



**ROYAL AUTOMOBILE CLUB OF AUSTRALIA  
INCORPORATING IMPERIAL SERVICE CLUB**

**CONSTITUTION OF  
THE ROYAL AUTOMOBILE CLUB OF AUSTRALIA  
INCORPORATING IMPERIAL SERVICE CLUB LIMITED**

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**(ACN 000 016 044)**

AS APPROVED BY MEMBERS AT THE CLUB'S AGM ON 22 OCTOBER 2020

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## TABLE OF CONTENTS

<b>RULE</b>		<b>PAGE</b>
1.	NAME OF COMPANY .....	1
2.	PRELIMINARY .....	1
3.	DEFINITIONS .....	1
4.	OBJECTIVES OF THE CLUB .....	3
5.	LIMITED LIABILITY .....	3
6.	MEMBERS' GUARANTEE .....	3
7.	APPLICATION OF PROPERTY ON DISSOLUTION .....	4
8.	PROPERTY AND INCOME OF THE CLUB .....	4
9.	LIQUOR .....	5
10.	MEMBERSHIP .....	5
11.	TRANSFER BETWEEN CLASSES OF MEMBERSHIP .....	13
12.	ADMISSION TO MEMBERSHIP .....	14
13.	APPLICATION FOR MEMBERSHIP .....	14
14.	JOINING FEES, ANNUAL SUBSCRIPTIONS, PREPAID MINIMUM SPEND PAYMENTS, HOUSE ACCOUNTS, AND LEVIES .....	15
15.	REGISTERS OF MEMBERS AND GUESTS .....	16
16.	MEMBERS' CHANGE OF ADDRESS .....	17
17.	REMOVAL OF PERSONS FROM THE CLUB PREMISES .....	17
18.	CESSATION OF MEMBERSHIP .....	18
19.	DISCIPLINING OF MEMBERS .....	19
20.	GUESTS .....	20
21.	PATRONS .....	21
22.	BOARD OF DIRECTORS .....	21
23.	ELECTION OF DIRECTORS AND FORMATION OF THE BOARD .....	21
24.	POWERS OF THE BOARD .....	26
25.	BOARD MEETINGS .....	29
26.	DECLARATIONS OF INTERESTS BY DIRECTORS .....	30
27.	CONTRACTS WITH DIRECTORS .....	31
28.	REMOVAL FROM OFFICE OF DIRECTORS .....	31
29.	VACATION OF OFFICE OF DIRECTOR .....	32
30.	REMUNERATION OF DIRECTORS .....	32
31.	GENERAL MEETINGS .....	33
32.	MINUTES .....	38
33.	ACCOUNTS AND REPORTING TO MEMBERS .....	39
34.	AUDITORS .....	39
35.	SECRETARY .....	39
36.	EXECUTION OF DOCUMENTS .....	40
37.	NOTICES .....	41
38.	INDEMNITY TO OFFICERS AND INSURANCE .....	41
39.	INTERPRETATION .....	42
40.	AMENDMENT .....	43

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# Constitution

## 1. NAME OF COMPANY

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- 1.1 The name of the Company is The Royal Automobile Club of Australia Incorporating Imperial Service Club Limited.

## 2. PRELIMINARY

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- 2.1 The Company is a non-proprietary company limited by guarantee.
- 2.2 The Company is established for the purposes set out in this Constitution.
- 2.3 Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.
- 2.4 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary, and if requested by the Secretary from that member, on payment of any fee that may be prescribed by the Act.
- 2.5 A decision of the Board on the construction or interpretation of this Constitution or on any By-Laws or other Rules of the Club is conclusive and binding on all members, subject to that decision being varied by the members in general meeting or by the Supreme Court of New South Wales.

## 3. DEFINITIONS

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- 3.1 In this Constitution unless there be something in the subject or context inconsistent therewith:
- (a) **“Act”** means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation..
  - (b) **“Affiliated Club”** means another club or association with which the Club has agreed in writing to give reciprocal rights to members or certain classes of members.
  - (c) **“Annual Subscription”** means the amount a member, other than an Honorary, Honorary Life, Life Subscription, Reciprocal or Temporary member shall be required to pay to maintain his or her membership of the Club.
  - (d) **“Board” and “Board of Directors”** mean those members elected or appointed to and comprising the Board of the Club.
  - (e) **“By-Laws”** means the by-laws made in accordance with this Constitution.
  - (f) **“Club”** means The Royal Automobile Club of Australia Incorporating Imperial Service Club Limited ACN 000 016 044.
  - (g) **“Club Interest Group”** means any member interest group that is or has been established by the Board.

- (h) **“Club Notice Board”** means a board designated as such and located in a conspicuous place on level 3 within the Club premises on which notices for the information of members are posted.
- (i) **“Constitution”** means this Constitution.
- (j) **“Director”** means a member elected or appointed to the Board.
- (k) **“Effective Date”** means the date on which this Constitution was adopted by the members in general meeting.
- (l) **“House Account”** means the account established by the Club in the name of a member that records the amount of the member’s Prepaid Minimum Spend, the value of services provided by the Club for the member, and the member’s payments for those services.
- (m) **“Levy”** means any levy on members determined by the Board.
- (n) **“Liquor Act”** means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.
- (o) **“Member”** means any person who is a member of the Club in one of the categories of membership referred to in Rule 10.4.
- (p) **“Month”** means calendar month except where otherwise provided in this Constitution.
- (q) **“Office”** means the general administrative office of the Club.
- (r) **“Prepaid Minimum Spend”** means the amount determined from time to time by the Board that a member other than an Honorary, Overseas, Reciprocal or Temporary member shall be required to pay in advance for services provided by the Club.
- (s) **“Registered Clubs Act”** means the Registered Clubs Act 1976 and any regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.
- (t) **“Rules”** means the rules comprising this Constitution.
- (u) **“Secretary”** includes an Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.
- (v) **“Special Resolution”** has the meaning assigned thereto by the Act. To be passed, a Special Resolution must receive at least seventy five

percent (75%) of the votes cast by members eligible to vote on the Special Resolution.

3.2 The singular includes the plural and vice versa.

3.3 The masculine gender includes the feminine gender and vice versa.

3.4 A person includes a body corporate.

#### **4. OBJECTIVES OF THE CLUB**

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4.1 The objectives of the Club are:

- (a) to encourage and maintain an active interest in motoring in Australia.
- (b) to promote social interaction and entertainment among its members and reciprocal relations with kindred institutions.
- (c) to maintain and conduct a club of a non-political character for the accommodation, entertainment and comfort of its members and their guests and to provide a clubhouse and other conveniences and generally to afford to members and their guests all the usual rights, privileges, conveniences and accommodation of a social club.
- (d) to hold a club licence under the Liquor Act and any other permits, licences or entitlements necessary or desirable for the conduct of the Club and for such purpose or purposes to appoint a Secretary who shall be the Chief Executive Officer of the Club.
- (e) to do all such other lawful things as are incidental or conducive to the attainment of any or all of the above objectives.

#### **5. LIMITED LIABILITY**

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The liability of the members is limited.

#### **6. MEMBERS' GUARANTEE**

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6.1 Each member other than an Honorary Member undertakes to contribute an amount not exceeding twenty dollars (\$20.00) if the Club is wound up:

- (a) while he or she is a member of the Club; or
- (b) within one year of the date that he or she ceases to be a member.

6.2 The contribution referred to in Rule 6 shall be for the:

- (a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
- (b) costs, charges and expenses of winding up.

## **7. APPLICATION OF PROPERTY ON DISSOLUTION**

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- 7.1 If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remaining shall:
- (a) not be transferred, paid to or distributed among the members;
  - (b) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.
- 7.2 The institution or institutions referred to in Rule 7.1(b) shall be determined by:
- (a) the members of the Club in general meeting by ordinary resolution at or before the time of dissolution, or in default thereof;
  - (b) the Supreme Court of New South Wales.

