

# CONSTITUTION OF THE GALLIPOLI MEMORIAL CLUB LTD

**ACN 001 038 740**

## **Club's Creed**

*"We believe... that, within the community, there exists an obligation for all to preserve the special qualities of loyalty, respect, love of country, courage and comradeship which were personified by the heroes of the Gallipoli Campaign and bequeathed to all humanity as a foundation for perpetual peace and universal freedom".*

**Adopted:**

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# Constitution

## 1. NAME OF COMPANY

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1.1 The name of the Company is The Gallipoli Memorial Club Ltd.

## 2. PRELIMINARY

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2.1 The Company is a company limited by guarantee and shall be a non-proprietary company.

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 of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

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

## 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 (Cth)* and any regulation made under the *Corporations Act 2001 (Cth)*. Any reference to a provision of the *Corporations Act 2001 (Cth)* includes a reference to the same or similar provision in any legislation replacing, amending or modifying the *Corporations Act 2001 (Cth)* however that provision
- (b) **“Board”** means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.
- (c) **“By-Laws”** shall mean the By-laws made in accordance with this Constitution.
- (d) **“Club”** means The Gallipoli Memorial Club Ltd ACN 001 038 740.
- (e) **“Club Notice Board”** means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.
- (f) **“Constitution”** means this Constitution.
- (g) **“Executive”** means the President, the two (2) Vice-Presidents and the Treasurer of the Board.
- (h) **“Full member”** means any person who is in one of the categories of membership referred to in Rule 11.2.
- (i) **“Gallipoli Scholarship Fund”** means the Gallipoli Scholarship Fund

Incorporated (Incorporation Number: Y2386901) registered in New South Wales on 23 April 1996 or any other person, body or authority as serves substantially the same objects and performs the same functions.

- (j) **“Gaming Machines Act”** means the *Gaming Machines Act 2001 (NSW)* and any regulation made under the *Gaming Machines Act 2001 (NSW)*. Any reference to a provision of the *Gaming Machines Act 2001 (NSW)* includes a reference to the same or similar provision in any legislation replacing, amending or modifying the *Gaming Machines Act 2001 (NSW)* however that provision may be amended in that legislation.
- (k) **“Liquor Act”** means the *Liquor Act 2007 (NSW)* and any regulation made under the *Liquor Act 2007 (NSW)*. Any reference to a provision of the *Liquor Act 2007 (NSW)* includes a reference to the same or similar provision in any legislation replacing, amending or modifying the *Liquor Act NSW (2007)* however that provision may be amended in that legislation.
- (l) **“Month”** except where otherwise provided in this Constitution means calendar month.
- (m) **“Office”** means the general administrative office of the Club.
- (n) **“Registered Clubs Act”** means the *Registered Clubs Act 1976 (NSW)* and any regulation made under the *Registered Clubs Act 1976 (NSW)*. Any reference to a provision of the *Registered Clubs Act 1976 (NSW)* includes a reference to the same or similar provision in any legislation replacing, amending or modifying the *Registered Clubs Act 1976 (NSW)* however that provision may be amended in that legislation.
- (o) **“Quay Quarter Sydney – Retail”** means any retail outlet, including any ‘pop-up’ located within the area generally regarded by the Board in its absolute discretion as comprising the Quay Quarter precinct.
- (p) **“Rules”** means the rules comprising this Constitution.
- (q) **“Secretary”** includes 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.
- (r) **“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.
- (s) **“Sydney – Residential”** means any residential tower or other residential accommodation located within the boundary created by Alfred Street, George Street, Park Street, Elizabeth Street, Hunter Street, Macquarie Street and around Circular Quay E to Alfred Street, Sydney

3.2 **“Financial member”**. A member shall not be a financial member of the Club if:

- (a) the member's subscription or any part thereof has not been paid in accordance with Rule **Error! Reference source not found.**; or

- (b) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of fourteen (14) days from service on that member of a notice from the Club requiring payment thereof; and

in either case that member shall be and remain non-financial for the purposes of Rule 18 until the full amount owing is paid to the Club.

- 3.3 Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

#### 4. **OBJECTS**

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- 4.1 The objects of the Club are to:

- (a) To uphold the Anzac Spirit as expressed in the Club's Creed.
- (b) To support the establishment and upkeep of a Gallipoli Museum.
- (c) To provide for members and for member's guests a social and sporting Club with all the usual facilities of a Club including residential and other accommodation liquid and other refreshment libraries and provision for sporting musical and educational activities and other social amenities.
- (d) To take over or otherwise acquire all of the assets and liabilities of an unincorporated association or club known as The Gallipoli Memorial Club and to assume and carry on the functions and objects of such association or club.
- (e) To give unswerving loyalty to Her Majesty the Queen and the British Commonwealth.
- (f) To preserve the spirit of ANZAC and to perpetuate in the civil life of ANZACS the comradeship created during war service.
- (g) To provide for the alleviation of distress among members and/or their dependents as the board may determine from time to time.
- (h) To establish equip furnish and maintain a Club for the benefit of members.
- (i) To promote social and educational undertakings for the benefit of members.
- (j) To create and maintain when deemed necessary an interest in local affairs provided they are not associated with party politics or sectarian institutions.
- (k) From time to time as occasion shall require to construct erect or alter any buildings homes houses halls pavilions workshops stable garages sheds and other conveniences and works necessary or convenient for the purpose of the Club and to furnish and maintain same and to provide layout prepare and maintain erections lawns grounds and means of recreation and to permit the same to be used be residents and other persons either gratuitously or for payment.
- (l) To purchase take on lease or in exchange charge hire or otherwise acquire any lands buildings easements rights or property real or personal which may be deemed necessary or convenient for any purpose of the Club.

- (m) To sell convey transfer lease assign mortgage charge give in exchange dispose of manage or otherwise deal with all or any of the property real or personal of the Club but if the Club shall take or hold any property which may be subject to any trust it shall deal only with same in such manner as allowed by law having regard to such trusts.
- (n) To borrow raise or give security for any money on such terms as the Club may think fit and in particular by the issue of bonds bills of exchange promissory notes securities mortgages or debentures charged upon property of the Club and to purchase redeem or pay off any such securities.
- (o) To raise and collect funds by private subscription public appeal Art Unions donations or otherwise and to accept any legacy bequest devise or gift of property whether subject to any special trust or not for all or any objects of the Club.
- (p) To invest and deal with funds and moneys of the Club in and upon such securities and investments and in such manner and on such terms and conditions as may from time to time be desirable and to vary and realise such securities and investments.
- (q) To give any guarantee or enter into any bond in connection with the affairs of the Club and to indemnify any person or persons who may incur or have incurred any personal liability of the Club.
- (r) In furtherance of the objects of the Club to apply for and obtain and hold a Club licence or any other licence or licences or certificates of registration under the Liquor Act Gaming and Betting (Amendment) Act or laws or any other Act or laws for the time being operative and for such purpose or purposes to appoint if necessary or desirable a secretary/manager or managers or other officer or officers to act as licensee or licensees and hold the licence or licences or certificate of registration on behalf of the Club.
- (s) In furtherance of the object of the Club to obtain and hold any licence or permit necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco cigars and cigarettes and of all kinds of goods and provisions required used or desired by members.
- (t) In pursuance of the objects of the Club to hold promote assist or encourage sales of work bazaars entertainment competitions displays public and other meetings and to take or hire any public hall or other buildings for any such purpose and to procure or authorise the delivery of lectures or addresses calculated to benefit the Club or any branch of its work and to distribute gratuitously or otherwise literature of any kind connected with or calculated to assist any objects of the Club.
- (u) To undertake and execute any trusts or any agency business which may seem to the Club conducive to any of its objects.
- (v) To engage or appoint with or without remuneration such managers superintendents organisers secretaries accountants solicitors employees of all kinds and others as may be required or found necessary for the proper working administration or carrying on of the Club and any one or more at pleasure or otherwise to discharge.

