

I certify that this and the following 30 pages is a true and correct copy of the Constitution of Riverwood Legion and Community Club Limited as amended by special resolutions passed at the Club's Annual General Meeting held on 5 April 2009.

.....  
Simon de Munck

.....  
Date

**CORPORATIONS ACT, 2001**

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

**CONSTITUTION**

of

**RIVERWOOD LEGION AND COMMUNITY CLUB LIMITED**

**ACN 000 411 923**

**NAME**

- 1 The name of the company is "Riverwood Legion and Community Club Limited".

**DEFINITIONS**

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

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

"the Board" means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.

"By-law" means and includes regulations.

"the Club" means Riverwood Legion and Community Club Limited.

"Club Licence" means a club licence granted under section 10 of the Liquor Act.

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

"Constitution" means and includes Rules.

"Director" means a member of the Board.

"financial member" means any member who has paid all money payable by him or her to the Club or in respect of whom there is no such money outstanding for more than one month from the due date for payment thereof.

"Full member" means a person who is an Ordinary member or a Life member of the Club.

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

"Liquor Act" means the Liquor Act 2007.

"month" means calendar month.

"the Office" means the registered office for the time being of the Club.

"Officer" means an officer as defined in the Act.

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

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

"Secretary" includes Chief Executive Officer, Acting Chief Executive Officer, General Manager, Acting General Manager, Secretary Manager, Acting Secretary Manager, Honorary Secretary or Acting Honorary Secretary.

"Special Resolution" has the same meaning as in the Act.

- 3 Words importing the singular number include the plural and vice versa, and words importing the masculine gender include the feminine gender and vice versa.

#### **INTERPRETATION**

- 4 A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws or regulations of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.

#### **REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT**

- 5 The "replaceable rules" which are contained in the Act are hereby excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.
- 6 The Club is established for the objects set out in this Constitution.
- 7 (a) The Club shall be a non-proprietary Club.
- (b) Subject to the provisions of Sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.

- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a Club Licence, 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 Club Licence.
  - (d) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
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- (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
  - (b) Any profits or other income of the Club shall be applied only to the promotion of the objects of the Club and shall not be paid to or distributed among the members of the Club.
- 9
- (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.
  - (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
  - (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

#### OBJECTS

- 10 The objects for which the Club is established are:
- (a) To establish and carry on a club for the use and benefit of such persons as shall be admitted to membership pursuant to this Constitution and to afford to such members the usual privileges, advantages, conveniences and accommodation of a club.
  - (b) To promote social intercourse, preserve, foster and encourage good fellowship, friendship and comradeship between the Club's members.
  - (c) To promote and advance social, literary, sporting and athletic activities for the Club's members.
  - (d) To adopt all lawful means of increasing the status and prestige of the Club and furthering its objects.
  - (e) To diffuse or disseminate knowledge and information or otherwise further these objects by the printing, publication, issuing and circulation of papers, periodicals, books, circulars, brochures and other literary or artistic matter by advertising of all kinds, by the purchase or exhibition of works of art or interest and by granting prizes, awards and donations.

