

**COMPANY CONSTITUTION**

**of**

**WYANGALA COUNTRY CLUB LIMITED**

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(as amended – September 2008)

[Retyped – 7/9/09]

ACN 001 011 507

A Company Limited by Guarantee  
and not having a Share Capital

**Section 1:**  
**ARTICLES OF ASSOCIATION**  
**of**  
**WYANGALA COUNTRY CLUB LIMITED**

**DEFINITIONS AND INTERPRETATION**

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

“Club” means the Wyangala Country Club Limited.

“Act” means the Corporations Act. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date at which these regulations become binding on the Club shall have the meaning so defined.

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

“Constitution” means this company constitution of the above named Club.

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

“By-Laws” means the Rules that have been determined by the Board in accordance with this Constitution.

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

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

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

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

“Officers” means an officer as defined in the Act.

“Top Executive” means each of the following:

- (a) the Secretary of the Club;
- (b) a person appointed as the Manager of any premises of the Club;
- (c) a person who is, or who is of a class, prescribed by the Regulations for the purposes of this definition.

“Close Relative” of a person means:

- (a) a parent, child, brother or sister of the person; or
- (b) a spouse of the person or of a person referred to in Sub-Paragraph (a), or a person with whom the person or a person referred to in Sub-Paragraph (a) has a de facto relationship (within the meaning of the Property (Relationships) Act 1984).

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

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

“Member” means a person who is a Full Member, a Provisional Member, and Honorary Member or a Temporary Member of the Club.

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

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

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

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

“Annual Report” means the annual Financial Report, Directors’ Report, and Auditor’s Report, accompanied by such statements that are required under the Corporations Act and Registered Clubs Act to be attached thereto, and shall, if a Concise Report is produced, include the option of a Concise Report, as the case may be.

“Written” and “In writing” include printing typing lithography and other modes of representing or reproducing words in visible form in the English language.

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

“Contract” includes commercial arrangement.

“Gift” includes money, hospitality or discounts.

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

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

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

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

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

“Month” means calendar month.

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

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

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

- 1A. (a) References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
- (b) The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
- (c) The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.

- (d) A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-Laws of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by a Court of proper jurisdiction.
- (e) A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.
- (f) This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.
- (g) Words importing the singular number also include the plural and vice versa. Words importing the masculine gender shall include the feminine gender and vice versa. Words importing persons include corporations.

### **MEMBERSHIP**

- 2. The members of the Club entitled to vote at an election of the Board shall consist of such class or classes of membership as comprises not less than 25% of the Full Members of the Club.
- 3. In addition to the classes of membership defined by these Articles the Board may create from time to time such other class or classes of membership as deemed expedient and such additional class or classes of membership shall be defined in the By-Laws.
- 4. The membership of the Club shall be divided into the following categories:
  - (a) Ordinary Members
  - (b) Life Members
  - (c) Provisional Members
  - (d) Honorary Members
  - (e) Temporary Members
- 5. Ordinary Membership of the Club shall consist of the following classes:
  - (a) Ordinary Senior Member
  - (b) Ordinary Social Member
  - (c) Ordinary Junior Member
- 6. (a) "Ordinary Senior Member" shall mean a person who having been elected an Ordinary Senior Member shall have paid the entrance fee (if any) and the applicable annual subscription. An Ordinary Senior Member shall be entitled to all the privileges and advantages of the Club.

- (b) "Ordinary Social Member" shall mean a person who having been elected an Ordinary Social Member shall pay the entrance fee (if any) and the applicable annual subscription. An Ordinary Social Member shall be entitled to the social privileges and advantages of the Club and shall be entitled to vote for the election of the Board but shall not otherwise be entitled to vote at General Meetings of the Club.
  - (c) "Ordinary Junior Member" shall mean a person under the age of eighteen (18) years who has been admitted to membership for the purpose of participating in regular sporting competitions organised by the Club. Junior Members shall NOT be entitled to introduce guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club.
7. (a) "Life Member" shall mean any member, who in consideration of long or meritorious service to the Club or for any other commendable reason, is elected at any General Meeting by at least three-fourths of the members who being present and entitled to vote do so vote, as a Life Member of the Club provided that such nomination is made in writing by two (2) Ordinary Senior or Life Members and notice thereof has been given with the notice convening the meeting and provided further that the Board has approved such nomination.
- (b) A Life Member shall be entitled to all the rights privileges and advantages to which an Ordinary Senior is entitled under these Articles.
  - (c) A Life Member shall not be obliged to pay any annual subscriptions.
8. (a) "Provisional Member" means a person who has applied for admission as a Full Member of the Club, has paid the entrance fee (if any) and the annual subscription appropriate for the class of membership applied for, and is awaiting a decision on the application.
- (b) Unless the Board otherwise determines, a Provisional Member shall be entitled to the privileges and advantages of the Club to which a member of the class applied for would be entitled PROVIDED THAT a Provisional Member shall not be entitled to attend or vote at General Meetings of the Club or to be nominated, elected or appointed as an officer of the Club.
  - (c) A person shall cease to be a Provisional Member immediately upon the decision of the Board on the application for membership.
9. (a) "Honorary Member" shall mean a person admitted as an Honorary Member of the Club in accordance with these Articles.
- (b) The patron(s) of the Club is deemed to be an Honorary Member of the club AND the following may at the discretion of the Board be admitted as Honorary Members of the Club:
    - (i) any prominent citizen; or
    - (ii) a local dignitary.
  - (c) Subject to Article 12, Honorary Members shall be entitled to the social privileges of the Club and to participate in such games recreations and pastimes as determined by, or on the invitation of, the Board from time to time.