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

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- 8.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club 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.
- 8.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club, shall not be entitled to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every member of the Club.
- 8.3 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 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.
- 8.4 A director shall not hold or be appointed or elected to any office of the Club that is paid by salary or wages or any similar basis of remuneration.
- 8.5 Subject to Rule 30.1 nothing in this Constitution shall prevent the payment by the Club:
- (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
  - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered to the Club;
  - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts in respect of any money lent by a member to the Club;

- (d) of reasonable and proper rent for premises demised or let by any member to the Club.

## **9. LIQUOR**

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- 9.1 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. This Rule 9 does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- 9.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- 9.3 The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

## **10. MEMBERSHIP**

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- 10.1 The members of the Club are those persons the Board admits to membership in accordance with this Constitution.
- 10.2 The number of members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
- 10.3 No person under the age of eighteen (18) years shall be admitted as a member of the Club.
- 10.4 As from the Effective Date persons may become or apply to become members of the Club in the following categories. Additional categories may be created or existing categories removed by a resolution of members in general meeting.
- (a) Associate members;
  - (b) Concessional members;
  - (c) Corporate members;
  - (d) Country members;
  - (e) Defence Force members;
  - (f) Emergency Services members;
  - (g) Honorary members;
  - (h) Honorary Life members;
  - (i) Interstate members;
  - (j) Overseas members;
  - (k) Reciprocal members;

- (l) Temporary members;
  - (m) Town members;
  - (n) Under 40's Members;
  - (o) Young Executive members.
- 10.5 Any person who on the Effective Date was a Serving Defence member or Retired Defence member shall be deemed to be a Defence Force member.
- 10.6 Subject to Rule 10.4, any person who on the Effective Date was a member of the Club in any category not referred in Rule 10.4 shall remain in his or her membership category with the rights and privileges applicable to that category as may be determined by the Board from time to time. To expressly make it clear all Lady Members no matter their category have the following rights:
- (a) have and retain a right to attend and vote at general meetings including Annual General Meetings of the Club;
  - (b) attend and vote at general meetings including Annual General Meetings of the Club;
  - (c) subject to Rule 22.5, nominate for and be elected to hold office on the Board;
  - (d) vote in the election of the Board;
  - (e) propose or second an eligible person for membership of the Club;
  - (f) propose, second, or nominate any eligible member for any office of the Club;
  - (g) propose, second or nominate any eligible member for Honorary Life membership; and
  - (h) introduce guests to the Club.
- 10.7 Associate members, Country members, Defence Force members, Emergency Services members, Interstate members, Town members, Under 40's members and Young Executive members shall be entitled to the following rights and privileges:
- (a) such rights and privileges of the Club as may be determined by the Board from time to time;
  - (b) attend and vote at general meetings including Annual General Meetings of the Club;
  - (c) subject to Rule 22.5, nominate for and be elected to hold office on the Board;
  - (d) vote in the election of the Board;
  - (f) propose or second an eligible person for membership of the Club;



- (g) propose, second, or nominate any eligible member for any office of the Club;
- (h) propose, second or nominate any eligible member for Honorary Life membership;
- (i) introduce guests to the Club.

### **Associate Members**

10.8 Associate members shall be persons who:

- (a) have attained the age of eighteen (18) years;
- (b) when applying for associate membership are the partner, or a child aged less than 30, of an existing member;
- (c) are elected as Associate members of the Club.

10.9 Associate members are entitled to:

- (a) continue as an Associate member after their partner's death, or
- (b) where the Associate member is the child of an existing member, continue as an Associate member until he or she has attained the age of 30 years.

Upon attaining the age of 30 years the Associate member shall then be required to apply to the Board under Rule 11 for an appropriate reclassification and transfer of his or her membership.

- (c) the rights and privileges set out in Rule 10.7.

10.10 Associate members are not, unless paragraph 10.9(b) applies, entitled to remain an Associate member after their partner or parent ceases to be a member of the Club.

### **Concessional Members**

10.11 A member who by reason of financial hardship is not reasonably able to pay his or her Annual Subscription, Prepaid Minimum Spend payment or levy may apply to the Board in writing to become a Concessional member. The Board shall consider the application as soon as practicable and shall have the power in accordance with Rule 11 to approve or reject the application on such terms, and for such period, as the Board considers appropriate.

10.12 If approved, Concessional membership shall begin from the date the Board approves the application.

10.13 Subject to any terms imposed under Rule 10.11 a Concessional member shall retain all the rights, privileges, conveniences and obligations relating to his or her former membership category, but is relieved from payment of that part of his or her Annual Subscription, Prepaid Minimum Spend Payment or levy as the Board may determine, subject to the minimum annual subscription prescribed by the Registered Clubs Act from time to time.

## **Corporate Members**

- 10.14 Corporate members shall be persons who:
- (a) have attained the age of eighteen (18) years;
  - (b) are nominated for membership by a corporation which has entered into a corporate membership agreement with the Club (the Principal Corporate Entity);
  - (c) are elected as Corporate members of the Club.
- 10.15 Corporate members are entitled to:
- (a) such rights and privileges of the Club as may be determined by the Board from time to time;
  - (b) attend general meetings including Annual General Meetings of the Club;
  - (c) propose or second an eligible person for membership of the Club;
  - (d) introduce guests to the Club.
- 10.16 Only one Corporate member nominated by the Principal Corporate Entity shall be entitled to:
- (a) vote at general meetings including Annual General Meetings of the Club;
  - (b) subject to Rule 22.5, nominate for and be elected to hold office on the Board;
  - (c) vote in the election of the Board;
  - (d) propose, second, or nominate any eligible member for any office of the Club;
  - (e) propose, second or nominate any eligible member for Honorary Life membership.
- 10.17 A Corporate member automatically ceases to be a member of the Club if:
- (a) the Principal Corporate Entity withdraws the Corporate member's nomination for Corporate membership of the Club;
  - (b) the agreement between the Club and the Principal Corporate Entity terminates, expires or no longer has legal effect.

## **Country Members**

- 10.18 Country members shall be persons who:
- (a) have attained the age of eighteen (18) years;

- (b) permanently reside in Australia outside the area bounded by the City of Wollongong to the south, Katoomba to the west, and the City of Newcastle to the north;
- (c) are elected as Country members of the Club or were Interstate members at the Effective Date.

10.19 Country members are entitled to the rights and privileges set out in Rule 10.7.

#### **Defence Force Members**

10.20 Defence Force members shall be persons who:

- (a) have attained the age of eighteen (18) years;
- (b) satisfy the Board that they are or were a member of the Australian Defence Force or an allied or kindred Defence Force;
- (c) are elected as Defence Force members of the Club or were serving or retired defence members at the Effective Date.

10.21 Defence Force members are entitled to the rights and privileges set out in Rule 10.7.

#### **Emergency Services Members**

10.22 Emergency Services members shall be persons who:

- (a) have attained the age of eighteen (18) years;
- (b) satisfy the Board that they are or were an Emergency Services employee;
- (c) permanently reside in Australia;

10.23 Emergency Services members are entitled to the rights and privileges set out in Rule 10.7.

#### **Honorary Members**

10.24 The Board may invite and thereafter admit any of the following persons as Honorary members of the Club in accordance with procedures established by the Board from time to time:

- (a) the Governor General, the Governor of NSW, the Chief Justice of NSW, or a member of the NSW Parliament;
- (b) the Club's Patron or Patrons;
- (c) The President and/or Chief Executive Officer of the Royal Automobile Club of Australia;
- (d) Any other person nominated by the President or a Board member.

- 10.25 An Honorary Member is entitled to the social benefits of the Club only and shall not be required to pay a joining fee, Annual Subscription, Prepaid Minimum Spend payment or levy.
- 10.26 The Board may cancel the membership of an Honorary Member without notice and without giving any reason.