- (f) Subject to any relevant Statute, by itself, its employees, agents or nominee to acquire and hold any licence for the sale of intoxicating liquor and to carry on the business of a club within the meaning of the Registered Clubs Act and the business of wine, spirit, beer, mineral water, tobacco and cigarette merchants and retailers, confectioners, florists and caterers in all their branches.
- (g) To acquire, establish, form, erect, construct, furnish, equip, alter, maintain and conduct libraries, recreation, writing, billiard, refreshment, reading or social rooms, canteens and other amenities and all buildings, offices, stores, fixtures, fittings, furniture, equipment, gear, articles, materials and things which may be required for such purposes and to sell demise, let, mortgage or dispose of the same.
- (h) To present, produce, manage, conduct and represent at any theatre hall or such place, plays, dramas, comedies, films, operas, burlesques, pantomime, revues and other concerts, musical and other pieces, ballets, shows, exhibitions, variety and other entertainment as may be desirable or expedient.
- (i) To conduct or assist or take part in the conduct of art unions, dances, balls or other public or charitable appeals, entertainments or functions for the purpose of raising funds to carry out the objects of the Club.
- (j) To subscribe to the funds of the New South Wales Branch of Australian Legion of Ex-Servicemen and Women or to any charity or purpose as shall be approved by the members.
- (k) To enter into, establish, support or aid any funds, trusts, societies, associations or activities calculated to benefit or assist the members of the Club or the dependants or connections of members or deceased members or the estate or beneficiary of a deceased member, and to make payments to any such object or towards insurance for any purpose or to guarantee money for any purpose and otherwise to subscribe to any charitable or benevolent object.
- (l) To acquire by purchase, lease or otherwise any lands or premises and to prepare and maintain the same and other conveniences in connection therewith and to furnish, alter, enlarge, repair, uphold and maintain the same and to permit the same to be used by members and their guests either gratuitously or by payment.
- (m) To manage, improve and maintain all or any part of the lands, buildings, tenements, premises and hereditaments of the Club and to demise, underlet, exchange, sell or otherwise deal with and dispose of the same either together or in portions for such consideration as the Club may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (n) To purchase, hire, make or provide and maintain all kinds of costumes, scenery, equipment, music, musical instruments, furniture, plates, linen, glass, books, library, papers, periodicals, stationery, billiard tables, cards, tools, implements, machines, utensils, equipment and things required or which may be conveniently used in connection with any objects of the Club.
- (o) To buy, make and sell meals, refreshments, drinks, cigars, cigarettes, tobacco and other things commonly or conveniently consumed in a club.
- (p) To purchase and otherwise acquire and provide all things necessary for billiards, cards and other games and for musical, dramatic and other social entertainments.

- (q) To hire and employ all classes of persons considered necessary for the purposes of the Club and to pay to them and to other persons in return for services rendered to the Club salaries, wages, gratuities and pensions.
- (r) To promote and hold either alone or jointly with any company, association, society, club or persons, meetings, competitions or pastimes and to offer, give or contribute towards prizes, medals and awards therefor and to promote, give or support dinners, balls, concerts and any other entertainments.
- (s) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of any company, association, society or club whose objects are similar to the objects of the Club or the establishment or promotion of which may be beneficial to the Club; provided that no subscription be paid to any such company, association, society or club out of the funds of the Club except bona fide in furtherance of objects of the Club.
- (t) To support and subscribe to any charitable or public body and any company, institution, society or club which may be for the benefit of the Club or its employees, to give pensions, gratuities, Christmas boxes or charitable aid to any person who may have served the Club or the spouse, widow, widower, children or other relatives of such person and to make payments towards provident and benefit funds for the benefit of any persons employed by the Club.
- (u) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined.
- (v) To borrow or raise or give security for money by the issue of or upon bonds, debentures, stocks, bills of exchange, promissory notes or other obligations or securities of the Club or by mortgage or charge upon all or any part of the Club or without security and upon such terms as to priority or otherwise as the Club shall think fit.
- (w) To draw, accept and make and to endorse, discount and negotiate bills of exchange thereof and promissory notes and other negotiable instruments.
- (x) To advance and lend money upon such security as may be proper or without taking any security thereof.
- (y) To acquire by subscription, purchase or otherwise and to accept, take or hold and sell shares or stock in any company, society or undertaking the objects of which shall be whether in part or in whole similar to those of the Club or such as may be likely to promote or advance the interest of the Club.
- (z) To sell, dispose of or transfer the property or undertaking of the Club or any part thereof for any consideration the Club may see fit to accept, provided that the whole of the property and undertaking shall not be sold or disposed of except with the consent in General Meeting of three-fourths of the total membership.
- (aa) To do all or any of the above things as principal, agent or otherwise and either alone or in conjunction with others.
- (bb) To amalgamate or affiliate with any other company or association having objects altogether or in part similar to those of the Club, and to take over the assets and liabilities of any such company or association by purchase, gift, amalgamation with or succession thereto or otherwise.

- (cc) To take over or adopt any contract or agreement not inconsistent with the terms of this Constitution whether expressed to be made on its behalf or not and to indemnify any person or persons and any liabilities incurred by him or her or them thereunder.
- (dd) To accept subscriptions and donations (whether of real or personal estate) and request for all or any of the purposes aforesaid and to take any lawful steps by personal or written appeal, public meetings or otherwise as from time to time may be deemed expedient for the purpose of procuring contributions to the funds of the Club in the shape of donations, annual subscriptions or otherwise and in furtherance of the objects of the Club to print and publish any newspaper, periodical, books or leaflets that the Club may think desirable.
- (ee) To do all such acts, deeds, matters and things and to enter into and take such agreements as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that in the interpretation of this Rule the meaning and effect of any object shall not be restricted by any other object and that each object shall be construed and have effect as an independent power and that this Rule is to be construed so as to widen and not restrict the powers of the Club.