- (d) Except in the case of the patron(s) of the Club, the Board shall have power to determine the duration of the Honorary Membership and to cancel the Honorary Membership of any person at any time without assigning any reason.
  - (e) Subject to Article 12, an Honorary Member shall not be entitled to attend or vote at General Meetings of the Club or to be nominated, elected or appointed as an officer of the Club.
  - (f) Honorary Members shall not be obliged to pay any entrance fee and/or annual subscriptions.
10. (a) "Temporary Member" shall mean a person admitted as a Temporary Member in accordance with these Articles.
- (b) The following persons may be admitted as Temporary Members of the Club:
- (i) a person whose ordinary place of residence is not in New South Wales; or
  - (ii) a person whose ordinary place of residence is more than 20 kilometres from the premises of the Club; or
  - (iii) a member of another registered club with similar objects to those of the Club; or
  - (iv) a member of another registered club who is attending the Club as provided by Section 30(10) of the Registered Clubs Act.
- (c) The Board may determine that Temporary Members, or a particular category of Temporary Members, shall pay a Temporary Membership fee as determined by the Board from time to time.
- (d) Section 30(10) of the Registered Clubs Act applies to the Club and accordingly, a Full Member of any other registered club who, at the invitation of the Board or of a Full Member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day shall be a Temporary Member of the Club from the time on that day when that person so attends the premises of the Club until the end of that day.
- (e) Temporary Members shall be entitled to the social privileges of the Club and to participate in such games recreations and pastimes as determined by the Board or the Secretary from time to time. A person who is a Temporary Member pursuant to Section 30(10) of the Registered Clubs Act shall be entitled to participate in the organised sport or competition in which that person was invited to participate.
- (f) Notwithstanding any other provision of this Article 10, the Board or the Secretary shall have the power to cancel the Temporary Membership of any person or to refuse to admit any person (including a person referred to in Section 30(10) of the Registered Clubs Act) as a Temporary Member at any time without assigning any reason.
- (g) A Temporary Member shall not be entitled to attend or vote at General Meetings of the Club or to be nominated, elected or appointed as an officer of the Club.

11. No person under the age of eighteen (18) years shall be admitted as a Member of the Club other than as a Temporary Member as provided in Section 30(10) of the Registered Clubs Act or as a Junior Member.

### **PATRONS**

12. Patrons may be appointed from time to time by the members in General Meeting and they shall thereupon be deemed to be Honorary Members of the Club provided that any patron who is a Full Member of the Club shall also be entitled to exercise all the privileges and advantages of such membership. Patrons will cease to be patrons upon expiration of the period of appointment and may, prior to that time, be removed by the members in General Meeting.

### **ADMISSION OF MEMBERS**

13.
  - (a) Candidates for Ordinary Membership of the Club shall be proposed by one (1) Ordinary Senior Member or Life Member and seconded by another Ordinary Senior Member or Life Member of the Club. The nomination form shall set out the full name, address and occupation of the nominee and the class of Ordinary Membership to which the nominee wishes to be admitted and shall be in the form and contain such further particulars as are from time to time determined by the Board. The nomination form shall be signed by the proposer and seconder and nominee.
  - (b) The application for Ordinary Membership may (and shall, if required under By-law), be accompanied by the amount of the entrance fee (if any) and applicable annual subscription.
  - (c) The application for Ordinary Membership and, if applicable, the amount of the entrance fee (if any) and the applicable annual subscription, shall be lodged with the Secretary PROVIDED THAT the Secretary may in his or her discretion (and will, if so directed by the Board) refuse to accept payment of the entrance fee (if any) and the applicable annual subscription with the application in any case without giving any reason for such refusal. Particulars of the nomination for Ordinary Membership shall be posted on the Notice Board and shall remain posted for at least seven (7) days prior to the date of the meeting of the Board at which the application is to be considered.
  - (d) An interval of at least fourteen (14) days shall elapse between the date of application and the date of election of any candidate.
  - (e) The election of Ordinary Members shall be by the Board at a meeting or meetings duly convened. The Secretary of the Club shall keep a record of the names of the members of the Board present and voting at such meeting and the names of the members elected.
  - (f) The Board may refuse any application for membership without assigning any reason for such refusal. The Secretary shall return to such refused candidate the amount of any entrance fee and annual subscription lodged with the application.



- (g) The Board shall have power to make By-laws regulating all matters in connection with the election of a member not otherwise provided by these Articles.
14. (a) The Secretary shall forthwith advise such nominee of the nominee's election. Upon such election and payment of any unpaid fees and/or annual subscription specified in the account rendered to the nominee with the notice of election the nominee shall become a member of the Club and will be bound by the Memorandum and Articles of Association and By-laws of the Club.
- (b) Every person elected to membership shall be required to pay within one (1) month of the date of notice of election any unpaid fees and/or annual subscription specified in the account rendered to that person with the notice of election failing which payment the election shall be null and void.

### **TRANSFER OF MEMBERSHIP**

15. Subject to these Articles, the Board may on the written application of an Ordinary Member (subject to payment by the member of any additional annual subscription or other fees) transfer that member from any class of Ordinary Membership to another class of Ordinary Membership. Any member so transferred shall not be entitled to any refund or reduction of any entrance fee or annual subscription paid by the member for the then current financial year.

### **CESSATION OF MEMBERSHIP**

16. A member may at any time by giving notice in writing to the Secretary resign from membership of the Club but such member shall continue to be liable for any moneys due to the Club at the date of his resignation.
17. (a) If a member shall wilfully infringe any of these Articles or the By-laws or be in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or be guilty of any conduct which in the opinion of the Board shall render that member unfit for membership the Board shall have the power by resolution to reprimand, fine, suspend from the exercise of all or any of the privileges of membership for such period as it considers fit, accept the resignation of, or expel such member PROVIDED THAT:
- (i) At least seven (7) days before the meeting at which any such resolution is passed the member concerned shall have been notified in writing by certified post sent to the member's registered address of the intention of the Board to consider the matter (which notice shall include short particulars of the charge against the member and shall also include short details of the range of potential penalties if the member is found guilty) and requested to be present at the meeting.
  - (ii) At the meeting the member shall, before any such resolution is moved, have had an opportunity of presenting in writing or orally any explanation or defence that the member may think fit PROVIDED THAT if the member fails to attend at the time and place specified the matter may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding.