- (w) To do all such other lawful acts deeds matters and things and to enter into such and make such arrangements as may be incidental or conducive to the attainment of the above objects or any of them.
- (x) To make draw accept endorse discount execute and issue promissory notes bills of lading warrants debentures and other negotiable or transferable instruments.
- (y) To take or reject any gift of property money or goods whether subject to any special trust or not.
- (z) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (aa) To establish support or aid in the establishment and support of associations funds trusts and conveniences calculated to benefit the members of the Club or the dependents or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public general or useful object.
- (bb) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (cc) To make gifts of any kind.
- (dd) To do all such other lawful things as in the opinion of the Club are incidental or conducive to the attainment of the above objects.

4.2 The Club shall advance and fulfil the abovementioned objects by doing all such lawful things as are incidental or conducive to the attainment of any or all of them.

## 5. ORIGINAL SUBSCRIBERS

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5.1 The full names addresses and occupations of the original subscribers of the Club were:-

<b>Name and Address</b>	<b>Occupation</b>
CLARENCE WILHELM RIEN 7 Varna Street, Mount Colah.	Retired
JAMES CHRISTOPHER CUDDIHY 8/13 Gilbert Street Manly.	Retired
ALBERT ARTHUR DARE 15 Fromelles Avenue, Seaforth.	Retired
REGINALD HOWARD DAVENPORT 38 Blight Street,	Clerk

Northbridge.

ROBERT JOSEPH DAWSON  
194 Elizabeth Street,  
Sydney.

Retired

WESTLEY WILLIAM EASTERBROOK  
34 Pavilion Street,  
Queenscliff via Manly.

Retired

ANDREW RUSSELL JOHNSTON  
87 William Edward Street,  
Longueville.

General Office Manager

GEORGE FREDERICK EDMUND KNOX  
18 Brentwood Avenue,  
Turramurra.

Senior Technical Officer  
Garden Island Dockyard  
R.A.N. Retired

FREDERICK GEORGE LEER  
6 Fitzroy Street  
Newtown.

Lift Maintenance  
Mechanic

ALLEN FREDERICK LINDSAY  
21A Mirral Road,  
Caringbah.

Accountant

ALLAN KEITH MUDIE  
Flat 19/640 Crown Street,  
Surry Hills.

Railway Guard

TERENCE MURPHY  
24 Warrimoo Avenue,  
St. Ives.

Sales Manager

ARCHIBALD McDONALD  
Flat 10-167 Belmore Road,  
Riverwood.

Retired

PERCY HARRY RICHARDSON  
45 West Block, War Veterans Home,  
Narrabeen.

Retired

MORRIS SOLOMON  
5A Howarth Road,  
Artarmon.

Retired

5.2 The signatures of the original subscribers were witnessed on 10 August 1972 by:

PETER SUTHERLAND KENNEDY  
Solicitor  
185 Elizabeth Street  
Sydney

## 6. LIMITED LIABILITY

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6.1 The liability of the members is limited.



## **7. MEMBERS' GUARANTEE**

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- 7.1 Each member undertakes to contribute an amount not exceeding two dollars (\$2:00) if the Club is wound up whilst a member of the Club or within one year of the date of ceasing to be a member.
- 7.2 The contribution referred to in Rule 7 shall be for the payment of the debts and liabilities of the Club contracted before the member ceased to be a member and costs charges and expenses of winding up.

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

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- 8.1 If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:
- (a) not be transferred, paid to or distributed among the members; and
  - (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.
- 8.2 The institution or institutions referred to in Rule 8.1(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.

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

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- 9.1 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.
- 9.2 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 under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
- 9.3 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 under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
- 9.4 A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
- 9.5 Subject to Rule 9.6 nothing in this Constitution shall prevent the payment:

- (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;
- (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club; or
- (d) of reasonable and proper rent for premises demised or let by any member to the Club.

9.6 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) repayment of out-of-pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.

## 10. LIQUOR & GAMING

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10.1 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 10.1 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.

10.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

10.3 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.

10.4 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.

10.5 Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.

10.6 Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

## 11. MEMBERSHIP

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11.1 No person under the age of eighteen (18) years shall be admitted as a member of the Club.

- 11.2 Unless and until otherwise determined by the Board, the Full membership of the Club shall be divided into the following categories:
- (a) Life Members;
  - (b) Honorary Life Members; and
  - (c) Ordinary Members.
- 11.3 Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:
- (a) Provisional Members;
  - (b) Honorary Members; and
  - (c) Temporary Members.
- 11.4 The number of Full members (including each class of Ordinary Member), Provisional members, Honorary members and Temporary members may be limited by the Board in its absolute discretion.
- 11.5 The number of Full members having the right to vote in the election of the Board shall be not less than such minimum prescribed by the Registered Clubs Act.

## **ORDINARY MEMBERSHIP**

- 11.6 Unless and until otherwise determined by the Board, Ordinary membership of the Club shall consist of the following classes:
- (a) Service Members;
  - (b) Life Subscriber Members;
  - (c) Club Members;
  - (d) Descendant Members;
  - (e) Gallipoli Scholarship Recipients; and
  - (f) Social Members.

## **SERVICE MEMBERS**

- 11.7 Service members shall be persons who:
- (a) have attained the age of eighteen (18) years; and
  - (b) have served in a gazetted theatre of war as a member of any Naval, Military or Air Force or any part of the British Empire and/or Commonwealth of Nations or as a member of any of the Merchant Navies thereof or as a member of the Army, Navy or Air Force of any foreign nation as an ally of the British Empire and/or the British Commonwealth of Nations; or

- (c) have served as a member of any Naval, Military or Air Force of any part of the British Empire and/or Commonwealth of Nations; or
- (d) have served abroad with Australian, New Zealand or Turkish defence Forces in any United Nations mandated mission for peacekeeping or security;
- (e) are serving as a member of any Naval, Military or Air Force of any part of the British Empire and/or Commonwealth of Nations; and
- (f) makes application for membership of the Club as a Service member in accordance with this Constitution; and
- (g) has been duly admitted to membership as a Service member in accordance with this Constitution.