### **Honorary Life Members**

- 10.27 If in the opinion of the Board a member has rendered exceptional service to the Club over many years, the Board may nominate that person as an Honorary Life Member of the Club.
- 10.28 A person so nominated becomes an Honorary Life member on the nomination being approved by a resolution passed by a two-thirds majority of the members present and voting at a general meeting of the Club including an Annual General Meeting.
- 10.29 An Honorary Life member shall assume all the rights, privileges, conveniences and obligations of a Town member, but is relieved from payment of that part of his or her Annual Subscription as the Board may determine, subject to the minimum annual subscription prescribed by the Registered Clubs Act from time to time.

### **Interstate Members**

- 10.30 Interstate members shall be persons who:
- (a) have attained the age of eighteen (18) years;
  - (b) permanently reside in Australia and whose permanent place of residence is outside New South Wales and the Australian Capital Territory;
  - (c) are elected as Interstate members of the Club or were Interstate members at the Effective Date.
- 10.31 Interstate members are entitled to the rights and privileges set out in Rule 10.7.

### **Overseas Members**

- 10.32 Overseas members shall be persons who:
- (a) are existing members of the Club;
  - (b) permanently reside outside of Australia;
  - (c) whose application to become an Overseas Member has been approved by the Board in accordance with Rule 11 of this Constitution.
- 10.33 Overseas members are entitled to:
- (a) such rights and privileges of the Club as may be determined by the Board from time to time;

- (b) attend and vote at general meetings including Annual General Meetings of the Club;
  - (c) vote in the election of the Board;
  - (d) propose or second an eligible person for membership of the Club;
  - (e) propose, second, or nominate any eligible member for any office of the Club;
  - (f) propose, second or nominate any eligible member for Honorary Life membership.
  - (g) introduce guests to the Club when visiting the Club premises.
- 10.34 Overseas members are not entitled to nominate for and be elected to hold office on the Board.
- 10.35 Overseas members shall be relieved from payment of Prepaid Minimum Spend payments.

### **Reciprocal Members**

- 10.36 Reciprocal members shall be persons who;
- (a) have attained the age of eighteen (18) years;
  - (b) are a member of an Affiliated Club;
  - (c) are admitted as Reciprocal members of the Club in accordance with the agreement made with an Affiliated Club.
- 10.37 Reciprocal members are entitled to:
- (a) such rights and privileges of the Club as may be determined by the Board from time to time; and
  - (b) introduce guests to the Club when visiting the Club premises.
- 10.38 A reciprocal member automatically ceases to be a member of the Club if:
- (a) the Reciprocal member ceases to be a member of an Affiliated Club;
  - (b) the Club terminates its agreement with the Reciprocal member's Affiliated Club.

### **Temporary Members**

- 10.39 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may

be prescribed by the Registered Clubs Act or such other greater distance as may be determined from time to time by the Board.

- (b) A full member (as defined in the Registered Clubs Act) of any registered club which has objects similar to those of the Club.
- (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
- (d) Any interstate or overseas visitor who is not a Reciprocal member.
- (e) Temporary members shall not be required to pay a joining fee, annual subscription, minimum spend payment, or levy.

10.40 Temporary members:

- (a) Are entitled to such rights and privileges of the Club as may be determined by the Board from time to time;
- (b) Shall not be required to pay a joining fee, annual subscription, minimum spend payment, or levy;
- (c) Subject to Rule 20.12, cannot introduce guests to the Club.

10.41 The following particulars must be entered in the register of Temporary members when a Temporary member first enters the Club premises:

- (a) The full name and residential address of the Temporary member;
- (b) The date on which temporary membership is granted; and
- (c) The signature of the temporary member.

10.42 The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason.

### **Town Members**

10.43 Town members shall be persons who:

- (a) have attained the age of eighteen (18) years;
- (b) permanently reside within the area bounded by the City of Wollongong to the south, Katoomba to the west, and the City of Newcastle to the north;
- (c) are elected as Town members of the Club.

10.44 Town members are entitled to the rights and privileges set out in Rule 10.7.

## **Under 40's Members**

- 10.45 Under 40's members shall be persons who:
- (a) have attained the age of eighteen (18) years but have not attained the age of forty (40) years;
  - (b) permanently reside in Australia;
  - (c) are elected as Under 40's members of the Club.
- 10.46 Under 40's members are entitled to the rights and privileges set out in Rule 10.7.
- 10.47 Upon attaining the age of 40 years an Under 40's member shall be required to apply to the Board under Rule 11 for an appropriate reclassification and transfer of his or her membership.

## **Young Executive Members**

- 10.48 Young Executive members shall be persons who:
- (a) have attained the age of eighteen (18) years but have not attained the age of thirty (30) years;
  - (b) permanently reside in Australia;
  - (c) are elected as Young Executive members of the Club.
- 10.49 Young Executive members are entitled to the rights and privileges set out in Rule 10.7.
- 10.50 Upon attaining the age of 30 years a Young Executive member shall be required to apply to the Board under Rule 11 for an appropriate reclassification and transfer of his or her membership.

## **11. TRANSFER BETWEEN CLASSES OF MEMBERSHIP**

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- 11.1 The Board has the power in its discretion on the application of any member other than a Temporary member to approve the transfer of that member to another category of membership.
- 11.2 Any application for transfer of membership pursuant to Rule 11.1 together with any additional subscription shall be deposited at the Office, and the Secretary shall cause the name, address and occupation of the applicant and details of the proposed transfer to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days.
- 11.3 If the Board does not approve a member's application for transfer of membership, the Secretary shall cause any additional subscription paid by that member to be returned to such member.
- 11.4 The Board shall have the power to transfer an Associate member, or a Young Executive member who has attained the age of thirty (30) years, to another category of membership of the Club for which the member has the necessary qualifications.

- 11.5 Subject to Rule 11.6, the Board has the power to transfer a member from their existing category of membership if, in the opinion of the Board, the member ceases to have the necessary qualifications for their existing category of membership.
- 11.6 A member shall be notified, by notice sent in accordance with Rule 37, at least seven (7) days before the meeting of the Board at which the resolution is to be considered of the Board's intention to transfer a member from their existing category of membership to another category of membership.

## **12. ADMISSION TO MEMBERSHIP**

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- 12.1 Any person other than an Honorary, Honorary Life, Overseas, Reciprocal, or Temporary Member shall not be admitted as a member of the Club unless that person is elected to membership by a resolution of the Board of the Club.
- 12.2 Membership of the Club commences from the date the Board resolves to admit that person as a member, subject to payment of the appropriate joining fee, Annual Subscription, and Prepaid Minimum Spend.
- 12.3 The Board must consider an application for membership as soon as practicable, but not less than 2 weeks after its receipt by the Secretary, and determine in its discretion the admission or rejection of the application.
- 12.4 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
- 12.5 The Board or election committee may reject any application for membership without giving a reason.

## **13. APPLICATION FOR MEMBERSHIP**

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- 13.1 Every application for membership of the Club shall be in writing in such form as the Board may prescribe from time to time and shall contain the following particulars:
- (a) the full name of the applicant;
  - (b) the email and residential address of the applicant;
  - (c) the date of birth of the applicant;
  - (d) the occupation of the applicant;
  - (e) evidence of identity such as a current driver's licence or a current passport held by the applicant, or such other form of identification as determined by the Board;
  - (f) a statement to the effect that the applicant agrees to be bound by the Constitution and By-Laws of the Club;
  - (g) a statement to the effect that the applicant consents to an authorised officer of the Club undertaking such credit and other reference checks as the Board may deem necessary;



- (h) such other particulars as may be prescribed by the Board from time to time; and
  - (i) payment of the appropriate joining fee, Annual Subscription, and Prepaid Minimum Spend.
- 13.2 Every applicant for membership shall be nominated by a proposer who is an existing Club member of at least 1 years' standing, or recommended for membership by the Secretary or such other person designated for this purpose by the Board.
- 13.3 Every application for membership shall be signed by the applicant and where applicable the proposer, and given by the applicant to the Secretary or an authorised officer of the Club together with:
  - (a) Payment of the appropriate joining fee, Annual Subscription, and Prepaid Minimum Spend;
  - (b) Evidence of identity such as a current driver's licence or a current passport held by the applicant, or such other form of identification as determined by the Board.
- 13.4 The Secretary or authorised officer of the Club to whom the application for membership is given shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification.
- 13.5 If the particulars of the applicant in the application and in the evidence of identification correspond, and the Secretary is otherwise satisfied that the application for membership should proceed, the Secretary will forthwith arrange for the full name, address and occupation of the applicant and where applicable the name and membership number of the proposer to be placed on the Club Notice Board and remain there for not less than seven (7) days.
- 13.6 An interval of at least fourteen (14) days shall elapse between the date the Secretary places details of a membership application on the Notice Board and the election of that person to membership of the Club.
- 13.7 If the Board does not approve an application for membership, the Secretary shall cause the Annual Subscription and Prepaid Minimum Spend paid by the applicant to be refunded.
- 13.8 If the Board approves an application for membership, the Secretary shall advise the member as soon as possible, issue and provide the member with a membership card, and open a House Account in his or her name.
- 13.9 A member must promptly notify the Secretary in writing of any change in his or her qualification to continue as a member of the Club or to remain within a membership category.