- (iii) If the member attends the meeting and is found guilty, the member shall, before any such resolution is moved, have had an opportunity to address the Board on the penalty to be imposed.
  - (iv) The meeting shall be held within one (1) month of the date that the alleged offence infringement or misconduct is raised at a meeting of the Board.
  - (v) Any resolution under this Article shall be by secret ballot and passed by not less than two-thirds of the members of the Board present at such meeting.
  - (vi) The member is notified of the decision of the Board in writing by certified post sent to the member's registered address.
- (b) Any resolution of the Board pursuant to paragraph (a) shall be final and need not state the grounds, facts or opinions upon which it is based.
  - (c) No member dealt with in accordance with this Article 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 there from or relating thereto.
  - (d) The Board may at its discretion order the refund of the whole or part of the current annual subscription to any member suspended or expelled.
18. Every person ceasing to be a member of the Club whether by resignation expulsion death neglecting to pay the annual subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any moneys due or payable under the Memorandum of Association.

### **TURNING OUT MEMBERS AND GUESTS**

- 18A. (a) The Secretary, or an authorised employee of the Club, may refuse to admit to the Club and may turn out, or cause to be turned out, of the Club premises any person including any member: who is intoxicated, violent, quarrelsome or disorderly; whose presence on the Club premises renders the Club or the Secretary liable to a penalty under the Registered Clubs Act; who hawks, peddles or sells any goods on the premises of the Club; who uses, or has in his or her possession, while on the Club premises any substance that the Secretary suspects of being a prohibited drug or prohibited plant; who, for the purpose of prostitution, engages or uses any part of the Club premises, or who smokes, within the meaning of the Smoke-free Environment Act 2000, while on any part of the licensed premises that is a smoke-free area within the meaning of that Act.
- (b) If pursuant to this Rule a person (including a member) who has been refused admission to, or has been turned out of the premises of the Club, the Secretary or an authorised employee or Officer of the Club, may at any subsequent time refuse to admit said person into the premises of the Club or may turn the person out, or cause the person to be turned out of the Club premises and such power to turn out or refuse entry may be exercised until such time as the matter that lead to said person being turned out or refused

entry has been dealt with by the Board or one (1) month has elapsed, whichever is the sooner.

- (c) The persons who are entitled to exercise the powers set out in this Rule shall be:
  - (i) in the absence of the Secretary from the premises of the Club, the senior employee then on duty; and
  - (ii) any person authorised in writing by the Secretary to exercise such powers.
- (d) The Secretary and any person exercising the powers referred to in this Rule may use or authorise such reasonable force as may be necessary to remove from the Club premises any such person referred to in this Rule.
- (e) The Secretary and any person who has exercised any of the powers referred to in this Rule shall within forty-eight (48) hours of using such powers make a report in writing, relaying the facts, matters and circumstances relating to the exercise of the powers.

#### **ADDRESS OF MEMBERS**

- 19. Every person shall on becoming a member furnish to the Secretary particulars of the member's address (including an address within the State of New South Wales for the service of notices) and occupation if those particulars have not already been stated on the application for membership and shall notify the Secretary in writing of any subsequent change of address. The address within the said State so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

#### **REGISTERS OF MEMBERS AND OF GUESTS**

- 20. (a) To the extent required by the Registered Clubs Act from time to time, the Club shall keep a register of:
  - (i) Full Members, which shall have entered in it the full name, the occupation and the address of each Full Member and, if that member is an Ordinary Member, the date on which the member last paid his or her annual subscription; and
  - (ii) Honorary Members, which shall have entered in it the full name or the surname and initials, and the address, of each Honorary Member; and
  - (iii) Temporary Members of the Club (other than Temporary Members attending the Club for the purpose of taking part in an organised sport of competition) which shall record the name and address of each Temporary Member and the date on which he entered as a Temporary Member.

- (iv) The Secretary shall keep a Guest Register of persons who shall be over the age of eighteen (18) years and who enter the premises of the Club as guests of members. Such register shall have entered therein on each day the guest enters the premises of the Club, the name and address of the guest, the date of that day, and the signature of the accompanying member. A guest entering the Club more than once on the same day with the same member need only enter his name in the Register once.
- (v) *(Deleted)*

### **VOTES OF MEMBERS**

- 21. (a) Only the following members shall be entitled to vote at any General Meetings of the Club:
    - (i) Ordinary Senior Members
    - (ii) Life Members
    - (iii) Ordinary Social Members (only for the purpose of election of the Board as provided in Article 6(b).
  - (b) Every Member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one (1) vote.
  - (c) No member of the Club who is also an employee of the Club shall be eligible to vote at any meetings of the Club.
  - (d) An employee of the Club must not vote at any election of the governing body of another club or association if any member of that governing body would, as the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of this Club.
  - (e) Pursuant to the Registered Club Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.
22. No member shall be entitled to attend or vote at any General Meeting of the Club unless that member shall have paid all or any entrance fees and annual subscriptions and all other moneys due to the Club at the time of such meeting.

### **SUBSCRIPTIONS AND ENTRANCE FEE**

- 23. The annual subscription payable by each class of Ordinary Members shall be such amount, not being less than \$2.00, as shall be determined by the Board from time to time.
- 24. (a) The annual subscriptions shall fall due on the first day of July in each year and shall be paid in advance either annually or if the Board so directs and approves, for such number of years as provided for in the By-Laws. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time.

- (b) If such subscription shall be unpaid on the due day the defaulting member may be debarred or suspended from all privileges of membership and the member may be disqualified from all Club competitions in which the member may be participating.
  - (c) Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a Guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-Laws of the Club.
  - (d) Subject to the provisions of the Anti Discrimination Act, a member may in relation to his age be granted special privileges and discounts on his entrance fee, annual subscription, and/or any other fees and levies.
25. The Board may at any time determine that an entrance fee shall be paid by each person nominated for and elected to membership as an Ordinary Member. The amount of the entrance fee shall from time to time be determined by the Board varying if thought fit for each class of membership. A person nominated for Ordinary Membership who was formerly a member of the Club may at the discretion of the Board be elected without payment of any entrance fee.
26. All newly elected Ordinary Members shall be liable for the then current year's subscription but any person elected to membership as an Ordinary Member after the first day of January in any year shall be liable to pay one-half of the subscription payable for the then current financial year.
27. The Board may at any time or times suspend the payment of entrance fees or reduce the amount of the annual subscription to an amount of not less than \$2.00 in respect of individual cases and shall have discretionary power to fix and determine or waive the entrance fee or other fees chargeable to any member under any special circumstances that may arise.