11.8 Service members are entitled to:

- (a) such social privileges and advantages 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 any restrictions contained in this Constitution, nominate for and be elected to hold office on the Board;
- (d) vote in the election of the Board;
- (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (f) propose, second, or nominate any eligible member for any office of the Club;
- (g) propose, second or nominate any eligible member for Life membership; and
- (h) introduce guests to the Club.

#### **LIFE SUBSCRIBER MEMBERS**

11.9 Life Subscriber members shall be persons who are Life Subscriber members of the Club at the date of adoption of this Constitution.

11.10 Life Subscriber members are entitled to the same rights and privileges as are conferred on Service members of the Club.

#### **CLUB MEMBERS**

11.11 Club Members shall be persons who:

- (a) have attained the age of eighteen (18) years;
- (b) the Board is satisfied, in its absolute discretion, subscribe to the Creed and objectives of the Club;
- (c) wish to use the facilities and amenities of the Club;

- (d) makes application for membership of the Club as a Club Member in accordance with this Constitution; and
- (e) has been duly admitted to membership as a Club Member in accordance with this Constitution.

Club Members are entitled to the same rights and privileges as are conferred on Service members of the Club.:

## **DESCENDANT MEMBERS**

11.12 Descendant members shall be persons who:

- (a) have attained the age of eighteen (18) years;
- (b) satisfies the Board, in its absolute discretion, that they are of direct lineal descent from the original Anzacs who served with the Australian and New Zealand Army Corps between the 25th April 1915 and the 9th January 1916;
- (c) satisfies the Board, in its absolute discretion, that they are a direct lineal descendant of a Service man or woman who has served in the Australian or New Zealand Defence Force in any conflict or peacekeeping role: and
- (d) wish to use the facilities and amenities of the Club; and
- (e) makes application for membership of the Club as a Descendant member in accordance with this Constitution; and
- (f) has been duly admitted to membership as a Descendant member in accordance with this Constitution.

11.13 Descendant members are entitled to:

- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time; and
- (b) introduce guests to the Club.

11.14 Descendant members are not entitled to:

- (a) attend and vote at general meetings (including Annual General Meetings) of the Club;
- (b) nominate for and be elected or appointed to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution; and
- (e) propose, second or nominate any eligible member for any office of the Club; and
- (f) propose, second or nominate any eligible member for Life membership

## **GALLIPOLI SCHOLARSHIP RECIPIENTS**

11.15 Gallipoli Scholarship Recipients shall be persons who:

- (a) have attained the age of eighteen (18) years;
- (b) is a recipient of scholarships awarded by the Club and the Gallipoli Scholarship Fund;
- (c) makes application for membership of the Club as a Gallipoli Scholarship Recipient in accordance with this Constitution; and
- (d) has been duly admitted to membership as a Gallipoli Scholarship Recipient in accordance with this Constitution.

11.16 Gallipoli Scholarship Recipients are entitled to the same rights and privileges as are conferred on Service members of the Club.

## **SOCIAL MEMBERS**

11.17 Social members shall be persons who:

- (a) have attained the age of eighteen (18) years;
- (b) wish to use the facilities and amenities of the Club;
- (c) makes application for membership of the Club as a Social member in accordance with this Constitution; and
- (d) has been duly admitted to membership as a Social member in accordance with this Constitution.

11.18 Social members are entitled to:

- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time; and
- (b) introduce guests to the Club.

11.19 Social members are not entitled to:

- (a) attend and vote at general meetings (including Annual General Meetings) of the Club;
- (b) nominate for and be elected or appointed to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution; and
- (e) propose, second or nominate any eligible member for any office of the Club; and
- (f) propose, second or nominate any eligible member for Life membership.

## **LIFE MEMBERS**

- 11.20 A Life member shall be any member who, in consideration of outstanding service to the Club, and who satisfies the criteria for Life membership as determined by the Board, has been granted Life membership of the Club in accordance with this Constitution.
- 11.21 Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- 11.22 Candidates for Life membership shall be proposed by one and seconded by another Club member or Life member and submitted to the Board for approval.
- 11.23 If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- 11.24 If a nomination for Life membership is not approved by the Board, the nomination shall not be submitted to a general meeting of the Club.
- 11.25 If a nomination for Life membership is approved by a resolution passed by a three-quarter (75%) majority of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club.
- 11.26 Every Life member shall be entitled to all the rights and privileges of a Service member of the Club.
- 11.27 A Life member is relieved from the payment of any annual subscription.

## **HONORARY LIFE MEMBERS**

- 11.28 Honorary Life members shall be persons who:
- (a) are male and served with Australian and New Zealand Army Corps on Gallipoli during the year 1915; and
  - (b) the board is satisfied is of good character, in its absolute discretion;
  - (c) makes application for membership of the Club as an Honorary Life member in accordance with this Constitution; and
  - (d) has been duly admitted to membership as an Honorary Life member in accordance with this Constitution.
- 11.29 All "Legion" members qualified under the provision of Rule 11.28 (a) shall automatically become Honorary Life members and thereafter shall not be required to pay any annual subscription and any holder of the Victoria Cross or the Cross of Valour may be elected to the same class by any general meeting.
- 11.30 Every Honorary Life member shall be entitled to all the rights and privileges of a Service member of the Club.
- 11.31 An Honorary Life member is relieved from the payment of any annual subscription.

## 12. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

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- 12.1 The Board has the power on the application of any member to transfer that member to another category of membership (other than Life membership) if that member has the qualifications for that other category of membership.
- 12.2 Any application for transfer of membership pursuant to Rule 12.1 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club.
- 12.3 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- 12.4 The Club shall not be required to notify a person if they have been transferred to another class of membership of the Club pursuant to Rule 12.1. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

## 13. PROVISIONAL MEMBERS

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- 13.1 A person in respect of whom:
- (a) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and
  - (b) who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form,
- may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- 13.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner):
- (a) that person shall cease to be a Provisional member of the Club; and
  - (b) the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.
- 13.3 Provisional members are entitled to:
- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (b) introduce guests into the Club.
- 13.4 Provisional members are not entitled to:
- (a) attend or vote at general meetings of the Club;



- (b) nominate for or be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second, or nominate any eligible member for any office of the Club;  
or
- (f) propose, second or nominate any eligible member for Life membership.

13.5 The Secretary or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason to the Provisional member and without having to comply with the requirements of Rule 21. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the club.