#### **14. JOINING FEES, ANNUAL SUBSCRIPTIONS, PREPAID MINIMUM SPEND PAYMENTS, HOUSE ACCOUNTS, AND LEVIES**

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- 14.1 The amount of joining fees, Annual Subscriptions, Prepaid Minimum Spend payments, and levies payable by members of the Club shall be determined by

the Board from time to time provided that the Annual Subscription shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.

- 14.2 Any person elected during the financial year of the Club to any class of membership shall pay such proportion of the Annual Subscription as may be determined by the Board from time to time provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
- 14.3 The Board may require a member other than an Honorary, Interstate, Overseas, Reciprocal or Temporary member to spend each year for services provided by the Club such amount as it determines from time to time (Prepaid Minimum Spend) as a condition of maintaining membership of the Club.
- 14.4 If any member does not spend his or her Prepaid Minimum Spend within the relevant period the unspent amount shall be forfeited by that member to the Club.
- 14.5 The Secretary shall open a House Account in the name of each newly admitted member to which the amount of that member's Prepaid Minimum Spend payment shall be credited. Details of all services provided by the Club to or for that member and their value shall also be recorded in that account.
- 14.6 The amount, method, frequency and due date for payment of joining fees, Annual Subscriptions, Prepaid Minimum Spend payments and levies, and the method and due date for payment of members' House Accounts, shall be determined by the Board from time to time.
- 14.7 The Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of his or her Annual Subscription, Prepaid Minimum Spend payment, House Account or levy.
- 14.8 Any member who has not paid his or her Annual Subscription, Prepaid Minimum Spend payment or levy by the due date shall, unless that member has come to an arrangement for payment with the Secretary, cease to be entitled to the rights, privileges and conveniences of membership of the Club and by resolution of the Board may be removed from the register of members of the Club. Upon payment of all monies outstanding the member may be reinstated to membership by the Board at its discretion.

## **15. REGISTERS OF MEMBERS AND GUESTS**

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- 15.1 The Club shall keep the following registers:
- (a) A register of members other than Honorary or Temporary Members, which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. This register shall record in respect of each member:
- i. their full name, email and residential address, and occupation;
  - ii. the date of their admission to and cessation of membership;
  - iii. their category of membership; and

- iv. the date on which that member last paid their Annual Subscription, Prepaid Minimum Spend payment, and levy (where applicable).
  - v. A register of persons who are Honorary members, which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act. This register shall record in respect of each of those members;
  - vi. their full name, or their surname and initials; and
  - vii. their email and residential address.
- (b) A register of persons who are Temporary members which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall record in respect of each of those members:
- (i) their full name, or their surname and initials;
  - (ii) their residential address; and
  - (iii) the signature of the member.
- (c) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members, which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. This register shall record in respect of each of those guests:
- i. their full name, or their surname and initials;
  - ii. their residential address;
  - iii. the date on which the entry of the guest's name in the register is made;
  - iv. the signature of the member introducing the guest.

## **16. MEMBERS' CHANGE OF ADDRESS**

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Members must advise the Secretary of any change in their email or residential address within seven (7) days of changing their address as recorded in the appropriate register referred to in Rule 15

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

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- 17.1 In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 17.4, an employee of the Club, may refuse entry to the Club premises and/or may turn out or cause to be turned out from the Club premises, any person including any member:
- (a) who is then intoxicated, violent, quarrelsome or disorderly;
  - (b) whose presence on the Club premises renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;

- (c) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the Club premises that is smoke-free;
  - (d) who uses, or has in his or her possession, while on the Club premises any substance that the Secretary suspects of being a prohibited drug or prohibited plant;
  - (e) who the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club premises.
- 17.2 If pursuant to Rule 17.1 a member or any other person has been refused entry to or has been turned out from the Club premises, the Secretary of the Club or subject to Rule 17.4 an employee of the Club, may at any subsequent time, refuse to allow that person to re-enter the Club premises.
- 17.3 Without limiting Rule 17.2, if a person has been refused entry to or has been turned out of the Club, the person must not remain in the vicinity of the Club or re-enter or attempt to re-enter the Club premises within twenty four hours of being refused entry or being turned out.
- 17.4 Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (a) in the absence of the Secretary the senior employee then on duty; or
  - (b) any employee authorised by the Secretary to exercise such power.

## **18. CESSATION OF MEMBERSHIP**

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A member shall cease to be a member of the Club upon his or her death, resignation or by resolution of the Board.

### **18.1 Resignation**

A member may resign from membership of the Club by giving written notice to the Secretary and returning to the Secretary his or her membership card.

The resignation of a member takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.

### **18.2 Resolution of the Board**

A member shall cease to be a member by resolution of the Board in the following circumstances:

- (a) In accordance with Rule 14.8 as a consequence of the member's failure to pay his or her Annual Subscription, Prepaid Minimum Spend payment or levy by the due date.
- (b) In accordance with Rule 19.1 as a consequence of the Board's decision to expel the member.

### 18.3 **Effect of Cessation of Membership**

If a person ceases to be a member of the Club:

- (a) he or she will forfeit the rights and privileges of membership.
- (b) he or she will not be entitled to any refund of any joining fee, Annual Subscription, Prepaid Minimum Spend payment or levy paid to the Club.
- (c) he or she will remain liable to pay to the Club any money which, at the time of the member ceasing to be a member, the member owes to the Club on any account and for any sum not exceeding \$20 for which the member is liable under Rule 6 of this Constitution.

## **19. DISCIPLINING OF MEMBERS**

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19.1 If any member:

- (a) wilfully refuses or neglects to comply with the provisions of this Constitution; or
- (b) is guilty of any conduct which, in the opinion of the Board, is unbecoming of a member or prejudicial to the interests of the Club,

the Board may resolve to reprimand, suspend or expel the member from the Club and, in the case of expulsion, to remove the member's name from the register of members.

19.2 At least 14 days before the meeting of the Board at which a resolution of the nature referred to in rule 19.1 is to be considered, the Board must give to the member notice of:

- (a) the meeting;
- (b) the allegation against the member; and
- (c) the resolution the Board proposes.

19.3 At the meeting and before the passing of any resolution, the Board must give the member an opportunity either orally or in writing to give an explanation or defence of his or her conduct as the member sees fit.

19.4 If the member does not attend the meeting, the Board may nevertheless consider the resolution on the basis of any written explanation given under rule 19.3 and any other evidence before it.

19.5 The vote at the meeting must be taken by secret ballot.

19.6 Any decision of the Board is final and the Board is not required to give any reason for its decision. In the case of a resolution for expulsion the member is deemed to be expelled from the date of the resolution, and the member's name must be removed from the register of members.

- 19.7 If any member ceases to be a member under Rule 19.6, the Board may reinstate the member and restore the name of that member to the register of members upon and subject to any terms and conditions it deems fit.