11 The objects of the Club also include the following objects:

- (a) To provide to the Riverwood Sub Branch of the Australian Legion of Ex-Servicemen and Women for so long as that Sub Branch shall retain members who are also members of the Club, the use of the rooms, office facilities, notice boards, display areas and facilities as are necessary from time to time for the activities of the said Sub Branch without any fee or rent being charged by the Club.
- (b) To provide without charge facilities, assistance and support to the Riverwood Sub Branch of the Australian Legion of Ex-Servicemen and Women in relation to the ceremonies, events and activities of the said Sub Branch for so long as the Sub Branch shall retain members who are also members of the Club.
- (c) To uphold, support and respect the principle, spirit and ethos of the Australian Legion of Ex-Servicemen and Women in all aspects of the activities of the Club.

This Rule shall not be amended other than by a Special Resolution passed at a General Meeting of the Club at which the only persons entitled to vote shall be those members of the Club who are also members of the Riverwood Sub Branch of the Australian Legion of Ex-Servicemen and Women.

12 The income and property of the Club, howsoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Club. Provided that nothing herein shall prevent the payment in good faith of interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club. Provided further that no member of the Board or of any committee shall be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee. Provided further that no remuneration shall be given by the Club to any member of the Board or of any committee; except that nothing herein shall be construed as preventing the payment of an honorarium in respect of special honorary services

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

#### WINDING UP

- 13 The liability of the members of the Club is limited.
- 14 Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he or she is a member or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding \$20.
- 15 If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions which has or have objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution hereof; such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

#### MEMBERSHIP

- 16 The number of Full members of the Club must not exceed the maximum permissible under the Registered Clubs Act.
- 17 A majority of Full members of the Club must have the right to vote at the election of the Board.
- 18 No person under the age of 18 years shall be admitted as a member of the Club.
- 19 The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of members of the Club and such other persons as the Board shall admit to membership in accordance with this Constitution shall be members of the Club.
- 20 The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of members of the Club as "Full Members" shall on and from that date be deemed to be "Ex-Service members" of the Club.
- 21 A person must not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member, Temporary member or Provisional member.
- 22 Unless and until otherwise determined by the Board, Ordinary membership of the Club shall consist of the following classes:
- Ex-Service members
- Associate members
- 23 Each class of Ordinary membership is open to both sexes.

### ELIGIBILITY FOR VARIOUS CLASSES OF ORDINARY MEMBERSHIP

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

(a) **Ex-Service members**

- (i) A person who is a financial member of the Australian Legion of Ex-Servicemen and Women or any other Ex-Serviceman or Woman being an Australian citizen or other allied Ex-Serviceman or Woman, and has made application for and is elected as an Ex-Service member of the Club.
- (ii) An Ex-Service member who, if eligible, has ceased to be a financial member of the Australian Legion of Ex-Servicemen and Women shall immediately cease to be an Ex-Service member of the Club.

(b) **Associate members**

A person who has attained the age of 18 years and has made application for and is elected as an Associate member of the Club.

### RIGHTS OF MEMBERS

25 Life members, financial Ex-Service members and financial Associate members of the Club are entitled (subject to any further restrictions in this Constitution):

- (a) to attend and to vote at General Meetings; and
- (b) to vote at the election of the Board; and
- (c) to be nominated for, elected to and hold office on the Board.

26 Each financial member who is entitled to vote shall have one vote.

27 (a) The rights of members to use the facilities and amenities of the Club shall be as the Board may determine from time to time by By-law or otherwise.

(b) Without limiting the general powers of the Board conferred in paragraph (a), all members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:

- (i) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
- (ii) the Club's responsible service of gambling policy (as adopted and amended by the Board from time to time).

### LIFE MEMBERS

28 The requirements for eligibility of persons for election as Life members of the Club are:

- (a) A member of the Club who at the date of the Special Resolution adopting this Constitution is entered in the Register of members in the class of Life Member shall retain his or her Life membership.