#### 14. HONORARY MEMBERS

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

- (a) the patron or patrons for the time being of the Club;
- (b) the Lord Mayor or any Councillor of the City of Sydney, or such Local Government Body within the boundaries of which Club premises shall be located;
- (c) any Minister of NSW Government or of the Government of the Commonwealth of Australia or any local State Member or local Federal Member or NSW Senator;
- (d) the Senior Officer in the Sydney area of the Australian Army, Royal Australian Navy and Royal Australian Air Force; and of the National or NSW Branch of an Ex-Service organisation;
- (e) any person determined by the Board as being prominent:
  - (i) within the community; or
  - (ii) in respect of services or assistance provided to the Club;
- (f) any prominent citizen or local dignitary visiting the Club;
- (g) a member of the Australian Defence Force (as defined in the Registered Clubs Act) who produces evidence that the person is a member of the Australian Defence Force; or
- (h) a former member of the Australian Defence Force and produces evidence that the person is a Service Member of the RSL and a member of at least one other RSL or services club.

14.2 An Honorary member admitted under Rules 14.1(g) or 14.1(h) shall be an Honorary

Member of the Club for the duration of the day the person attends the Club.

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

14.4 Honorary members who are not Full members of the Club are entitled to:

- (a) Attend general meetings of the Club;
- (b) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
- (c) introduce guests to the Club.

14.5 Honorary members who are not Full members of the Club are not entitled to:

- (a) vote at any meeting of the Club; or
- (b) nominate for or be elected to the Board or any office in the Club;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second or nominate any eligible member for any office of the Club; or
- (f) propose, second or nominate any eligible member for Life membership.

## 15. **TEMPORARY MEMBERS**

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15.1 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 by By-law pursuant to this Constitution;
- (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; or
- (d) Any interstate or overseas visitor.

15.2 Temporary members shall not be required to pay a joining fee or annual subscription.

15.3 Temporary members are entitled to:

- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) subject to Rule 26.12, introduce guests into the Club.

15.4 Temporary members are not entitled to:

- (a) attend or vote at general meetings (including Annual General Meetings) of the Club;
- (b) nominate for or be elected to the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second or nominate any eligible member for any office of the Club; or
- (f) propose, second or nominate any eligible member for Life membership.

15.5 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.

15.6 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 15.1(c).

## 16. **ELECTION OF MEMBERS**

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16.1 A person other than an applicant for Social membership, shall not be eligible to be admitted as a member of the Club unless that person is nominated by one and seconded by another:

- (a) Life Member;
- (b) Honorary Life Member;
- (c) Service Member;
- (d) Life Subscriber Member; or
- (e) Club Member; and

16.2 A person 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, or a duly appointed election committee of the Club.

16.3 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.

16.4 The Board or election committee may reject any application for membership without giving any reason.

- 16.5 Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board may prescribe and shall contain the following particulars:
- (a) the full name of the applicant;
  - (b) the residential address of the applicant;
  - (c) the date of birth of the applicant;
  - (d) the occupation of the applicant;
  - (e) the email address of the applicant;
  - (f) the telephone number (if any) of the applicant;
  - (g) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club and is committed to the objects of the Club;
  - (h) the signature of the applicant; and
  - (i) such other particulars as may be prescribed by the Board from time to time.
- 16.6 Every form of application for membership shall be submitted to the Club together with:
- (a) the joining fee (if any) and the appropriate subscription; and
  - (b) evidence of photo identification or such other form of identification as determined by the Board.
- 16.7 A person who has lodged an application and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
- 16.8 The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.
- 16.9 An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
- 16.10 The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.
- 16.11 A candidate for membership who has their application for membership rejected by the Board (unless such rejection was based on false information supplied to the Board) shall not be able to lodge a further nomination for membership within the period of 12 months from the date that their application for membership was rejected.

## **17. JOINING FEES, SUBSCRIPTIONS AND LEVIES**

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- 17.1 Joining fees, subscriptions, levies and other payments payable by members of the

Club shall be such as the Board may from time to time determine 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.

- 17.2 In accordance with the Registered Clubs Act, the Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.
- 17.3 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.
- 17.4 All joining fees, subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board from time to time.
- 17.5 Any person who has not paid his or her joining fee, subscription, levy or other payment by the due date shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club and the provisions of Rule 21.1 and Rule 21.2 shall not apply to such resolution.
- 17.6 The Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the joining fee, subscription, levy or other payment in Rule 17.4.

## 18. **NON-FINANCIAL MEMBERS**

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- 18.1 Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 3.2) shall not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
  - (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
  - (c) attend or vote at any meeting of the Club or any Sub club;
  - (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
  - (e) vote in the election of the Board or any committee of a Sub club;
  - (f) propose, second or nominate any eligible member for any office of the Club or any Sub club; or
  - (g) propose, second or nominate any eligible member for Life membership.

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

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- 19.1 The Club shall keep the following registers:

- (a) A register of persons who are Full members which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) the name in full;
  - (ii) the occupation;
  - (iii) the address;
  - (iv) the date on which the entry of the member's name in the register is made; and
  - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
- (b) 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 set forth in respect of each of those members:
- (a) the name in full or the surname and initials; and
  - (b) the address.
- (c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 15.1(c)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) the name in full or the surname and initials;
  - (ii) the address; and
  - (iii) the signature of the member.
- (d) 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 set forth in respect of each of those guests:
- (i) the name in full or the surname and initials;
  - (ii) the address;
  - (iii) the date on which the entry of the guest's name in the register is made; and
  - (iv) the signature of the member introducing the guest.

## **20. NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS**

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- 20.1 Every member must advise the Secretary of any change to their personal details (including their address, email address and telephone number) within seven (7) days of the change to their personal details.

## 21. DISCIPLINARY PROCEEDINGS

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21.1 Subject to Rule 20.2, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:

- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
- (b) is, in the reasonable opinion of the Board;
  - (i) guilty of any conduct prejudicial to the interests of the Club; or
  - (ii) guilty of conduct which is unbecoming of a member.

21.2 The following procedure shall apply to disciplinary proceedings of the Club:

- (a) A member shall be notified of:
  - (i) any charge against the member pursuant to Rule 20.1; and
  - (ii) the date, time and place of the meeting of the Board at which the charge is to be heard.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 20.2 by notice in writing by a prepaid letter sent by post to the member's address in the register of members, or by email to an email address given by the member to the Club, at least fourteen (14) days before the meeting of the Board at which the charge is to be heard.
- (c) The member charged shall be entitled to:
  - (i) attend the meeting for the purpose of answering the charge; and
  - (ii) submit to the meeting written representations for the purpose of answering the charge.
- (d) If the member fails to attend such meeting:
  - (i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and
  - (ii) the Board may impose any penalties,  
the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- (e) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.
- (f) When the Board has made a decision as to whether the member is guilty or not, if the member charged is at the meeting, the Board must inform the member of the Board's decision.
- (g) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the

Board in relation to an appropriate penalty for the charge of which the member has been found guilty.