## **20. GUESTS**

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- 20.1 A member shall have the privilege of introducing guests to the Club.
- 20.2 A Temporary member may introduce a guest only in accordance with Rule 20.12.
- 20.3 Unless the guest is a minor, on each day a member first brings a guest into the Club, that member shall enter in the register of guests the particulars required by Rule 15(c).
- 20.4 No member shall introduce guests more frequently or in greater number than is permitted by the Registered Clubs Act from time to time.
- 20.5 No member shall introduce any person as a guest who is currently under expulsion from or indebted to the Club.
- 20.6 Members shall be responsible for the conduct of any guests they may introduce to the Club.
- 20.7 The Board shall have power to make By-Laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- 20.8 No guest shall be supplied with liquor on the Club premises except on the invitation of and in the company of a member.
- 20.9 A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- 20.10 A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the register of guests in respect of that guest.
- 20.11 The Secretary or senior employee then on duty may refuse entry to the Club premises of the guest of a member or require a guest of a member to leave the Club premises without giving any reason.
- 20.12 A Temporary member may bring into any non-restricted areas of the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and
  - (b) who does not remain on the Club premises any longer than that Temporary member;
  - (c) in relation to whom the member is a responsible adult.
- 20.13 For the purposes of Rule 20.12 (c), “responsible adult” means an adult who is:
- (a) a parent, step-parent or guardian of the minor; or

- (b) the minor's spouse or de facto partner;
- (c) for the time being, standing in as the parent of the minor.

## **21. PATRONS**

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- 21.1 The Board may from time to time appoint one or more persons as a Patron of the Club.
- 21.2 If a Patron is not already a member of the Club he or she shall be admitted as an Honorary member of the Club in accordance with Rule 10.22 and, subject to this Constitution, shall remain an Honorary member while a Patron.

## **22. BOARD OF DIRECTORS**

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- 22.1 The Board shall consist of nine directors who shall comprise a President, Vice President, Treasurer and six (6) other directors.
- 22.2 The members in general meeting may by resolution increase or reduce the number of directors, but the number cannot be fewer than 3.
- 22.3 The directors shall be appointed, or elected annually by the members, as variously provided in Rule 23.
- 22.4 A member shall not be eligible to stand for or be elected or appointed to the Board unless that member:
  - (a) is an Associate Member, Concessional Member, the Corporate Member nominated by the Principal Corporate Entity, Country Member, Defence Force Member, Emergency Services Member, Honorary Life Member, Lady Members, Life Subscription Member, Town Member, Under 40's Member, or a Young Executive Member; and
  - (b) has been a member of the Club in one or more of the above categories of membership for at least 2 continuous annual subscription periods immediately preceding the date referred to in Rule 23.2 for the close of nominations.
- 22.5 Any member who has not paid his or her Annual Subscription, Prepaid Minimum Spend payment or Levy by the due date shall not be eligible to stand for or be elected or appointed to the Board.
- 22.6 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.

## **23. ELECTION OF DIRECTORS AND FORMATION OF THE BOARD**

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### **Nominations for Election as Directors**

- 23.1 The Secretary shall cause notice of the date and time of the last day for receiving nominations for office of director to be prominently posted on the Club Notice Board and the Club website.

- 23.2 A nomination for office of director must be received at the registered office of the Club not later than 5 p.m. on the day which is 3 months before the date fixed for the annual general meeting at which the announcement of the successful candidates will be made.
- 23.3 Nominations shall be made in writing and signed by one and seconded by another Associate Member, Concessional Member, the Corporate Member nominated by the Principal Corporate Entity, Country Member, Defence Force Member, Emergency Services Member, Honorary Life Member, Interstate member, Lady Members, Life Subscription Member, Overseas Member, Town Member, Under 40's Member or Young Executive Member whose Annual Subscription, Prepaid Minimum Spend payment or Levy has been paid and whose House Account is not in arrears for more than 60 days.
- 23.4 The candidate must also sign the nomination, thereby signifying his or her consent to the nomination, and send the nomination to the Secretary no later than the date referred to in Rule 23.2 for the close of nominations.
- 23.5 A nomination can be withdrawn at any time prior to the Chair's declaration of directors at the annual general meeting.
- 23.6 The Secretary shall post in alphabetical order the name of each candidate and his or her proposer and seconder on the Club Notice Board and website.
- 23.7 Information concerning a candidate provided by the candidate to the Club may be included in election material produced, published or issued by the Club.
- 23.8 All election material produced, published or issued by the Club or by or on behalf of the candidate must comply with the following principles and requirements:
- (a) All election material produced, published or issued by or on behalf of the candidate must include a statement that the material has been authorised by the candidate;
  - (b) Election material must not be misleading and deceptive;
  - (c) Election material must not be false;
  - (d) Election material must not be misleading and deceptive;
  - (e) Election material must not be defamatory;
  - (f) Election material must not disclose confidential information belonging to the Club;
  - (g) Election material must avoid bringing the Club into disrepute;
  - (h) Election material must not expose the Club to legal proceedings or prosecution; and
  - (i) Each candidate is entitled to have included in the election material sent to members a candidate statement (of no more than 250 words) of relevance to that candidate's nomination for election.



- 23.9 A candidate standing for election as a director is prohibited from accepting or putting to use funds provided to them for the purpose of their candidacy or campaign activity by another person, company or association;
- 23.10 All election material produced, published or issued by the Club must have the prior approval of the Returning Officer. In determining whether to approve such election material, the Returning Officer must have regard to the principles and requirements of Rule 23.8.
- 23.11 Any election material to be circulated within the Club premises must have the prior approval of the Returning Officer. In determining whether to approve such election material, the Returning Officer must have regard to the principles and requirements of Rule 23.8.
- 23.12 No campaign managers or agents acting on behalf of any candidate or candidates will be recognised by the Returning Officer of the Club.
- 23.13 Election material means any material that directly supports any candidate and has the purpose of causing or not causing the election of any candidate.

#### **Election of Directors – No Postal Ballot Required**

- 23.14 If the number of candidates for election as directors is equal to the number of vacant Board positions, the Chair of the annual general meeting must declare those candidates to be duly elected as directors.
- 23.15 If the number of candidates for election as directors is less than the number of vacant Board positions, the Chair of the annual general meeting must declare those candidates to be duly elected as directors. Any vacant positions shall be deemed casual vacancies to be filled in accordance with Rule 23.24.

#### **Election of Directors – Ballot Required**

- 23.16 If the number of candidates for election as directors is greater than the number of vacant Board positions, a ballot must be held among the members for the election of directors. The ballot shall be held electronically and/or by post at the Board's discretion.
- 23.17 Only an Associate Member, Concessional Member, the Corporate Member nominated by the Principal Corporate Entity, Country Member, Defence Force Member, Emergency Services Member, Honorary Life Member, Interstate Member, Lady Members, Life Subscription Member, Overseas Member, Town Member, Under 40's Member or Young Executive Member, whose Annual Subscription, Prepaid Minimum Spend payment or Levy has been paid and whose House Account is not in arrears for more than 60 days, shall be entitled to vote.
- 23.18 Each member entitled to vote shall have 1 vote.
- 23.19 The Board shall authorise the Secretary to appoint a Returning Officer and 2 scrutineers to take charge of the election process. The Board may, at any time, engage the services of a professional electoral consultant to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers.