#### **BOARD OF DIRECTORS – APPOINTMENT, REMOVAL AND REMUNERATION**

28. The Board shall consist of Seven (7) Directors who shall comprise a President, a Vice-President, a Treasurer and four (4) other Directors.
29. (a) All Directors shall retire at the Annual General Meeting next following their election or appointment and, subject to these Articles and the Registered Clubs Act, shall be eligible for re-election.
- (b) The Board shall be elected annually by the members entitled to attend and vote at meetings of the Club pursuant to these Articles.
30. Only Ordinary Senior Members and Life Members shall be entitled to be nominated, elected or appointed to the Board.
31. (a) A member currently under suspension by the Board in accordance with these Articles shall not be eligible to be nominated, elected or appointed to the Board.
- (b) A member of the Club who is also an employee of the Club shall not be eligible to be nominated, elected or appointed to the Board.

- (c) A member who is a key official or a former key official, as each of those expressions are defined in the Registered Clubs Act, and who has not been granted exemption under the Registered Clubs Act, shall not be eligible to be nominated, elected or appointed to the Board.
  - (d) A member shall not be entitled to be nominated, elected or appointed to the Board unless that member shall have paid all entrance fees, annual subscriptions and other moneys due to the Club at the time of such nomination, election or appointment.
  - (e) A person is not eligible to stand for election or be appointed as a member of the Board of the Club unless the person declares in writing that the person has received the education and training material for club directors that is approved by the Director of Liquor & Gaming. Any such written declaration is to be kept by the Club in a register for a period of at least three (3) years and made available to the Director of Liquor & Gaming on request.
32. (a) Nominations for election of a Director shall be made in writing and signed by two (2) Ordinary Senior Members and/or Life Members and by the nominee who shall signify his or her consent to the nomination and who shall certify that he or she is not a key official or a former key official, as those expressions are defined in the Registered Clubs Act or, if applicable, that he or she is a key official or former key official as so defined who has been granted exemption under the Registered Clubs Act to be nominated and elected as a Director of the Club.
- (b) The nomination shall specify the position on the Board for which the nominee is nominated.
  - (c) Any eligible member may be nominated for more than one (1) position on the Board but shall only be entitled to hold one (1) such position and the order of seniority of positions on the Board shall be the order appearing in Article 28.
  - (d) Nominations shall cease seven (7) days prior to the Date of the Annual General Meeting.
33. The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and the candidate's proposers on the Notice Board.
- 33A. (a) The election of the Board shall be conducted and counted by one of the following:
- (i) In the case of the Club having 10,000 or less Full Members, the election shall be conducted in accordance with the Regulations by a Returning Officer and at least two (2) scrutineers appointed by the Board; or
  - (ii) In the case of the Club having more than 10,000 Full Members, the election shall be conducted by a Returning Officer appointed by the Board who shall be a person or body approved by the Director of Liquor & Gaming; or
  - (iii) The State Electoral Commissioner.
- (b) A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.

- 33B. The State Electoral Commissioner (or an officer within the meaning of the Public Sector Management Act 1988 authorised in writing by the Electoral Commissioner) shall conduct an election of the Board of the Club if:
- (a)
    - (i) An application is made in writing to the Director of Liquor and Gaming by a member entitled to vote for the making of the order, and said application is signed by at least 200 or one-tenth of the number of members of the club so entitled to vote, whichever is the less, and showing the names in full or the surnames and the initials of the given names of the signatories; and
    - (ii) Notice in writing of intention to make the application was given to the Club at least twenty-one (21) clear days before the day appointed for the commencement of the hearing of the application; or
  - (b) An order is made by the Licensing Court as part of its determination in a matter of complaint against the Club; or
  - (c)
    - (i) On application by the Club to the Electoral Commissioner; and
    - (ii) Written notification of that fact is sent at the same time to the Principal Registrar of Liquor and Gaming.
34. (a) If the full number of candidates for the various positions on the Board is not nominated as prescribed then, subject to paragraph (b), those candidates who are nominated shall be deemed to be duly elected to the relevant positions and additional nominations may with the consent of the nominee or nominees be made at the meeting for the positions not so filled. If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of that position but if there be only the requisite number nominated the Returning Officer shall declare those nominated duly elected.
- (b) If, after the closing of nominations one (1) or more candidates for a position on the Board withdraws or becomes ineligible or unavailable for election to that position and such withdrawal, unavailability or ineligibility would, pursuant to paragraph (a) thereby eliminate the need for an election for that position then, notwithstanding the provisions of paragraph (a), further nominations for that position shall be called for at the Annual General Meeting prior to the election for that position.
- (c) The election of Directors shall be conducted at the Annual General Meeting in such usual and proper manner as the Board shall direct PROVIDED THAT, if the By-laws or these Articles so provide, a ballot for election of Directors may be conducted at the Club's premises during the specified period immediately preceding the date of the Annual General Meeting or a postal ballot for the election of Directors may be conducted and the result of such ballot shall be declared at the Annual General Meeting.
- (d) If there shall not be sufficient nominations for any position on the Board as hereinbefore provided, then the Board may appoint any eligible Full Member to fill the vacant position and any person so appointed shall hold office until the next Annual General Meeting.
- (e) The Board shall have the power to make By-laws regulating all matters in connection with the election of the Board not otherwise provided by these Articles.