- (h) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless at least a two thirds majority of the directors present in person vote in favour of such motion by secret ballot.
- (i) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 21.
- (j) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.
- (k) A member dealt with under this Rule shall have no right of appeal to a general meeting of members.
- (l) No member dealt with in accordance with this Rule shall have any right of action whether at law or in equity or other remedy whatsoever against the Club or the Board or any member thereof by reason of such reprimand, fine, suspension or expulsion or by reason of any act or thing arising therefrom or relating thereto.

21.3 If a notice of charge is issued to a member pursuant to Rule 20.2 (a):

- (a) the Board by resolution; or
- (b) the Secretary (independently of the Board)

shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five (5) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.

21.4 Subject to Rules 20.5 and 20.6, a member who:

- (a) incurs a debt to the Club; and
- (b) fails to discharge such debt within seven (7) days from service on that member of a notice from the Club in writing requiring payment thereof

may, by resolution of the Board, be suspended or expelled from membership.

21.5 A member shall be notified, by notice in writing sent by post to the member's last known address, at least fourteen (14) days before the meeting of the Board at which the resolution is to be considered of the Board's intention to suspend or expel the member pursuant to Rule 20.4.

21.6 The provisions of Rules 20.1 and 20.2 shall not apply to any member suspended or expelled pursuant to Rule 20.4.

## 22. **DISCIPLINARY COMMITTEE**

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22.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 21 to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.



- 22.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 21 save that:
- (a) a quorum of the Disciplinary Committee shall be three (3) directors of the Club; and
  - (b) all references to the Board in Rule 21, except in Rule 21.2(j) shall be read as being references to the Disciplinary Committee.
- 22.3 The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 21 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:
- (a) the procedure set out in Rule 21 is followed; and
  - (b) the member is notified that the Board is exercising the power under this Rule 22.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.
- 22.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 22.1 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

## **23. MEMBER UNDER SUSPENSION**

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- 23.1 Any member whose membership is suspended pursuant to Rules 21 or 22 shall during the period of such suspension not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
  - (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
  - (c) attend or vote at any meeting of the Club or any Sub club;
  - (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
  - (e) vote in the election of the Board or any committee of a Sub club;
  - (f) propose, second or nominate any eligible member for any office of the Club or any Sub club; or
  - (g) propose, second or nominate any eligible member for Life membership.

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

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- 24.1 In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 24.5, an employee of the Club may refuse to admit to the Club

and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- (a) who is then intoxicated, violent, quarrelsome or disorderly;
- (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
- (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
- (d) who hawks, peddles or sells any goods on the premises of the Club;
- (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;
- (f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary (or in the absence of the Secretary from the premises of the Club, the senior employee then on duty) suspects of being a prohibited drug or prohibited plant; or
- (g) whom 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.

24.2 If pursuant to Rule 24.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 24.5) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

24.3 Without limiting Rule 24.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 24.1(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.

24.4 Without limiting Rule 24.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 24.1(a), the person must not:

- (a) remain in the vicinity of the Club; or
- (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

24.5 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 from the premises of the Club the senior employee then on duty; or
- (b) any employee authorised by the Secretary to exercise such power.

## 25. RESIGNATION AND CESSATION OF MEMBERSHIP

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25.1 A member may at any time resign from his or her membership of the Club by either:

- (a) giving notice in writing to the Secretary; or
- (b) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.

25.2 A resignation pursuant to Rule 25.1 shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.

25.3 Any member who has resigned pursuant to 25.1 will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.

## 26. GUESTS

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26.1 Subject to Rule 26.2, all members shall have the privilege of introducing guests to the Club.

26.2 A Temporary member may introduce a guest only in accordance with Rule 26.12.

26.3 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 19.1.

26.4 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.

26.5 No member shall introduce any person as a guest:

- (a) who has been expelled from the Club pursuant to Rules 21 or 22;
- (b) whose membership is then suspended pursuant to Rules 21 or 22; or
- (c) who is then refused admission to or being turned out of the Club pursuant to Rule 24.

26.6 Members shall be responsible for the conduct of any guests they may introduce to the Club.

26.7 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.

26.8 No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.

26.9 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.

26.10 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.

26.11 The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.

- 26.12 A Temporary member may bring into the 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;
  - (b) who does not remain on the Club premises any longer than that Temporary member; and
  - (c) in relation to whom the member is a responsible adult.
- 26.13 For the purposes of Rule 26.12(c), “responsible adult” means an adult who is:
- (a) a parent, step-parent or guardian of the minor;
  - (b) the minor’s spouse or de facto partner; or
  - (c) for the time being, standing in as the parent of the minor.

## 27. PATRONS

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- 27.1 The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting.
- 27.2 Patrons who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.
- 27.3 Patrons who are not Full members of the Club shall only be entitled to:
- (a) attend general meetings of the Club, without any voting rights; and
  - (b) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (c) introduce guests to the Club.

## 28. BOARD OF DIRECTORS

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- 28.1 The following shall apply in respect of the composition of the Board:
- (a) Subject to Rules 28.1(b), 28.1(c) and 36.2, the Board shall consist of up to nine (9) directors comprising:
    - (i) the President;
    - (ii) the Senior Vice President;
    - (iii) the Junior Vice President;
    - (iv) the Treasurer; and
    - (v) up to five (5) Ordinary Directors or such lesser number as the Board may determine from time to time
  - (b) Prior to the calling for nominations for election to the Board, the Board shall by

resolution decide the number of directors to be elected for the ensuing year, provided such number is not less than three (3).

- (c) The Board may appoint up to two (2) Board Appointed Directors in addition to the directors referred to in Rule 28.1(a) provided always that the total number of directors does not exceed nine (9);
- (d) Any person appointed by the Board to be a director pursuant to clause 31 of the Registered Clubs Regulation only has to satisfy the requirements of that clause to be appointed and does not have to satisfy any requirement in this Constitution including without limitation belonging to a particular category of membership or being a member of the Club for a specific period of time before standing for or being elected or appointed to the Board.
- (e) A person appointed under 28.1(c):
  - (i) may be appointed for a term of no more than 3 years, and
  - (ii) must be an ordinary member of the club at the time of, and for the duration of, his or her appointment, and
  - (iii) is not eligible for re-appointment under 28.1(c), including re-appointment after the end of that term.
- (f) Within 21 days of an appointment being made under 28.1(c), a notice must be clearly displayed on a notice board on the premises of the registered club and on the club's website (if any) that states:
  - (i) the reasons for the person's appointment, and
  - (ii) the person's relevant skills and qualifications, and
  - (iii) any payments to be made to the person in connection with his or her appointment.

28.2 The Board shall be elected every two (2) years in accordance with this Constitution commencing with the election in 2018.

28.3 Subject to any restrictions contained in this Constitution, the following members shall be entitled to stand for and be elected or appointed to the Board:

- (a) Life members;
- (b) Honorary Life members;
- (c) Service members;
- (d) Life Subscriber members; and
- (e) Club members,

who have been financial members of the Club for twelve (12) consecutive months preceding the date for closing of nominations for election to the Board in each election year.