- 23.20 The Secretary must prepare or cause to be prepared ballot papers stating the names of the candidates in the order determined by the drawing of lots in the presence of at least 4 Club members whose names must be recorded by the Secretary.
- 23.21 The ballot paper must identify any candidate who is a retiring director eligible for re-election by an asterisk against that director's name.
- 23.22 In the case of a postal ballot, the ballot paper shall be accompanied by:
- (a) an inner envelope; and
  - (b) an outer envelope marked "ballot paper", addressed to the Secretary.
- 23.23 The ballot paper must be sent to each member entitled to vote at least 14 days before the annual general meeting. The non-receipt of a ballot paper by a member does not invalidate the election.
- 23.24 Each member wishing to vote must:
- (a) mark the ballot paper with a cross opposite the name of each candidate for whom the member wishes to vote, being for the exact number of vacancies;
  - (b) seal the ballot paper in the inner envelope;
  - (c) place the inner envelope in the outer envelope;
  - (d) write his or her name and membership number on the outer envelope; and
  - (e) send the outer envelope to the Secretary or place it in a ballot box located on level 3 of the Club premises no later than 11.00 am on the day that is 2 days before the date of the annual general meeting.
- 23.25 The Returning Officer shall supervise the safe custody of ballot papers returned.
- 23.26 When the ballot is closed, the Returning Officer, the Secretary and the 2 scrutineers must:
- (a) check the eligibility of the member to vote from the details on the outer envelope;
  - (b) check the formality of the vote;
  - (c) count the votes formally cast in favour of each candidate; and
  - (d) report the result of the ballot in writing to the Chair of the annual general meeting.
- 23.27 A ballot paper that does not comply with Rule 23.19 is informal and must not be counted. The decision of the Returning Officer as to the formality or informality of any vote shall be final.

- 23.28 The candidates receiving the greatest number of votes cast in their favour must be declared by the Chair of the annual general meeting to be elected as directors.
- 23.29 In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall prevail.
- 23.30 The Board may direct the Secretary to destroy the ballot papers at any time later than 1 month after the date of the annual general meeting.

### **Appointment of Directors Between Annual General Meetings**

#### **Casual Vacancies and Additional Directors**

- 23.31 The Club in general meeting may by resolution, and the Board may at any time, appoint a member qualified to be a director either to fill a casual vacancy or to replace an elected director, provided the total number of directors does not at any time exceed the number fixed in accordance with this Constitution.
- 23.32 Any director so appointed holds office until the conclusion of the next annual general meeting of the Club.

#### **Insufficient Directors**

- 23.33 If for any reason there is a vacancy or vacancies in the office of a director or directors resulting in the number of directors falling below that required to constitute a quorum at a meeting of directors, then the remaining directors may appoint in accordance with Rule 23.24 a number of directors sufficient to constitute a quorum or to convene a general meeting of the Club.

#### **Office Bearers**

- 23.34 The office bearers of the Club shall be the President, the Vice President and the Treasurer.
- 23.35 The office bearers shall be elected at the first meeting of the Board held after the annual general meeting at which the Board was elected.
- 23.36 Subject to 23.30, an office bearer holds the position from the date of election until the next annual general meeting.
- 23.37 The Board may by a later resolution of at least two thirds of a full Board remove and/or replace an office bearer but only from the date of the resolution until the next annual general meeting.
- 23.38 If for any reason there is a vacancy or vacancies in the position of an office bearer or office bearers then the Board by resolution may replace such office bearer or office bearers.
- 23.39 The directors present must appoint one of their number to act as chair of the meeting for the purpose of the election.

#### **Eligibility and Nomination for election as Office Bearer**

- 23.40 Any director is eligible for election to any office bearer position and any office bearer must at all times be a director of the Club.

- 23.41 Each director standing for election as an office bearer must be proposed by another director.
- 23.42 If a director wishes to stand for election for more than 1 office bearer position, separate nominations must be received in respect of each position.
- 23.43 A nomination may be:
- (a) in writing, received by the secretary not less than 24 hours prior to the Board meeting at which the election is to take place and signed by the candidate and the proposer; or
  - (b) made orally at the meeting, provided that the candidate is present and consents to the nomination.

### **Election Procedure - Office Bearers**

- 23.44 The election of office bearers shall be held in the order in which the positions are listed in rule 23.27.
- 23.45 If there is only 1 candidate for election to any office bearer position that person is declared elected to that position. If there is no candidate for election to any office bearer position, the position may remain vacant. In the absence of a nomination for President, the director who has served longest in office (and if more than one has the same service the director who has been a member the longest) shall assume the position of President.
- 23.46 If there is more than 1 candidate for election to any office bearer position a ballot must be held among the candidates. The candidate receiving the greatest number of votes cast in his or her favour is declared elected to that position.
- 23.47 In the case of an equality of votes in respect of any position a further ballot must be held immediately. If there is still an equality of votes the successful candidate must be determined by lot.
- 23.48 If a director is elected to a position as office bearer then his or her nomination, if any, for any other position must be treated as withdrawn before the election is held in respect of the other position or positions.

## **24. POWERS OF THE BOARD**

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- 24.1 The Board shall be responsible for the management of the business and affairs of the Club.

### **General Powers**

- 24.2 The Board may exercise all the powers of the Club except any powers that the Act, the Registered Clubs Act, the Liquor Act, the Constitution, and/or the provisions of any other relevant legislation or regulation require the Club to exercise in general meeting.
- 24.3 No Rule or resolution passed by the Club in general meeting can invalidate any prior act of the Board which would have been valid if that Rule or resolution had not been made or passed.

## Specific Powers

24.4 Without limiting the general powers conferred by Rule 24.2, the Board shall have power from time to time to:

- (a) 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.
- (b) secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (c) 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.
- (d) 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.
- (e) 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 to vary or realise such investments.
- (f) borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
- (g) subject to paragraph (h) of this Rule, sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise).
- (h) sell, lease, exchange or otherwise dispose of any land belonging to the Club provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (i) Appoint and determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (j) Recommend to members the appointment and remuneration of the auditor.
- (k) engage, appoint, control, remove, discharge, suspend, determine and dismiss managers, employees, officers, representatives and agents in respect to permanent, temporary or special services and to determine their duties, pay, salary or other remuneration. The Board may delegate

these powers (or any of them) to the Secretary or other officer or committee of the Club.

- (l) impose levies on members.
- (m) set the amount of joining fees, Annual Subscriptions, Prepaid Minimum Spend payments, levies and other payments payable by members, and the timing, method and frequency of such payments.
- (n) fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (o) affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club or sporting association.
- (p) make, alter and repeal By-Laws in accordance with Rule 24.12, and to enforce or procure the enforcement of such By-Laws.
- (q) establish one or more committees of the Board in accordance with Rule 24.5.
- (r) establish Club Interest Groups with such rules (including objects, powers and membership qualifications) as the Board may determine.
- (s) discipline members in accordance with Rule 19.
- (t) Arrange all policies of insurance as may be required by the Club from time to time.

## **Committees**

- 24.5 The Board shall have the power to establish one or more committees consisting of any of the following:
- (a) a director;
  - (b) a member;
  - (c) an employee;
  - (d) a person who is not a member but who has a particular skill or expertise which they will apply to a committee.
- 24.6 Any committee so formed shall comprise at least 1 director and shall only continue during the life of the Board that established it. The Board shall have the power to dissolve a committee at any time.
- 24.7 Any committee so formed shall abide by any conditions the Board may impose.
- 24.8 Any committee so formed shall only provide recommendations to the Board.
- 24.9 The President may nominate a person or persons to represent him or her on any committee.

- 24.10 The meetings and proceedings of any committee shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Board so far as the same are applicable thereto.
- 24.11 A committee may take minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

### **By-Laws**

- 24.12 The Board may make such By-Laws not inconsistent with this Constitution as are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-Laws.
- 24.13 Without limiting the generality of Rule 24.12 the Board may regulate:
- (a) such matters as the Board is specifically empowered to regulate by By-Law or otherwise under this Constitution;
  - (b) the operations of the Club;
  - (c) the control and use of the Club's premises;
  - (d) the control and management of competitions;
  - (e) the conduct of members and guests of members;
  - (f) the social and other rights and privileges of each category of membership;
  - (g) the conduct of members in relation to Club employees.
- 24.14 Any By-Law made under the preceding Rules shall come into force and be fully operative upon the posting of an appropriate notice containing such By-Law on the Club Notice Board and website.
- 24.15 The Board shall cause a copy of all By-Laws to be made available to any member on request and without charge to that member.