- (b) A member of the Club of at least 5 years aggregate standing who has in recognition of his or her outstanding service to the Club been duly elected to Life membership at a meeting of the Board by a majority of the Directors present and voting at that meeting shall be a Life member.
  - (c) No more than 2 persons shall be elected to Life membership in any calendar year.
- 29 A Life member is relieved from payment of any subscription or levies but shall have all the rights and privileges of the class of membership which he or she held immediately prior to being elected as a Life member.

#### HONORARY MEMBERS

- 30 The following persons may be admitted as Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (a) the Patron or Patrons for the time being of the Club;
  - (b) any prominent citizen or local dignitary visiting the Club; and
  - (c) a member of the Australian Defence Force (as defined in the Registered Clubs Act) who attends the Club's premises and produce evidence that they are a member of the Australian Defence Force for the day that they attend the Club's premises.
- 31 (a) Honorary members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.
- (b) Honorary members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and shall not be entitled to vote at any General Meeting, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
  - (c) The Board shall have power to cancel the membership of any Honorary member without notice and without being required to give reason.
  - (d) When Honorary membership is conferred on any person, except for a Honorary member admitted under Rule 30(c) the following particulars must be entered in the Club's Register of Honorary members:
    - (i) the name in full, or the surname and initials, of the Honorary member;
    - (ii) the residential address of the Honorary member;
    - (iii) the date on which Honorary membership is conferred;
    - (iv) the date on which Honorary membership is to cease.
  - (e) When Honorary membership is conferred on any person under Rule 30(c) the following particulars must be entered in the Register of such Honorary members:
    - (i) the full name, or the surname and initials, of the Honorary member;
    - (ii) the address of the Honorary member; and
    - (iii) the signature of the Honorary member.

### TEMPORARY MEMBERS

- 32 The following persons may be admitted as Temporary members of the Club in accordance with procedures established by the Board from time to time:
- (a) A person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's premises or such greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution;
  - (b) A Full member (as defined in the Registered Clubs Act) of another 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 or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;
  - (d) An interstate or overseas visitor.
- 33
- (a) Temporary members shall not be required to pay an entrance fee or subscription.
  - (b) Temporary members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and shall not be entitled to attend or vote at any General Meeting, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
  - (c) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the membership of any Temporary member at any time without notice and without being required to give reason.
  - (d) No person under the age of 18 years may be admitted as a Temporary member of the Club.
  - (e) When a Temporary member (other than a Temporary member admitted pursuant to Rule 32(c)) first enters the Club's premises on any day, the following particulars must be entered in the Club's Register of Temporary members:
    - (i) the name in full, or the surname and initials, of the Temporary member;
    - (ii) the residential address of the Temporary member;
    - (iii) the date on which Temporary membership is granted;
    - (iv) the signature of the Temporary member.

### ELECTION OF MEMBERS

- 34 A person must not be admitted as a member of the Club, other than as an Honorary member, Temporary member or Provisional member, unless that person is elected to membership at a meeting of the Board, or a duly appointed election committee of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary. The Board or election committee may reject any application for membership without assigning any reason for such rejection.

- 35 Every candidate for membership of the Club must be proposed by one financial member and seconded by another financial member.
- 36 (a) In respect of every application for membership made pursuant to this Constitution there must be completed a nomination form which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name and address of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club.
- (b) The nomination form must be signed by the proposer and seconder and the candidate.
- (c) The nomination form must be lodged with the Secretary who shall as soon as is practicable cause the name and address of the candidate to be displayed on the Club Notice Board or in some other conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a member of the Club, and an interval of at least 2 weeks must elapse between the proposal of a candidate for election and the candidate's election.
- 37 (a) When a person has been elected to membership the Secretary must cause notice of such election to be given personally or forwarded or posted to such person. Upon payment of the entrance fee (if any) and first subscription such person shall become a member of the Club, provided nevertheless that if such entrance fee and subscription is not paid within one month after the date of the notice of election to membership has been given as herein provided, the Board may at its discretion cancel its election of the person to membership of the Club.
- (b) A copy of this Constitution must be supplied to a member on request being made to the Secretary and if demanded by the Secretary on payment of any fee that may be prescribed by the Act.

