES

- 70I The Club must make available to members:
- (a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
 - (b) the reasons for any exemption of any director, the Secretary and any manager of the Club from the training prescribed by the Registered Clubs Regulation.

- 70J The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

PROVISION OF INFORMATION TO MEMBERS

- 70K The Club must:
- (a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates; and
 - (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

VACANCIES ON THE BOARD

- 71 Subject to the provisions of this Constitution, the members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given, remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution or ordinary resolutions appoint another person or persons in his or her or their place. Any person so appointed shall hold office during such time only as the person in whose place he or she is appointed would have held the same if he or she had not been so removed.

- 72 The office of a member of the Board is immediately vacated if that person:

- (a) fails to complete the mandatory training requirements for directors referred to in Rule 51(g) within the prescribed period (unless exempted);
- (b) is disqualified for any reason referred to in Section 206B of the Act;
- (c) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under law relating to mental health;
- (d) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board.
- (e) by notice in writing given to the Secretary resigns from office;
- (f) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act;
- (g) becomes an employee of the Club;
- (h) ceases to be a member of the Club;
- (i) was not eligible to nominate for or be elected or appointed to the Board;
- (j) does not hold or ceases to hold a Director Identification Number (unless exempted from doing so).

- 73 The Board has the power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The member so appointed shall hold office only until the conclusion of the next Annual General Meeting.

- 74 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 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.

GENERAL MEETINGS

- 75 A General Meeting called the Annual General Meeting must be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of

the end of the Club's financial year. All general meetings other than the Annual General Meetings shall be called General Meetings.

- 76 The Board may whenever it thinks fit convene a General Meeting and it must, on the request of not less than 5% of members of the Club having the date of the deposit of the request at the Office a right to vote at General Meetings of the Club, within 21 days proceed to convene a General Meeting to be held as soon as practicable, but in any case not later than 2 months after the deposit of the request and in the case of such request the following provisions will have effect:
- (a) The request must state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office and may consist of several documents in identical wording each signed by one or more of those members.
 - (b) If the Board does not within 21 days from the date of the request being so deposited duly proceed to convene the meeting, the members who made the request or any of them representing more than 50% of the members who made the request may themselves convene the meeting but any meeting so convened must not be held after the expiration of 3 months from the date of such deposit.
 - (c) In the case of a meeting at which a resolution is to be proposed as a Special Resolution the Board will be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.
 - (d) Any meeting convened under this Rule by the members must be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
 - (e) Any reasonable expenses incurred by the members in convening any meeting under this Rule must be repaid to the members by the Club.
- 77 Subject to the provisions of the Act relating to Special Resolutions, at least 21 days notice specifying the place, day and hour of a General Meeting and in the case of special business the general nature of that business must be given in the manner provided by this Constitution to all members entitled to attend and vote at General Meetings of the Club, but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

QUORUM FOR GENERAL MEETINGS

- 78 No business shall be transacted at any General Meeting unless a Quorum of Members is present at the time when the Meeting proceeds to business. A Quorum at a General Meeting convened on the request of Members is not less than 100 Full Members present and entitled to vote, and at all other General Meetings and at all Annual General Meetings is not less than thirty (30) Full Members present and entitled to vote.
- 79 If within 15 minutes from the time appointed for any General Meeting a quorum is not present, the meeting if convened upon the request of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine but such period must be less than one month. If at such adjourned General Meeting a quorum is not present, the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

PROCEEDINGS AT GENERAL MEETINGS

- 80 The business of any Annual General Meeting is to receive and consider the reports prescribed by Section 317 of the Act and to elect in the manner provided in this Constitution the members of the Board in accordance with the Triennial Rule, and subject to the Act, to appoint an Auditor or Auditors.
- 81 The President is entitled to take the Chair at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then a Vice-President shall act as Chairman. If a Vice-President is not present

within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the members of the Club present shall elect a member of the Board or one of their number to be Chairman of the meeting.