## **25. BOARD MEETINGS**

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- 25.1 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 at least once in each calendar month for the transaction of business. Reasonable notice of each meeting must be given to each director.
- 25.2 A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a minute book provided for that purpose.
- 25.3 The President shall be entitled to take the chair at every meeting of the Board. If the President is not present or is unwilling or unable to do so then the Vice President shall take the chair at the meeting. If the Vice President is not present or is unwilling or unable to act then the directors present shall elect one of their number to take the chair for that meeting.

- 25.4 The quorum for a meeting of the Board shall be five (5) directors.
- 25.5 The President may at any time, and the Secretary upon the request of not fewer than four (4) directors shall, convene a meeting of the Board.
- 25.6 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes of the directors present and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In the case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 25.7 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
- 25.8 A resolution in writing signed by all the directors 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 directors. The resolution shall be passed when the last director signs the document containing the resolution.
- 25.9 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.
- 25.10 If a meeting of the Board is held using any technology and all the directors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
- 25.11 The following provisions apply to a technology meeting:
- (a) Each of the directors taking part in the meeting must be able to hear and be heard by each of the other directors taking part in the meeting.
  - (b) At the commencement of the meeting each director must announce his or her presence to all the other directors taking part in the meeting.
  - (c) If the secretary is not present at a technology meeting one of the directors present must take minutes of the meeting.
  - (d) A director may not leave a technology meeting by disconnecting his or her link to the meeting unless that director has previously notified the chair of the meeting of their intention to do so.
  - (e) A director is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that director has previously obtained the express consent of the chair.

## **26. DECLARATIONS OF INTERESTS BY DIRECTORS**

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- 26.1 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 and in accordance with Section 41C of the Registered Clubs Act:

- (a) declare the nature of the interest at a meeting of the Board; and
- (b) comply with Rule 26.6.

26.2 Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary within the fourteen day period relevantly required by that section.

26.3 A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.

26.4 A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.

26.5 Rules 26.1 to 26.4 inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

### **Prohibition On Directors With Material Interest From Voting**

26.6 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:

- (a) must not be counted in a quorum;
- (b) must not vote on the matter; and
- (c) must not be present while the matter is being considered at the meeting.

### **27. CONTRACTS WITH DIRECTORS**

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27.1 In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or with a company or other body in which a director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

27.2 A "pecuniary interest" in a company for the purposes of Rule 27 does not include any interest exempted by the Registered Clubs Act.

### **28. REMOVAL FROM OFFICE OF DIRECTORS**

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28.1 The members in general meeting may by ordinary resolution:

- (a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office; and
  - (b) appoint another person or persons in his or her or their stead provided any person so appointed is qualified to be a director in accordance with this Constitution.
- 28.2 Notice of the intention to move a resolution to remove the Board or any one or more directors from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.
- 28.3 Any person appointed pursuant to paragraph Rule 28.1(b) shall hold office for the remainder of the term of office of the person he or she replaces.

## **29. VACATION OF OFFICE OF DIRECTOR**

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- 29.1 The office of a director as a member of the Board shall automatically be vacated if that person:
- (a) is disqualified for any reason referred to in Section 206B of the Act.
  - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
  - (c) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.
  - (d) 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.
  - (e) ceases to be a member of the Club.
  - (f) becomes an employee of the Club.
  - (g) fails to complete the mandatory training requirements for directors referred to in Rule 22.6 within the prescribed period (unless exempted).
- 29.2 The remaining directors on the Board may continue to act notwithstanding any vacancy on the Board. If their number is reduced resulting in the number of directors falling below that required to constitute a quorum at a meeting of directors, then the provisions of Rule 23.26 shall apply.
- 29.3 The Board shall have power under Rule 23.24 to appoint any person qualified to be a director to the Board to replace an elected director. The person so appointed shall hold office until the conclusion of the next annual general meeting of the Club.

## **30. REMUNERATION OF DIRECTORS**

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- 30.1 A director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:

- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act; or
  - (b) reimbursement for of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.
- 30.2 Notwithstanding Rule 30.1 the Club may pay a director's travelling and other expenses properly incurred:
- (a) in attending meetings of the Board or any meetings of committees of directors;
  - (b) in attending any general meetings of the Club; and
  - (c) in connection with the Club's business.
- 30.3 Without limiting Rule 30.1, the Board may authorise the payment or reimbursement of:
- (a) the reasonable costs of a meal and beverages for each director or senior manager of the Club at an appropriate time immediately before or after a meeting of the Board or any committee, and at such other times when performing Club duties, as approved by the Board;
  - (b) the reasonable expenses incurred by a director either within the premises of the Club or elsewhere in relation to the business of the Club, including the entertainment of special guests of the Club, and such other promotional activities of the Club as approved by the Board;
  - (c) the reasonable cost of any presentation to members or to other persons to acknowledge the provision of services which the Board considers are of benefit to the Club;
  - (d) expenditure in relation to the professional development and education of directors, the Secretary and employees of the Club; and
  - (e) such other expenditure approved by the Club in general meeting.

## **31. GENERAL MEETINGS**

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- 31.1 A general meeting of the members of the Club must be held for a proper purpose.
- 31.2 A general meeting called the Annual General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.
- 31.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- 31.4 Subject to Rule 31.1, the Board must call and arrange to hold a general meeting of the Club on the request of either:

- (a) members with at least 5% of the votes that may be cast at the general meeting; or
- (b) at least one hundred (100) members who are entitled to vote at the general meeting.
- (c) In this Rule 31.4 the term "the request" shall mean the request referred to in paragraph (a).
- (d) The request must:
  - i. be in writing;
  - ii. state any resolution to be proposed at the meeting;
  - iii. be signed by the members making the request; and
  - iv. be given to the Secretary.
- (e) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (f) The Board must call the meeting within twenty one (21) days after the request is given to the Secretary, and must call the meeting in the same way, so far as is possible, in which general meetings of the Club are called. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
- (g) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board does not do so within twenty one (21) days after the request is given to the Secretary.
- (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the register of members and the Secretary must give the members the copy of the register of members without charge.

### **Notice of General Meetings**

- 31.5 At least twenty one (21) days' notice in writing of any general meeting of the members of the Club (including an Annual General Meeting) must be given to the Club's auditor and to all members who are entitled to attend and vote at that meeting.
- 31.6 A notice of a general meeting of the members of the Club (including an Annual General Meeting) must:
- (a) set out the place, date and time of the meeting;
  - (b) state the general nature of the meeting's business; and
  - (c) if a special resolution is to be proposed at the meeting, - set out an intention to propose the special resolution and the wording of the proposed resolution.

- 31.7 Neither:
- (a) the accidental omission to give notice of a meeting; nor
  - (b) the non-receipt by any person of notice of a meeting
- shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

### **Annual General Meetings**

- 31.8 The business of the Annual General Meeting shall be as follows:
- (a) to receive and consider the minutes of the previous Annual General Meeting and the minutes of any other general meeting requiring confirmation;
  - (b) to receive and consider the reports referred to in Rule 33.5;
  - (c) to declare the results of the election of the Board;
  - (d) to appoint an auditor or auditors in the event that there be a vacancy in the office of Auditor;
  - (e) to approve the payment of honorariums (if any);
  - (f) to deal with any other business the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting.
- 31.9 The chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- 31.10 If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

### **Auditor's Right To Be Heard At General Meetings**

- 31.11 The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.
- 31.12 The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- 31.13 The auditor is entitled to be heard even if:
- (a) the auditor retires at the meeting; or
  - (b) the meeting passes a resolution to remove the auditor from office.

- 31.14 The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

### **Chair At General Meetings**

- 31.15 The President shall be entitled to take the chair at every general meeting.
- 31.16 If the President is not present or is unwilling or unable to act then the Vice President shall preside as chairperson of the meeting.
- 31.17 If the Vice President is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board to preside as chairperson of the meeting.
- 31.18 If a member of the Board is not present or is unwilling or unable to act then the members of the Club present shall elect a member to preside as chairperson of the meeting.