35. The Office held by a Director of the Club shall be immediately deemed vacated:
- (a) If he becomes prohibited from being a member of the Board by reason of any order made under the Act.
  - (b) If he becomes insolvent, under administration or is convicted of a felony or misdemeanour or indictment as provided by the Act.
  - (c) If he 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.
  - (d) If he fails to declare the nature of his interest in a Contract or office or property as provided by the Act.
  - (e) If he is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board.
  - (f) If by notice in writing given to the Secretary he resigns his office.
  - (g) If he ceases to be a member of the Club.
  - (h) If he transfers to a class of membership that would disqualify him from being eligible for appointment to his own office under the provisions of this Constitution following the change of membership class.
  - (i) If he hold an office of profit or becomes an employee of the Club.
36. The Board may at any time appoint any eligible Full Member to be a Director to fill a casual vacancy and any Director so appointed shall hold office until the next Annual General Meeting.
37. The Club may by a resolution of members entitled to vote at a General Meeting remove any Director or all the Directors before the expiration of their prior of office and appoint another Director or Directors as the case may be in their place. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if that Director had not been so removed.
38. Subject to the provisions of the Memorandum of Association no Director shall receive and remuneration for his services in his capacity as a Director provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

### **BOARD OF DIRECTORS – POWERS AND DUTIES**

39. The Board shall have full control of the property of the Club and absolute authority subject to the Memorandum of Association regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect of the Club except insofar as is otherwise expressly provided by these Articles, the Corporations Act or the Registered Clubs Act. In particular but without limiting the generality of the foregoing the Board shall have power from time to time:



- (a) To appoint from among its members or members of the Club, committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such committee or to any committee elected by the members or a section of the members (including, without limiting the generality of the foregoing, a committee elected for the purpose of organising and supervising the playing of the game of bowls by male and/or female members) such powers as it may think fit and to revoke or alter any such appointment or delegation from time to time. Unless otherwise specified in the minutes of the Directors appointing a committee or, in the case of a committee elected by the members or a section of the members, the constitution governing the election of such committee, the quorum of all committees shall consist of a majority of the members of such committee.
- (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (c) To engage, appoint, control, remove, discharge, suspend and dismiss such managers, secretaries, representatives, agents and servants or other employees as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration of such persons.
- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (e) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptances cheques bills of exchange promissory notes and other documents or instruments.
- (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club in such manner (with or without security) as the Board may think fit and from time to time vary or realise such investments.
- (i) From time to time at its discretion to borrow or raise moneys or obtain financial accommodation for the purposes of the Club with or without security in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stocks and either charged upon all or any of the Club's property both present and future or not so charged. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.

- (j) The Board shall have the power to sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to lease demise exchange or sell in accordance with the Registered Clubs Act all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED THAT the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained and the power to sell or exchange Core Property shall be in accordance with the Registered Clubs Act.
- (k) Subject to the Registered Clubs Act, to fix the maximum number of each class of Ordinary Members who may be admitted to the Club.
- (L) Subject to the Registered Clubs Act, to impose any restrictions or limitations on the rights and privileges of members relating to the use by them of the Club premises and/or amenities and/or facilities therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.
- (m) To permit, prohibit, control and supervise the formation and activities of formal or informal groups of members formed or proposed to be formed for specific purposes or activities where such group proposes to conduct its activities on the Club's premises and/or in the name of the Club and/or with reference to an association or connection with the Club.
- (n) To recommend the amount of honorarium payable to any person and subject to approval by a General meeting to pay such honorarium.
- (o) To pay out-of-pocket expenses that are of a kind authorised by a current resolution of the Board and are reasonably incurred by a member of the Club or by the Secretary, or any other employee, in the course of carrying out his or her duties in relation to the Club.
- (p) From time to time to make alter and repeal all such By-laws as it may deem necessary or expedient for the proper conduct and management of the Club or in any way in relation thereto and in particular but not exclusively it may by By-law regulate:
  - (i) Such matters as it is specifically by these Articles empowered to do.
  - (ii) The general management control and trading activities of the Club.
  - (iii) The control and management of the Club premises.
  - (iv) Subject to any then current delegation to a section of the Club, the management and control of play and dress on the greens and other sporting areas and facilities.
  - (v) The upkeep and control of the greens and other sporting areas and facilities.
  - (vi) Subject to any then current delegation to a section of the Club, the control and management of all competitions.
  - (vii) The conduct of members and guests of members.
  - (viii) The relationship between the members and Club servants.

- (ix) Generally all such matters as are commonly the subject matter of Club rules or By-laws or which by the Memorandum and Articles of Association, the Corporations Act or the Registered Clubs Act are not reserved for decision by the Club in general meeting.
40. Any By-law made under these Articles shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law on the Notice Board.

### **BOARD OF DIRECTORS – PROCEEDINGS**

41. The Board shall meet at least once in every month for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The quorum of the Board shall be four (4) members of the Board.
42. The Chairperson may at any time, and the Secretary shall on the requisition of not less than three (3) Directors, convene a meeting of the Board.
43. Subject to these Articles, questions arising at a meeting of the Board shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Board.
44. The Chairperson of the Board shall if present preside at all meetings of the Board. In the Chairperson's absence or if the Chairperson shall be unwilling to act the Deputy-Chairperson shall preside and in the event of the Chairperson and the Deputy-Chairperson being absent or unwilling to act the meeting shall elect a member of the Board to be chairperson of the meeting. The chairperson of such meeting shall in the case of an equality of votes have a casting vote in addition to a deliberative vote.
45. In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such quorum or of convening a General Meeting of the Club.
46. (a) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- (b) For the purposes of paragraph (a), two (2) or more separate documents containing statements in identical terms each of which is signed by one (1) or more Directors shall together be deemed to constitute one (1) document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- (c) A reference in paragraph (a) to all the Directors does not include a reference to a Director who, at a meeting of the Board, would not be entitled to vote on the resolution.

47. All acts done by any meetings of the Board or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the election or appointment of a person to be a Director, or to act as a Director, or that a person so elected or appointed was disqualified, as valid as if the person had been duly elected or appointed and was qualified to be a Director.