- 82 Every question submitted to a General Meeting shall be decided by a show of hands (unless a poll is demanded by the Chairman or by not less than 5 members) and in the case of an equality of votes whether on show of hands or on a poll the Chairman of the meeting shall have a second or casting vote.
- 83 Voting by proxy is not allowed:
- (a) at any election of the Board;
 - (b) at any meeting of the Board or of a committee of the Club; or
 - (c) at any General Meeting
- 84 At any General Meeting (unless a poll is demanded), a declaration by the Chairman 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, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 85 (a) If a poll is demanded it must be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman directs and the result of the poll will be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of the Chairman or on a question of adjournment must be taken immediately.
- (b) A demand for a poll may be withdrawn.
- 86 The Chairman of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place 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 must for all purposes be treated as having been passed on the date when it was in fact passed and must not be deemed to have been passed on any earlier date. It is not necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for one month or more, when notice of the adjourned meeting must be given as in the case of an original meeting.
- 86A The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.
- 86B The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.
- 86C If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.
- 86D The Club may record general meetings (including Annual General Meetings) using audio and/or visual technology but members are not permitted to do so.
- 86E The Board may authorise persons other than members to attend and speak at a general meeting but those persons shall not be entitled to vote at general meetings.
- 87 Minutes of all resolutions and proceedings at General Meetings must be entered within one month of the meeting in a book provided for that purpose and any such Minutes must 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.

- 88 The Board must 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.
- 89 The books of account must be kept at the Office or at such other place as the Board thinks fit. The Club must 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, the Registered Clubs Act or any other Act to inspect such records.
- 90 (a) The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.
- (b) In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of December immediately prior to the Annual General Meeting:
- (i) the financial report of the Club; and
 - (ii) the directors' report;
 - (iii) the auditors' report on the financial report.
- 91 The financial year of the Club shall commence on the first day of January and end on the last day of December in each year or, subject to the Act, be for such other period as the Board may determine.
- 92 Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

SECRETARY

- 93 The Board must appoint one but not more than one Secretary who shall be the Chief Executive Officer of the Club.

EXECUTION OF DOCUMENTS

- 94 The Board must provide for the safe custody of the Seal.
- 95 (a) The Club may execute a document (including a deed) with the Seal by fixing of the Seal witnessed by:
- (i) two members of the Board; or
 - (ii) one member of the Board and the Secretary.
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) 2 members of the Board; or
 - (ii) one member of the Board and the Secretary.
- 96 The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

NOTICES

- 97 A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending the notice by post to the address of the member; or

- (c) by sending the notice to the facsimile number or electronic address (if any) of the member.
- (d) by notifying the member in accordance with Rule 97A (in the case of notices of general meetings (including Annual General Meetings) only).

97A If the member nominates:

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

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

- (c) that the notice of meeting is available; and
- (d) how the member may use the nominated access means to access the notice of meeting.

98 Where a notice is personally given to a member in accordance with Rule 97(a), the notice is received on the day the member is given the notice.

98A Where a notice is sent to a member in accordance with Rules 97(b) and 97(c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.

98B Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Rules 97(d) and 98, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.

INDEMNITY TO OFFICERS

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

READING OF CONSTITUTION

100 This Constitution must be read and construed subject to the provisions of the Act and the Registered Clubs Act, and to the extent that any of the provisions in this Constitution are inconsistent therewith and might prevent the Club being registered under the said Acts, those provisions will be inoperative and have no effect.

AMENDMENTS TO CONSTITUTION

101 This Constitution may be altered or amended only by a resolution passed by three quarters majority of Life members and financial R.S.L members who are present and voting at a General Meeting, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with the Act.

MEETINGS AND VOTING

- 102 In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):
 - (a) distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means, and/or

- (b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
- (c) allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.

103 If there is any inconsistency between Rule 102 and any other provision of this Constitution, Rule 102 shall prevail to the extent of that inconsistency.