#### **TRANSFER OF MEMBERSHIP**

- 38 The Board, at its discretion, may on the written application of a member who has the qualifications for and wishes to become a member of a different class, transfer that member from any class of Ordinary membership to another class of Ordinary membership upon payment of the difference between the entrance fee (if any) and subscription applicable to that other class of membership and the member's present class of membership.

#### **PROVISIONAL MEMBERSHIP**

- 39 (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- (b) Should a person who is admitted as a Provisional member not be elected to membership of the Club within 6 weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the earlier), that person shall cease to be a Provisional member of the Club and the entrance fee and subscription submitted with the nomination form must be immediately returned to that person.

- (c) Provisional members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and shall not be entitled to attend or vote at any General Meeting, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (d) Nothing in this Constitution shall prevent an applicant for membership of the Club submitting with his or her application the appropriate membership subscription for the purpose of obtaining Provisional membership pursuant to this Rule.

#### **ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES**

- 40 Members subscriptions shall be paid annually or, if the Board so directs and approves, by quarterly or half-yearly instalments and in advance or for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time.
- 41 The entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club shall be such as the Board may from time to time prescribe, provided that the amount payable by Ordinary members shall be not less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.
- 42 If the entrance fee or subscription or any part thereof, or any other money or part thereof, of any member is not paid within a period of one month (or such longer period as may be determined by the Board if that member is engaged in military service or under any other special circumstances) from the date upon which it falls due for payment, the defaulting member shall from that date be debarred from all privileges of membership and the person's name shall be removed from the Register of members of the Club. Neither the provisions of Rule 48 nor the rules of natural justice shall apply to any procedure taken pursuant to this Rule.
- 43 All debts of honour incurred in the Club must be settled within 24 hours.
- 44 The Board shall have power to make charges and levies on Ordinary members for general or special purposes.

#### **PATRONS**

- 45 The members in General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting and such Patron or Patrons shall thereby be deemed to be Honorary members of the Club and subject to this Constitution shall remain Honorary members while they remain a Patron.

#### **ADDRESSES OF MEMBERS**

- 46 A member must advise the Secretary of any change in his or her address.

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

- 47 The Club must keep the following registers:
  - (a) A register of persons who are Full members of the Club. This register must set forth the name in full, the occupation and address of each Full member and, if the member is an Ordinary member, the date on which that member last paid the fee for membership of the Club.

- (b) A register of persons who are Honorary members.
- (c) A register of persons who are Temporary members.
- (d) A register of persons of or above the age of 18 years who enter the premises of the Club as guests of members.

#### DISCIPLINARY PROCEEDINGS

- 48 If a member refuses or neglects to comply with any of the provisions of this Constitution or the By-laws thereof or be in the opinion of the Board or the Board's duly constituted disciplinary committee (as referred to in paragraph (j) below), guilty of any conduct prejudicial to the interests of the Club or be in the opinion of the Board or the disciplinary committee, guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board or the disciplinary committee shall have power to reprimand, suspend from all privileges of membership for such period as it considers fit, expel or accept the resignation of such member and to remove the person's name from the Register of members, provided that:
- (a) Such member must be notified of any charge against the member pursuant to this Rule by notice in writing to the member at least 7 clear days before the meeting of the Board or disciplinary committee at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge.
  - (b) The member charged must be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in his or her defence.
  - (c) Any member of the Board or disciplinary committee who has a conflict of interest or bias must disqualify himself or herself from presiding at the hearing.
  - (d) No resolution by the Board or disciplinary committee to reprimand, suspend or expel a member shall be deemed to be passed unless at least a majority of the members of the Board or disciplinary committee present vote in favour of such resolution.
  - (e) If the member fails to attend such meeting the charge may be heard and dealt with and the Board or disciplinary committee may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.
  - (f) In the case of a meeting of the disciplinary committee:
    - (i) After the disciplinary committee has considered all the evidence put against the member and has considered the member's defence, it must come to a decision as to the member's guilt or innocence in relation to the charge and, if the member is guilty, the penalty appropriate to that charge.
    - (ii) The disciplinary committee must notify the member in writing of its decision as soon as practicable.
    - (iii) Should the member charged wish to appeal the disciplinary committee's decision, he or she may appeal to the Board in relation to the decision of guilt or penalty (or both) within 7 days of the decision. The Board, in its absolute discretion, may temporarily cancel or delay the operation of a penalty imposed by the disciplinary committee pending the hearing of an appeal.