28.4 A member who is:

- (a) an employee of the Club;
- (b) a former employee of the Club whose services were terminated by the Club
- (c) currently under suspension pursuant to Rules 21 or 22;
- (d) not a Financial member;
- (e) is a resident, owner, lessee, director or shareholder of any owner or lessee of Sydney - Residential;
- (f) is an owner, lessee, director or shareholder of any owner or lessee or an employee in any Quay Quarter Sydney – Retail outlet;
- (g) has been reprimanded, suspended or fined by the Board for any offence involving dishonesty;
- (h) has been cited to appear before the Board on any charge and at the date of nomination or election the charge has not been determined by the Board;
- (i) has been found guilty of any charge and either:
  - (i) expelled; or
  - (ii) suspended for a period in excess of three (3) months,
 

within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting;
- (j) has within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting:
  - (i) been an employee of the Club; or
  - (ii) been convicted of any offence:
    - (1) connected with the promotion, formation or management of any company, co-operative, partnership or business;
    - (2) involving fraud or dishonesty and carrying a penalty of three (3) or more months imprisonment; or
    - (3) in relation to the acquisition of shares;
- (k) is an undischarged bankrupt;
- (l) has failed to carry out any mandatory director training that he or she was required to carry out under the Registered Clubs Act as a director of the Club or any other training as prescribed by a resolution of the Board;
- (m) has at any time been declared ineligible or not a fit and proper person to hold the position of director or has had an order made against them to the same effect;
- (n) has, at any time, had imposed upon him or her:

- (i) a loading on the usual premium; or
- (ii) a higher than usual excess;

as a result of an assessment by a management liability underwriter when determining coverage under a directors and officers insurance policy or similar;

shall not be eligible to stand for or be elected or appointed to the Board.

28.5 No person shall be elected to the office of:

- (a) President unless they have been a member of the Executive for a period of at least two (2) consecutive years; and
- (b) Senior Vice President, Junior Vice President and Treasurer unless he or she has been a member of the Board of the Club for at least two (2) consecutive years.

28.6 The Executive shall exercise such powers as the Board may from time to time direct.

28.7 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 within 12 months of the date they are elected to the Board of Directors of the Club.

## 29. **ELECTION OF BOARD**

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29.1 The election of the Board shall be conducted in the following manner:

- (a) The Board shall appoint a Returning Officer, a Deputy Returning Officer and at least one (1) scrutineer to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer, Deputy Returning Officer or scrutineer.
- (b) In each election year, notice informing members that nominations must be received by the Secretary on or before 5.00pm on 21 February in each year shall be posted on the Club Notice Board no later than 7 February in each year.
- (c) Following the close of receipt of nominations and at least twenty-eight (28) days prior to the date fixed for the Annual General Meeting, the Secretary shall cause to be posted on the Club Notice Board the names of each nominee for election and the office or offices for which he or she is nominating.
- (d) Nominations for election to the Board shall be made in writing and signed by one and seconded by another eligible member and signed by the nominee who shall thereby signify his or her consent to the nomination.
- (e) Immediately following receipt by the Secretary of a nomination, the Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board. Failure to post such notification shall not invalidate the nomination or the election.
- (f) A nomination can be withdrawn at any time prior to the close of nominations.

- (g) If:
  - (i) no or insufficient nominations are received, the candidate or candidates, if any, that are nominated shall be declared elected at the Annual General Meeting and any vacancies then remaining shall be regarded as vacancies on the Board under Rule 36;
  - (ii) only the requisite number nominated election to the Board those candidates shall be declared duly elected; and
  - (iii) more than the required number of nominees are nominated for each office, an election by secret ballot shall be conducted in such manner (including electronically) as prescribed by the Board.
- (h) Subject to Rule 29.1(i), at the Annual General Meeting the Chairperson shall declare the required number of candidates having the greatest number of votes for each office as the candidates elected to office.
- (i) In the event of any member being nominated for more than one office, their name shall appear as a candidate for several offices on any ballot. Should such member receive a majority of votes for more than one office, the member shall be declared elected to whichever position has the higher priority and the votes cast for that member for the other office/s shall be disregarded. For the purpose of this Rule the priority of offices is the order in which the offices are named in article 28.1(a).

29.2 The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 29.1.

## 30. **POWERS OF THE BOARD**

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

### **GENERAL POWERS**

30.2 The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by statute directed or required to be exercised or done by the Club in general meeting.

### **SPECIFIC POWERS**

30.3 Without limiting the general powers conferred by Rule 30.2, the Board shall have power from time to time to:

- (a) make, alter and repeal By-Laws pursuant to Rule 30.17;
- (b) enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit;
- (c) 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;



- (d) 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;
- (e) 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;
- (f) 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;
- (g) 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;
- (h) 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;
- (i) subject to paragraph (j) of this Rule, sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise);
- (j) 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;
- (k) appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary;
- (l) 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 the 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;
- (m) impose levies on all members;
- (n) set the joining fees, subscriptions and other payments payable by all members;
- (o) fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution; and
- (p) 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.

## **COMMITTEES**

30.4 Without limiting the general powers conferred by Rule 30.2, the Board shall have power to delegate any of its powers to committees consisting of any:

- (a) director;
- (b) member;
- (c) employee; or
- (d) person who is not a member but who has a particular skill or expertise which they will apply to a committee;

or any combination thereof. The Board shall also have the power to revoke any such delegation.

30.5 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may impose.

30.6 The President shall be a member of all such committees and may nominate a person or persons to represent him or her on one or more of those committees.

30.7 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 30 or by any by-law made by the Board pursuant to this Rule 30.

30.8 The quorum for a meeting of any committee shall be a majority of the committee members.

30.9 Any committee shall make 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.

## **SUB CLUBS**

30.10 Without limiting the general powers conferred by Rule 30.2, the Board shall have power to:

- (a) establish Sub clubs with such rules (including objects, powers and membership qualifications) as the Board may determine;
- (b) allow Sub clubs established pursuant to this Rule 28.10 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established;
- (c) allow Sub clubs to create by-laws for the control and regulation of the sporting or other activities for which they are respectively established;
- (d) permit Sub clubs to adopt a name (provided it be described as a Sub club of the Club); and
- (e) allow Sub clubs to become affiliated with the bodies controlling sports or other activities on such terms and conditions (not inconsistent with this Constitution

or the Registered Clubs Act) as such controlling bodies may require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.

- (f) require a Sub Club to wind up its operations if it fails to comply with a reasonable direction given to it by the Board.
- (g) require each Sub Club to expend its funds each year towards the objects of the Sub Club so that each Sub Club shall hold such minimum amount at the end of its financial year as the Board considers appropriate for the operations of the Sub Club for the following financial year.

30.11 Any of the Sub clubs established pursuant to Rule 28.10 or those already in existence as at the date of the adoption of this new Constitution shall at all times be subject to the control and direction of the Board and must conform to any regulation or restriction that the Board may impose.