### **Attendance And Voting At General Meetings**

- 31.19 Subject to the Registered Clubs Act:
- (a) all members including Life Subscription members, other than Honorary members, Reciprocal members and Temporary Members, are entitled to attend a general meeting including an Annual General Meeting of the Club; and
  - (b) only Associate Members, Concessional Members, the Principal Corporate Entity of a Corporate Member, Country Members, Defence Force Members, Emergency Services Members, Honorary Life members, Lady Members, Life Subscription Members, Overseas Members, Town Members, Under 40's Members and Young Executive Members or any person who on the Effective Date was a member of the Club in any category not referred in Rule 10.4 with voting rights are entitled to vote (including a vote on any Special Resolution) at a general meeting including an Annual General Meeting of the Club;
- 31.20 In accordance with section 30 (d) of the Registered Clubs Act a person shall not:
- (a) attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
  - (b) vote at any election including an election of a member or of the Board, as the proxy of another person.
- 31.21 Every member eligible to vote shall be entitled to vote on a show of hands (excluding a direct vote) and on the taking of a poll (including a direct vote) and shall have one vote.
- 31.22 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall have a second or casting vote.
- 31.23 No member of the Club who is an employee of the Club shall be eligible to vote at any meeting of the Club.

- 31.24 Subject to this Constitution, every question and ordinary resolution submitted to a meeting shall be decided by a simple majority of votes from those members present and voting at the meeting, or virtually present at the meeting.
- 31.25 Voting shall be on a show of hands unless a poll is demanded:
- (a) before the show of hands is taken;
  - (b) before the result of the show of hands is declared; or
  - (c) immediately after the show of hands is declared.
- 31.26 Three members or the chairperson may demand a poll.
- 31.27 A demand for a poll may be withdrawn.
- 31.28 If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs.
- 31.29 The result of the poll shall be the resolution of the meeting at which the poll was demanded.
- 31.30 A poll demanded on the election of the chairperson or on a question of adjournment shall be taken immediately.
- 31.31 At any general meeting (unless a poll is demanded) a declaration by the chairperson that:
- (a) a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority; and
  - (b) an entry to that effect in the book containing the minutes of the proceedings of the Club,
- shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 31.32 The directors may determine that at any general meeting a member who is entitled to attend that meeting is entitled to a direct vote. A "direct vote" includes a vote delivered to the Club by post, fax or other electronic means approved by the Directors. The Directors may specify the form, method and timing of giving a direct vote at a meeting in order for that vote to be valid.
- 31.33 A direct vote can be withdrawn by notice in writing by a member prior to the general meeting.
- 31.34 A member can attend a general meeting and subsequently change his or her direct vote. Attendance prevails over the last received direct vote.
- 31.35 The Chairperson shall announce direct votes to the meeting before a vote is taken on either a show of hands or a poll.

### **Quorum For General Meetings**

- 31.36 No business shall be transacted at any general meeting of members unless a quorum of members is present.
- 31.37 At any general meeting of the Club (including an Annual General Meeting) fifteen (15) members present in person and eligible to vote shall be a quorum. Direct votes are not counted for such quorum.
- 31.38 If a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (a) be dissolved if it was convened at the request of members pursuant to Rule 31.4; or
  - (b) stand adjourned to the same day in the next week at the same time and place.
- 31.39 If at any meeting adjourned pursuant to Rule 31.34 (b) a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

### **Adjournment Of General Meetings**

- 31.40 The chairperson of a meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.
- 31.41 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 31.42 A resolution passed at an adjourned meeting is passed on the day it was passed and shall not be deemed to have been passed on any earlier day.
- 31.43 It shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

### **Members' Resolutions**

- 31.44 The rights of members to put resolutions at a general meeting including an Annual General Meeting shall be in accordance with the Act.

## **32. MINUTES**

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



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

### **33. ACCOUNTS AND REPORTING TO MEMBERS**

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- 33.1 The financial year of the Club shall commence on the first day of July in each year and end on the last day of June in the following year, or such other period as having regard to the Act the Board may determine.
- 33.2 The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
- 33.3 The books of account shall be kept at the Club premises or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
- 33.4 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.
- 33.5 In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
- (a) the financial report of the Club; and
  - (b) the directors' report;
  - (c) the auditors' report on the financial report.

### **34. AUDITORS**

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

### **35. SECRETARY**

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

- 35.2 The Board may appoint any person, not being a director, to the position of Secretary for the period and on the terms and conditions (including as to remuneration) the Board sees fit.
- 35.3 The Board may request the Secretary to attend a Board meeting.
- 35.4 Subject to the Act, the Registered Clubs Act, the Liquor Act and any relevant regulation the directors may, upon terms and conditions and with any restrictions they see fit, confer on the Secretary or other employee of the Club any of the powers that the directors can exercise.
- 35.5 The Board may revoke or vary:
- (a) an appointment; or
  - (b) any of the powers conferred on the Secretary or other Club employee.
- 35.6 If the Secretary becomes incapable of acting in that capacity the directors may appoint another person, not being a director, to act temporarily as the Secretary.
- 35.7 Subject to Rule 35.8, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (a) the Secretary;
  - (b) any close relative (as defined in the Registered Clubs Act) of the Secretary; or
  - (c) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).
- 35.8 Rule 35.7 does not prevent the Club entering into a contract with any of the above persons which is:
- (a) a contract of employment; or
  - (b) otherwise permitted by the Registered Clubs Act.

## **36. EXECUTION OF DOCUMENTS**

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- 36.1 The Club may, but need not, have a Seal.
- 36.2 The Board must provide for the safe custody of the Seal.
- 36.3 The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (a) two members of the Board; or
  - (b) one member of the Board and the Secretary.
- 36.4 The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (a) two members of the Board; or

(b) one member of the Board and the Secretary.

## **37. NOTICES**

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

- (a) by sending it by post to the address of the member recorded for that member in the Register of Members;
- (b) by email to the email address of the member recorded for that member in the Register of Members;
- (c) by sending it by post to any other address (if any) nominated by the member.

37.2 Where a notice is sent by post to a member the notice shall be deemed to have been received by the member:

- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
- (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

37.3 Where a notice is sent by email, the notice is taken to have been given on the day following that on which it was sent.

## **38. INDEMNITY TO OFFICERS AND INSURANCE**

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### **Indemnity**

38.1 To the extent permitted by the Act, the Club indemnifies:

- (a) every person who is or has been an officer of the Club; and
- (b) where the Board considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Club

against any liability incurred by that person in his or her capacity as an officer of the Club or of the related body corporate (as the case may be).

38.2 In accordance with section 199A of the Act, the Club must not indemnify a person against:

- (a) any of the following liabilities incurred as an officer of the Club:
  - i. a liability owed to the Club or a related body corporate;
  - ii. a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act;
  - iii. a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.
- (b) legal costs incurred in defending an action for a liability incurred as an officer of the Club if the costs are incurred:

- i. in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under Rule 38.2(a);
- ii. in defending or resisting criminal proceedings in which the person is found guilty;
- iii. in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for the court order are found by the court to have been established;
- iv. in connection with proceedings for relief to the person under the Act, in which the Court denies the relief.

38.3 Rule 38.2(b)(iii) does not apply to costs incurred in responding to actions taken by the Australian Securities and Investment Commission or a liquidator as part of an investigation before commencing proceedings for a court order.

38.4 For the purposes of rule 38.2(b) the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

### **Insurance**

38.5 The Club may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Club or a related body corporate of the Club against any liability incurred by the person as an officer of the Club or a related body corporate except a liability (other than one for legal costs) arising out of:

- (a) conduct involving a wilful breach of duty in relation to the Club; or
- (b) a contravention of section 182 or 183 of the Act.

38.6 Any premium paid under this rule is not remuneration for the purpose of Rule 30.

### **Director Voting on Contract of Insurance**

38.7 Despite anything in this constitution, a director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the director against a liability incurred by the director as an officer of the Club or of a related body corporate.

### **Meaning of “Officer”**

38.8 For the purposes of Rule 38 “Officer” means a director or the Secretary.

## **39. INTERPRETATION**

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A decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law 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.

#### **40. AMENDMENT**

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This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club.