- (g) In the case of a meeting of the Board:
    - (i) After the Board has considered all the evidence put against the member and has considered the member's defence (and the disciplinary committee's decision, if applicable), it must come to a decision as to the member's guilt or innocence in relation to the charge. Once it has decided the issue of guilt or innocence, the Board must inform the member prior to considering any penalty.
    - (ii) The member charged must be given an opportunity at the hearing to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty.
  - (h) Any decision of the Board at such hearing or any adjournment thereof shall be final and the Board or disciplinary committee shall not be required to assign any reason for its decision.
  - (i) In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Rule, the Board or disciplinary committee shall have power to immediately suspend that member from all privileges of the Club until the charge is heard and determined or for 5 weeks, whichever is the sooner. Notice of an immediate suspension imposed by the Board or disciplinary committee on a member must be notified in writing to that member.
  - (j) The powers of the Board under this Rule may be exercised by a disciplinary committee appointed by the Board and comprising not less than 3 members of the Board. A quorum of the disciplinary committee shall be 3 members of the Board.
  - (k) The Secretary must not vote but may assist the Board or disciplinary committee in its deliberations.
- 49 (a) The Secretary, or in the Secretary's absence any employee or authorised person (as defined in the Liquor Act) may refuse to admit to, remove and suspend any member or a member's guest from the Club's premises:
- (i) who is at the time intoxicated, violent, quarrelsome or disorderly;
  - (ii) whose presence on the Club's premises renders the Club or the Secretary liable to a penalty under the Liquor Act or any other law;
  - (iii) who smokes, within the meaning of the Smoke-free Environment Act 2000, while on any part of the Club's premises that is a smoke-free area within the meaning of that Act;
  - (iv) who uses, or has in his or her possession, while on the Club's premises any substance suspected of being a prohibited plant or a prohibited drug;
  - (v) whom the Club or the Secretary, under the conditions of the Club Licence or according to a term (of the kind referred to in section 134 of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Club's premises.

- (b) The Secretary, employee or authorised person of the Club who has exercised the power referred to in paragraph (a) of this Rule must make a written report to the Board or the Board's duly constituted disciplinary committee within 7 days of the date of the removal and suspension of the member. The report must set out the facts, matters and circumstances giving rise to the removal and suspension.
- (c) Any suspension of a member by the Secretary, employee or authorised pursuant to paragraph (a) of this Rule shall be for a period of 7 days except as otherwise permitted under section 77 of the Liquor Act.

#### **RESIGNATION AND CESSATION OF MEMBERSHIP**

- 50 (a) A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the entrance fee or subscription or otherwise) upon and by reason of such cessation of membership forfeits all rights as a member of the Club, provided that such person remains liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership and any other money due by that person at the date of cessation of that person's membership or for which that person is or may become liable under this Constitution.

#### **GUESTS**

- 51 (a) All members will have the privilege of introducing guests to the Club. However, a Temporary member may only introduce (but not sign in) a guest who is under the age of 18 years and in relation to whom the Temporary member is a responsible adult.
- (b) No member shall introduce guests more frequently or in a greater number than may for the time being be provided by By-law, nor shall a member introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any entrance fee and/or subscription or who is currently under suspension.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (d) 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.
- (e) A guest must at all times remain in the reasonable company of the member who countersigned the entry in the Register of guests in respect of that guest.
- (f) A guest must not remain on the Club's premises any longer than the member who countersigned the entry in the Register of guests in respect of that guest.
- (g) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.

- (h) On each occasion on any day on which a person of or above the age of 18 years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of guests:
- (i) the name in full, or the surname and initials of the given names, of the guest;
  - (ii) the residential address of the guest;
  - (iii) the date of that day;
  - (iv) the signature of that member,

provided that if any entry in the Register of guests is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in that Register in respect of that guest if he or she subsequently enters the Club's premises on that day as the guest of that member.