30.12 The President shall be a member of all the committees of Sub clubs and may nominate a person or persons to represent him or her on one or more of those committees.

30.13 Subject to the general control and supervision of the Board, each Sub club may manage its own affairs but shall:

- (a) make regular reports to the Board (or otherwise as may be required by the Board); and
- (b) submit copies of all minutes and records to the Board for the purposes of Rules 38 and 39.
- (c) Present its annual report to the Board prior to the Sub Club's Annual General Meeting.

30.14 The Board may empower each Sub club to open and operate a bank account in the name of the Sub club in such bank or banks as the Board may approve provided that the persons eligible to operate upon any such account shall be approved by the Board which may remove and replace such persons or any of them.

30.15 The rules of each Sub club may be amended by the members of the Sub club provided that no amendment proposed or approved by the members of the Sub club shall have effect unless and until it is approved by resolution of the Board.

30.16 Any disciplinary action taken by a Sub club in respect of any member of the Sub club shall be promptly reported to the Board together with the reasons for the action.

#### **BY-LAWS**

30.17 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.

30.18 Without limiting the generality of Rule 30.17 the Board may regulate:

- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;

- (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 playing and social privileges of each category of membership;
- (g) the conduct of members in relation to Club employees; and
- (h) generally, all such matters as are commonly the subject matter of a constitution or by-laws or made under a constitution or which by this Constitution are not reserved for decision by the Club in general meeting.

30.19 Any By-law made under Rule 30.17 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

30.20 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.

## 31. PROCEEDINGS OF THE BOARD

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31.1 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.

31.2 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.

31.3 The President shall be entitled to take the chair at every meeting of the Board. If the President is not present within ten (10) minutes of the time appointed for the commencement of the meeting or is unwilling or unable to act then a Vice President shall take the chair. If a 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.

31.4 The quorum for a meeting of the Board shall be the majority of directors on the Board as at the date of the meeting.

31.5 The President may at any time and the Secretary upon the request of not less than two (2) directors shall convene a meeting of the Board.

31.6 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

31.7 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.

- 31.8 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.
- 31.9 In addition to Rule 30.8, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends his or her email response agreeing to the proposed resolution.
- 31.10 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.

## **32. MATERIAL PERSONAL INTERESTS OF DIRECTORS**

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- 32.1 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:
- (a) declare the nature of the interest at a meeting of the Board; and
  - (b) comply with Rule 32.2.
- 32.2 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 vote on the matter; and
  - (b) must not be present while the matter is being considered at the meeting.

## **33. REGISTERED CLUBS ACCOUNTABILITY CODE**

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- 33.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 33.
- 33.2 For the purposes of this Rule 33, the following terms shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations:
- (a) close relative;
  - (b) controlling interest;
  - (c) departmental Secretary;
  - (d) management contract;
  - (e) manager;

- (f) pecuniary interest; and
- (g) top executive.

#### **CONTRACTS WITH TOP EXECUTIVES**

33.3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:

- (a) the top executive's terms of employment;
- (b) the roles and responsibilities of the top executive;
- (c) the remuneration (including fees for service) of the top executive; and
- (d) the termination of the top executive's employment.

33.4 Contracts of employment with top executives:

- (a) will not have any effect until they approved by the Board; and
- (b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

#### **CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES**

33.5 The Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

33.6 A "pecuniary interest" in a company for the purposes of Rule 33.5 does not include any interest exempted by the Registered Clubs Act.

#### **CONTRACTS WITH SECRETARY AND MANAGERS**

33.7 Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:

- (a) the Secretary or a manager;
- (b) any close relative of the Secretary or a manager; or
- (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

#### **LOANS TO DIRECTORS AND EMPLOYEES**

33.8 The Club must not lend money to a director or an employee of the Club.

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

33.9 A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.

33.10 If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

#### **DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB**

33.11 A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:

- (a) any material personal interest that the director has in a matter relating to the affairs of the Club;
- (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
- (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises, and
- (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the club or from a person or body that has entered into a contract with the club.

33.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 33.

#### **TRAINING DISCLOSURES**

33.13 The Club must make available to members:

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

#### **34. PROVISION OF INFORMATION TO MEMBERS**

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34.1 The Club must:

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

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

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- 35.1 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 eligible to be a director in accordance with this Constitution.
- 35.2 Any person appointed pursuant to paragraph 35.1(b) shall hold office for the remainder of the term of office of the person he or she replaces.
- 35.3 Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

## **36. VACANCIES ON BOARD**

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- 36.1 The office of a member of the Board shall automatically be vacated if the person holding that office:
- (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) by notice in writing given to the Secretary resigns from office as a director;
  - (e) 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.
  - (f) ceases to be a member of the Club;
  - (g) becomes an employee of the Club; or
  - (h) fails to complete the mandatory training requirements for directors referred to in Rule 27.7 within the period referred to within that Rule (unless exempted).
- 36.2 The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

### **FILLING CASUAL VACANCY**

- 36.3 The Board shall have power at any time and from time to time, to appoint any eligible



person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Biennial General Meeting.

## 37. GENERAL MEETINGS

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- 37.1 A general meeting of the members of the Club must be held for a proper purpose.
- 37.2 A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board in the month of April subject to any provision of the Act or any extension granted by the Australian Securities and Investment Commission or any other relevant body. All meetings other than Annual General Meetings shall be called general meetings.
- 37.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- 37.4 (a) Subject to this Rule 37, the Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting.
- (b) In this Rule 37.4 the term "the request" shall mean the request referred to in paragraph (a).
- (c) The request must:
- (i) be in writing; and
  - (ii) state any resolution to be proposed at the meeting;
  - (iii) be signed by the members making the request;
  - (iv) be given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within twenty-one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
- (f) 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.
- (g) The meeting referred to in paragraph (f) of this Rule 37.4 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three (3) months after the request is given to the Club.
- (h) To call the meeting the members requesting the meeting may ask the 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**

37.5 At least twenty-one (21) day's notice in writing of any general meeting of the members of the Club (including an Annual General Meeting) must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.

37.6 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 state the resolution.

37.7 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**

37.8 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 40.4;
- (c) in the case of a Biennial General Meeting to declare the results of the election of the Board and/or conduct any further election as may be required by this Constitution;
- (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); and
- (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.

37.9 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.

37.10 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**

- 37.11 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.
- 37.12 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.
- 37.13 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.
- 37.14 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**

- 37.15 The President shall be entitled to take the chair at every general meeting.
- 37.16 If the President is not present within fifteen (15) minutes of the time appointed for the commencement of the meeting, or is unwilling or unable to act, then a Vice President shall take the chair. If a 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.
- 37.17 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**

- 37.18 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.
- 37.19 Every member eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.
- 37.20 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.
- 37.21 No member of the Club who is an employee of the Club shall be eligible to vote at any meeting of the Club.
- 37.22 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.