### **DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE**

48. Members of the Board of the Club and Top Executives of the Club are required to declare any Gift or Remuneration (which shall include Fee for Service) received from an affiliated body if the value of the Gift or Remuneration exceeds \$500. The declaration of the Gift or amount of Remuneration must be in a form approved by the Director of Liquor & Gaming and must be submitted to the Secretary of the Club within fourteen (14) days of receipt of the Gift or Remuneration.
- 48A. In accordance with Regulations made under the Registered Clubs Act, a member of the Board or any employee of the Club, must submit a written return in each year to the Club, declaring any Gifts or Remuneration received from a person or organisation that is a party to a Contract with the Club, including all parties supplying goods and/or services to the Club.
- 48B. (a) The Club shall not enter into a Contract with the Secretary of the Club, a Manager, or any Close Relative of the Secretary or Manager, or a company or other body in which any of these persons has a Controlling Interest. "Controlling Interest" in a company or body, shall mean if a person or person's interest, when added to the interest in the company or body held by one or more close relatives of the person, is a controlling interest in the company or body and such person or persons have the capacity to determine the outcome of decisions about the financial and operating policies of a company or body. Furthermore, the Club shall not enter into a Contract for the remuneration of a Top Executive unless the proposed Contract has first been approved by the members of the Board.
- (b) The Club must not enter into a Contract with a member of the Board or a Top Executive of the Club, or with a company or other body in which such a member or Top Executive has a pecuniary interest, unless the proposed Contract is first approved by the Board of the Club.
- (c) Sub-Paragraph (b) does not apply to a pecuniary interest if there are guidelines prescribed by the Registered Clubs Act at the time the relevant Contract is entered into that include provisions to the effect that pecuniary interests of the type concerned are not pecuniary interests to which that Sub-Paragraph applies.
- (d) It shall be the duty of a member of the Board or a Top Executive to declare the nature of his interest in a Contract in writing, or at a Board meeting of the Club, prior to the approval of such Contract and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.
- (e) A member of the Board so interested in a Contract shall be counted in a quorum but shall not vote on any such Contracts or arrangements with the Club.
- (f) Before entering into a Contract, the Club shall make all reasonable inquiries to ensure that the provisions of Sub-Paragraphs (a) and (b) are not contravened.

- (g) When making any such inquiries as to whether a party to the proposed Contract is or is not a person, company or body referred to in Sub-Paragraphs (a) and (b), the Club is entitled to rely on a statutory declaration from the party to the proposed Contract (or, in the case of a company or other body that is a party to the proposed Contract, from the chief executive officer of the company or body) that the party is or is not such a person, company or body.
- 48C. The Secretary of the Club and Managers of the Club are prohibited from holding a hotelier's license or from holding a financial interest in respect of a hotel.
- 48D.
  - (a) Any member of the Board of the Club or a Top Executive of the Club who acquires a financial interest in a hotel shall give a written declaration of that interest to the Secretary of the Club within fourteen (14) days after acquiring the interest.
  - (b) In the case where a member is elected or appointed to the to the Board and holds a financial interest in a hotel, and in the case where a Top Executive of the Club is appointed and holds a financial interest in a hotel, such interest shall be declared in writing to the Secretary within fourteen (14) days after the election or appointment.
- 48E. A member of the Board who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the member's knowledge, declare the nature of the interest at a meeting of the Board.
- 48F.
  - (a) The Club shall not lend money to a member of the Board of the Club.
  - (b) The Club shall not lend money to an employee of the Club unless:
    - (i) The amount of the proposed loan (together with the amount of any other loan to the employee by the Club that has not been repaid to the Club) is \$10,000 or less, and
    - (ii) The proposed loan has first been approved by the Board of the Club.
  - (c) Sub-Paragraph (b) (i) does not apply to any amount of money lent to the employee in accordance with the terms and conditions of the employee's Contract of employment with the Club.
- 48G. In accordance with Regulations made under the Registered Clubs Act, the Secretary of the Club shall maintain a register of disclosures, declarations and returns made to the club under the Registered Clubs Act.

## **MEETINGS OF MEMBERS**

49. The Annual General Meeting of the Club shall be held each year within five (5) months of the close of the financial year at such time and place as may be determined by the Board.
50. (a) The Board may whenever it thinks fit convene an Extraordinary General Meeting of the Club and shall convene an Extraordinary General Meeting on the request of not less than five percent (5%) of the members entitled to vote at meetings or one hundred (100) members entitled to vote at meetings of the Club, which ever is less, whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).
- (b) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
- (c) A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
- (d) On receipt of a valid requisition the Club shall forthwith proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.
- (e) If the Board does not give notice of a General Meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.
- (f) In the case of a General Meeting where at least twenty-one (21) clear days notice of such meeting has not been given to members entitled to attend and vote at such meeting, the Board shall be deemed not to have duly convened the meeting.
- (g) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which General Meetings are convened by the Board.
- (h) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
51. Every notice convening a General Meeting (including the Annual General Meeting) shall be in writing and shall specify the place and day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by these Articles, the Corporations Act or the Registered Clubs Act and shall be given to every member entitled to attend and vote at the meeting.
52. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any member shall not invalidate the proceedings of the meeting.

53. The period of notice in respect of all General Meetings of the Club (including the Annual General Meeting) shall be at least twenty-one (21) clear days before the date fixed for such meeting.
54. Notice of the Date and Time and Place for each Annual General Meeting, and of the last day for receiving nominations for office, shall be posted on the Notice Board at least twenty eight (28) days prior to the date of the Annual General Meeting.
55. No business shall be transacted at a General Meeting (including an Annual General Meeting) unless a quorum of members is present at the time when the meeting proceeds to business. Thirty (30) Ordinary Senior Members and/or Life Members shall constitute a quorum at such meeting.
56. If a quorum is not present within half an hour from the time appointed for the meeting:
  - (a) where the meeting was convened upon the requisition of members - the meeting shall be dissolved; or
  - (b) in any other case:
    - (i) the meeting stands adjourned to such day, and at such time and place, as the Board determines or, if no determination is made by the Board, to the same day in the next week at the same time and place; and
    - (ii) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum and may transact any business for which the meeting was called.
57. The business of the Annual General Meeting shall be as follows:
  - (a) To confirm the Minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held.
  - (b) To receive and consider the reports of the Board.
  - (c) To receive and consider the Balance Sheet, Profit and Loss Account and the report of the Auditor.
  - (d) To elect the Directors to hold office in accordance with these Articles or, in the event of the proviso to Article 34 (c) applying, to declare the result of the election of Directors to hold office in accordance with these Articles and, if necessary, to elect further Directors.
  - (e) To approve honoraria (if any).
  - (f) To deal with any business of which due notice has been given.
  - (g) General business as provided for by this Constitution or as approved by the Chairman.

58. (a) Notice in writing of any resolution or special business must be given to the Secretary and shall be considered at the first General Meeting held at least two (2) months after receipt of the notice. If a General Meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days notice of the resolution or special business to members, the Club may, at its discretion, and with due notice, present the resolution or special business to members for consideration.
- (b) A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the Auditor if the question is relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the Auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the Auditor even if the Club believes the question is not relevant to the Auditor's Report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).
59. The Chairperson shall preside at all General Meetings of the Club. In the Chairperson's absence or if the Chairperson shall be unwilling to act the Deputy-Chairperson shall preside and in the event of the Chairperson and the Deputy-Chairperson being absent or unwilling to act the members of the Board present shall elect a Director to be chairperson of the meeting. In the event of no Director being present at the meeting the members present and entitled to vote shall elect a chairperson of the meeting.
- 59A. The Chairman of an Annual General Meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask questions about, or make comments on, the management of the Club.
- 59B. (a) The Club's Auditor is entitled to attend any General Meeting of the Club and is entitled to be heard at the meeting on any part of the business of the meeting that concerns the Auditor in their capacity as auditor even if the Auditor retires at the meeting or the meeting passes a resolution to remove the Auditor from office.
- (b) If the Club's Auditor or representative is at the Annual General Meeting, the Chairman of the meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask the Auditor or representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.
60. Every question or motion submitted to a General Meeting of the Club shall be decided by a show of hands unless either before or forthwith upon a declaration of the result of the show of hands, a poll is demanded by the chairperson or by at least five (5) members present and entitled to vote. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and on a poll have a casting vote in addition to the vote to which the chairperson is entitled as a member.



61. At any meeting unless a poll is demanded as provided in Article 60, a declaration by the chairperson of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
62. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the chairperson of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.
63. The chairperson of the meeting may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
64. (a) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (b) Except as provided by paragraph (a) it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
65. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on the election of a chairperson of a meeting or on a question of adjournment shall be taken at the meeting forthwith.
66. The Board shall cause minutes to be kept by the Secretary in books provided for the purpose:
- (a) Of all appointments of officers made by the Club;
- (b) Of the number of members present and voting at General Meetings of the Club;
- (c) Of all resolutions and proceedings at all General Meetings of the Club.
- 66A. Minutes of all resolutions and proceedings at general meetings and meetings of the Board shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minutes shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

### **FINANCIAL YEAR**

67. The financial year of the Club shall commence on the first day of June and end on the last day of May in the next year.

## **ACCOUNTS AND AUDIT**

68. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act, the Registered Clubs Act, and Australian accounting standards.
69. (a) The Club shall prepare, on a quarterly basis, financial statements that incorporate the Club's profit and loss accounts and trading accounts for the quarter, and a balance sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the Registered Clubs Act.
- (b) The financial statements shall be available to the members of the club within 48 hours of the statements being adopted by the Board. The Club shall post a notice on the Club's noticeboard indicating that the financial statements are available on the club's website (if any), and how the members of the club can access the financial statements on the website, and that a copy of the financial statements is available to any member of the club on a request in writing by the member.
70. The books of account shall be kept at the Office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.
71. (a) The Board shall once in every year cause to be prepared a Balance Sheet and a Profit and Loss Account as at the end of the Club's financial year which Balance Sheet and Profit and Loss Account shall together with the report of the Board and the Auditor's report be laid before the Annual General Meeting.
- (b) The report of the Board referred to in paragraph (a) shall comply with the requirements of the Corporations Act and the Registered Clubs Act.
- (c) *(Deleted)*

## **ANNUAL REPORT**

- 71A. (a) The Annual Report shall be available to members at least twenty-one (21) clear days before the date of the general meeting at which the Annual Report is to be presented and further provided that such date of availability shall be no later than four (4) months after the end of the financial year.
- (b) The Club may provide the Annual Report by doing the following:
- (i) sending a hard copy of the Annual Report to each member who has made the election to receive the Annual Report as a hard copy; or
- (ii) sending an electronic copy of the Annual Report to each member who has elected to receive the Annual Report as an electronic copy;
- (iii) making a copy of the Annual Report readily accessible on a web site and directly notifying, in writing, all members who did not elect to receive the Annual Report that the Annual Report is accessible on the web site, and specifying the direct address of the web site where the Annual Report may be accessed.

- (c) For the purposes of this Rule, the Club must, on at least one occasion, directly notify in writing each member that:
  - (i) the member may elect to receive, free of charge, a copy of the Annual Report; and
  - (ii) if the member does not so elect, the member may access the Annual Report, on a specified web site; and
  - (iii) if the member does so elect and the Club offers to send the Annual Report either as a hard copy or an electronic copy, the member may elect to receive the copy as either a hard copy or an electronic copy.
- (d) The member may elect to not be sent any material under this Rule. Such election shall not relieve the Club of the obligation to give notice of general meetings to the member.
- (e) An election to receive or to not receive the Annual Report or to not receive material under this Rule is a standing election for each later financial year until the member changes his election.

71B. The Club shall within one (1) month after the Annual General Meeting lodge with the Liquor Administration Board a copy of the Annual Accounts and Reports (the Financial Report for the year; the Directors' Report for the year; and the Auditor's Report on the financial report).

### **AUDITORS**

- 72. (a) A person shall not be appointed or act as Auditor if he is not a registered company auditor as defined by the Act, or if he is a member of the Board or an employee of the Club.
- (b) An Auditor shall only be appointed when a vacancy exists in the position of Auditor.
- (c) A properly qualified Auditor or Auditors shall be appointed at a general meeting by a seventy-five percent (75%) majority of members attending in person and entitled to vote.
- (d) At least two (2) months notice of a resolution to remove the Auditor must be given to the Club. Immediately such a notice is received by the Club, it shall forward a copy of the notice to the Auditor and a copy to the Australian Securities and Investments Commission.
- (e) Notice of the Special Resolution relating to the appointment of an Auditor and notice of the meeting to consider such Special Resolution shall be given to members entitled to vote and to the Auditors nominated.
- (f) If an Auditor is not appointed by the members at a duly convened general meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an Auditor shall be appointed by the Australian Securities and Investments Commission.

72A. The Auditor's duties shall be regulated in accordance with the provisions of the Act.

- 72B. (a) The Club must give the Auditor notice of all general meetings in the same way that a member of the Club is entitled to receive notice, and, must give any other communications relating to the general meeting that a member of the Club is entitled to receive.
- (b) The Auditor may appoint a representative to attend a meeting.