- 37.23 Voting shall be on a show of hands unless a poll is demanded.
- 37.24 Five (5) members or the chairperson may demand a poll.
- 37.25 A demand for a poll may be withdrawn.
- 37.26 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.
- 37.27 The result of the poll shall be the resolution of the meeting at which the poll was demanded.
- 37.28 A poll demanded on the election of the chairperson or on a question of adjournment shall be taken immediately.
- 37.29 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.

#### **QUORUM FOR GENERAL MEETINGS**

- 37.30 No business shall be transacted at any general meeting of members unless a quorum of members is present.
- 37.31 Subject to Rule 37.32, at any general meeting of the Club (including an Annual General Meeting), ten (10) Financial members present in person and eligible to vote shall be a quorum.
- 37.32 At any general meeting of the Club at which a Special Resolution to amend any or all of this Rule 37.32 or Rules 28 or 48 of this Constitution is proposed to be considered, ten (10) Life members, Honorary Life members, financial Service members, Life Subscriber members, financial Club members and financial Gallipoli Scholarship Recipient members present in person shall be a quorum.
- 37.33 If a quorum is not present within fifteen (15) 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 37.4; or
  - (b) stand adjourned to the same day in the next week at the same time and place.
- 37.34 If at any meeting adjourned pursuant to Rule 37.33(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**

- 37.35 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.
- 37.36 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 37.37 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.
- 37.38 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.

## **CANCELLATION AND POSTPONMENT OF GENERAL MEETINGS**

- 37.39 The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.

## **WITHDRAWAL OF RESOLUTIONS**

- 37.40 The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.

## **USE OF TECHNOLOGY FOR GENERAL MEETINGS**

- 37.41 The Club may hold a general meeting at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.

## **38. MEMBERS' RESOLUTIONS AND STATEMENTS**

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### **RESOLUTIONS FROM INDIVIDUAL MEMBERS**

- 38.1 Notwithstanding Rules 38.3 to 38.12, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least thirty-five (35) days prior to the date fixed for such Annual General Meeting.
- 38.2 The Secretary shall cause all items of business and notices of motion referred to in Rule 38.1 to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.

## **MEMBERS' RESOLUTIONS**

- 38.3 Subject to Rules 38.4 to 38.11 inclusive, the following may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (a) members with at least 5% of the votes that may be cast on the resolution; or
  - (b) at least one hundred (100) members who are entitled to vote at a general meeting.
- 38.4 The notice must:
- (a) be in writing;
  - (b) set out the wording of the proposed resolution; and
  - (c) be signed by the members proposing to move the resolution.
- 38.5 Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- 38.6 The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
- 38.7 If the Secretary has been given notice of a resolution under Rule 38.3, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.
- 38.8 The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
- 38.9 The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
- 38.10 The members requesting the resolution are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.
- 38.11 The Club need not give notice of the resolution:
- (a) if it is more than 1,000 words long or defamatory; or
  - (b) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

## **MEMBERS' STATEMENTS**

- 38.12 Subject to Rules 38.13 to 38.20 inclusive, members may request the Club to give to all its members a statement provided by the members making the request about:
- (a) a resolution that is proposed to be moved at a general meeting; or
  - (b) any other matter that may be properly considered at a general meeting.

- 38.13 The request must be made by either:
- (a) members with at least 5% of the votes that may be cast on the resolution; or
  - (b) at least one hundred (100) members who are entitled to vote at the meeting.
- 38.14 The request must be:
- (a) in writing; and
  - (b) signed by the members making the request;
  - (c) given to the Secretary.
- 38.15 Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- 38.16 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.
- 38.17 After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.
- 38.18 The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.
- 38.19 The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- 38.20 The Club need not comply with the request:
- (a) if the statement is more than 1,000 words long or defamatory; or
  - (b) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

## 39. MINUTES

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- 39.1 The Club must keep minute books in which it records:
- (a) proceedings and resolutions of general meetings of the Club;
  - (b) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors); and
  - (c) resolutions passed by directors without a meeting.
- 39.2 The Club must ensure that:
- (a) minutes of a meeting are signed within a reasonable time after 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 a reasonable time after the resolution is passed.

39.3 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.

#### 40. ACCOUNTS AND REPORTING TO MEMBERS

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40.1 The Board shall:

- (a) 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;
- (b) prepare, on a quarterly basis, financial statements that incorporate:
  - (i) the Club's profit and loss accounts and trading accounts for the quarter; and
  - (ii) a balance sheet as at the end of the quarter;
- (c) cause the financial statements referred to in paragraph (b) of this Rule to be submitted to a meeting of the Board;
- (d) make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within seven (7) days of the statements being adopted by the Board.
- (e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule;
- (f) make available a copy of the financial statements referred to in paragraph (b) of this Rule to any member on the written request of the member.

40.2 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.

40.3 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.

40.4 In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of December immediately prior to the Annual General Meeting:

- (a) the financial report of the Club;
- (b) the directors' report; and
- (c) the auditors' report on the financial report.



## 41. FINANCIAL YEAR

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- 41.1 The financial year of the Club and any sub club or other entity created under this Constitution shall commence on the first day of January in each year and end on the last day of December in the following year or such other period as having regard to the Act, the Board may determine.

## 42. AUDITORS

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

## 43. SECRETARY

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- 43.1 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.

## 44. EXECUTION OF DOCUMENTS

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- 44.1 The Club shall have a Seal.
- 44.2 The Board must provide for the safe custody of the Seal.
- 44.3 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.
- 44.4 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.

## 45. NOTICES

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- 45.1 A notice may be given by the Club to any member either:
- (a) personally;
  - (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
  - (c) by sending it to the electronic address (if any) nominated by the member; or
  - (d) by notifying the member in accordance with Rule 44.2 in the case of notices of general meetings.

45.2 If a member nominates:

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

the Club may give the member notice of a meeting by notifying the member using the nominated notification means that:

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

45.3 Where a notice is sent by post to a member in accordance with Rule 45.1 the notice shall be deemed to have been received by the members:

- (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.

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

45.5 Notwithstanding any of the provisions of this Constitution, the Club may give notice of a meeting in accordance with Rule 44.2(c) and (d), even if a member has not nominated a nominated notification means or nominated access means, if the Club is permitted to do so under the Act.

45.6 Where a notice of general meeting (including an Annual General Meeting) is sent to a member in accordance with Rule 44.5, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.

## 46. **INDEMNITY TO OFFICERS**

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46.1 Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.

46.2 The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

## 47. **INTERPRETATION**

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47.1 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.

## 48. **AMENDMENTS TO CONSTITUTION**

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- 48.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting (including an Annual General Meeting) of the members of the Club.
- 48.2 Life members, Honorary Life members, Service members, Life Subscriber members and Club members shall be the only members entitled to vote on a Special Resolution to amend this Constitution.