### **SECRETARY**

73. The Board shall appoint a person to be Secretary of the Club. At any time there shall only be one (1) Secretary of the Club.
- 73A. In accordance with the Act and Registered Clubs Act, the duties of the Secretary shall include:
- (a) To conduct and manage the affairs of the Club under the direction of the Board;
  - (b) To convene and attend all meetings of the members and of the Board, taking minutes of the business transacted thereat, and to enter same in the Minute Book;
  - (c) To conduct, keep and produce the correspondence in connection with the Club;
  - (d) To keep a Register of members and of Guests as required by the Registered Clubs Act;
  - (e) To keep a register of Gifts received by members of the Board and employees as required by the Registered Clubs Act;
  - (f) To keep such books and records as may be thought necessary by the Board for the purpose of fully and correctly showing the Club's operating position and affairs;
  - (g) To control the Notice Boards and to post all official notices in the Club;
  - (h) To prepare and submit for the approval of the Board the Annual Report of the Club's affairs.
  - (i) To perform such duties that are required to be carried out by the Secretary in accordance with the provisions of this Constitution.

### **GUESTS**

74. (a) All members (excluding Temporary Members, Honorary Members, and Junior Members) shall have the privilege of introducing guests to the Club who are over the age of eighteen (18) years and such member shall enter the names and full residential addresses of such guests together with his own name in the Guest Register.
- (b) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.

- (c) Guests shall be required to remain in the reasonable company of the introducing member and shall not remain on the Club premises any longer than the member.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) No member shall introduce any guest more frequently or in greater numbers than may for the time being be provided by By-Law, nor shall he introduce any person as a guest whose name has been removed from the Register of Members for misconduct or who has been suspended by the Board of the Club.
- (f) The Board shall have power to make By-Laws from time to time regulating the terms and conditions on which Guests may be admitted to the Club, provided that at all times such By-Laws are not inconsistent with this Constitution and the Registered Clubs Act.
- (g) Members introducing persons under the age of eighteen (18) years to the Club shall ensure that such persons remain in the designated permissible areas as defined by the Board.

#### **EXECUTION OF DOCUMENTS**

75. The Club may execute a document (including a deed) if that document is signed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.

#### **NOTICES**

76. Any notice in writing may be given by the Club to a member either:
- (a) personally;
  - (b) by sending it by post to the address for the member in the Register of Members; or
  - (c) by sending it to the fax number or electronic address (if any) nominated by the member.
- 76A. A member may indicate either verbally or in writing the intention to receive notices by fax or by an electronic means, provided that such means is offered by the Club. Such notification shall be a standing request by the member but may be revoked at any time.
- 76B. (a) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

- (b) A notice sent by fax or other electronic means is taken to be given on the business day after it is sent.
- 76C. If a member has not supplied to the Club an address within the State of New South Wales for the giving of notices to him a notice posted up on the Notice Board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.

### **INSPECTION OF RECORDS**

77. The Board shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Club or any of them will be open to the inspection of members other than Directors, and a member other than a Director does not have the right to inspect any document of the Club except as provided by in By-law or authorised by the Board or by the Club in General Meeting.

### **INDEMNITY**

78. Every officer, Auditor or Agent and every member of any committee or sub-committee constituted under these Articles and any person employed by the Club shall be indemnified out of the property of the Club against a liability incurred by that person as such Officer, Auditor or Agent or member of a committee or subcommittee or employee in defending any proceedings whether civil or criminal in which judgment is given in that person's favour or in which that person is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to that person.
- 78A. To the greatest extent permitted by law, the Club may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or Officer of the Club or of a subsidiary of the Club against any liability including any liability for legal costs other than a liability that arises out of conduct involving a wilful breach of duty in relation to the Club or a wilful contravention of the Act.

### **SPORTS SECTIONS OF THE CLUB**

79. (a) Subject to such reasonable conditions as the Board may determine, the Board shall permit the members of the Club to form sections within the Club for the purpose of organising and supervising the playing of the games of lawn bowls, golf, tennis and of other sports by members of the Club.
- (b) Each section of the Club as referred to in this Article 79 shall, subject to the approval of the Board (which approval shall not be unreasonably withheld), continue with the adoption of or adopt a constitution which includes or shall include such provisions relating to the activities of the section as the Board may reasonably require including, without limitation, provisions requiring the section to provide regular reports and financial information to the Board.

## **CONSTITUTION**

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

## **COMPLIANCE STATEMENTS**

84. The Club is established for the purposes set out in the Constitution.
85. The Club is a non-proprietary Club.
86. Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
87. Subject to the provisions of the Registered Clubs Act, a member of the Club, whether or not he is a member of the Board or of any committee of the Club, shall not be entitled under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every member of the Club. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

88. Subject to the provisions of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of Registration under the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
89. The Secretary, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under the Rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club, or any payment calculated by reference to the gaming revenue or gaming turnover of the Club.
90. (a) Subject to the provisions of the Registered Clubs Act, if the Club at any time conducts the business of a registered club at more than one set of premises, the Club shall appoint a different Manager, approved by the Liquor Administration Board (LAB), for each set of premises at which the Secretary of the Club is not normally in attendance (subject to certain LAB exceptions). The Secretary may only be regarded as being normally in attendance at one (1) set of premises of the Club.
- (b) Only a natural person shall be appointed Manager of Club premises.
91. The Club must not dispose of any Core Property of the Club unless:
- (a) the property has been valued by a registered valuer within the meaning of the Valuers Act; and
- (b) the disposal has been approved at a General Meeting of the Ordinary Members of the Club at which a majority of the votes cast supported the approval; and
- (c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer,
- notwithstanding any exceptions created by Regulations made under the Registered Clubs Act.
92. Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this Rule does not apply if the Club is a holder of a certificate of registration under the Registered Clubs Act 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 the Registered Clubs Act.
93. The Club shall observe the liquor harm minimisation requirements of the Registered Clubs Act, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti-social behaviour).
94. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
- (b) A person under the age of eighteen (18) years shall not use or operate any poker machines or any other types of gaming machines on the premises of the Club.