#### THE BOARD

- 52 The Board shall consist of 9 members, being the President, Senior Vice President, Vice President and 6 Directors.
- 53 (a) An Ex-Service member or Associate member is eligible to be nominated for, and elected to, the office of Director.
- (b) An Ex-Service member or Associate member who has held office as a member of the Board for the 4 consecutive years prior to the general meeting at which the election of the Board is to be held, is eligible to be nominated for, and elected to, the office of President, Senior Vice President or Vice President.
- (c) If the office of President is not filled at the Annual General Meeting because no eligible person was nominated and elected, the Board may appoint an Ex-Service member or Associate member to fill that vacancy even if that person does not meet the requirements set out in Rule 53(b). Any person appointed by the Board under this Rule holds office only until the next General Meeting or Annual General Meeting when elections to the Board are to be held.
- (d) If the office of Senior Vice President, Vice President or a Director falls vacant, the Board may appoint an Ex-Service member or Associate member to fill that vacancy. Any person appointed by the Board under this Rule holds office only until the next General Meeting or Annual General Meeting when elections to the Board are to be held.
- 54 (a) The members of the Board elected in 2009 will hold office until the conclusion of the Annual General Meeting in 2010, at which they will be eligible to stand for re-election, subject to the provisions of this Constitution and any applicable law.
- (b) On and from the Annual General Meeting in 2010:
- (A) the Board will be elected in every second year in accordance with this Constitution at an election at which a majority of the Full members of the Club are entitled to vote; and
  - (B) the members of the Board will hold office until the conclusion of the second Annual General Meeting following that at which they were elected, when they will be eligible to be nominated for re-election, subject to the provisions

of this Constitution and any applicable law.

- (c) A member will be ineligible to be nominated for or elected to the Board if that member:
  - (i) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of that charge within the period of 2 years immediately prior to the date determined for the next Annual General Meeting; or
  - (ii) has at any time been convicted of an indictable offence; or
  - (iii) is a former employee of the Club whose services were terminated by the Club for misconduct.
- (d) If any Director is suspended under the disciplinary proceedings provisions of this Constitution, for the duration of that suspension he or she will only be entitled to perform those duties as a Director which are referred to in the Act.

#### **ELECTION OF THE BOARD**

- 55 The election of members of the Board must take place in the following manner:
- (a) Nominations for election to the Board must be made in writing signed by 2 financial members of the Club and signed by the nominee (who must signify his or her consent to the nomination) and must state that the nominee is nominated for office as a member of the Board. The nominee, proposer and seconder must be financial members at the time the nomination form is signed.
  - (b) Nominations must be received separately, and a ballot separately held, for the office of President.
  - (c) Nominations must be received together for all members of the Board other than President. Following the election of the Board, the Board must elect from its own number the Senior Vice President and Vice President.
  - (d) Completed nominations must be delivered to the Secretary or the Returning Officer not later than 6 pm on a date fixed by the Board but being not less than 21 days before the day fixed for the Annual General Meeting.
  - (e) If the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated must be declared elected at the Annual General Meeting.
  - (f) If no or insufficient nominations are received for the number required to be elected, the candidate or candidates, if any, nominated must be declared elected at the Annual General Meeting and nominations may, with the consent of the nominee, be made orally at the meeting for the vacancies then remaining. If more than one candidate is nominated for such vacancies an election for such vacancies remaining must be held at the Annual General Meeting.
  - (g) If the number of candidates nominated exceeds the number required to be elected, a ballot must be held. The ballot must be opened and kept open for a period of at least 7 days prior to the Annual General Meeting.

- (h) The procedure as to nominations and the conduct and declaration of the election shall be as prescribed by By-law and until so prescribed shall be determined by the Board.

### POWERS OF THE BOARD

- 56 The Board shall be responsible for the management of the business and affairs of the Club.
- 57 The business of the Club is to be managed by or under the direction of the Board. The Board may exercise all powers of the Club except any power that any law or this Constitution requires the members to exercise in general meeting. In particular, but without limitation, the Board has the power:
- (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such member or members of the Board or such Full members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed must in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall have the right to be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman shall have a casting vote only. The meetings and proceedings of any committee consisting of 2 or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule or by any regulation made by the Board pursuant to this Rule.
- (b) To make such By-laws not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:
- (i) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
- (ii) the general management and control of the trading activities of the Club;
- (iii) the management and control of the Club's premises;
- (iv) the management and control of play and dress;
- (v) the upkeep and control of the grounds;
- (vi) the management and control of all competitions;
- (vii) the conduct of members and guests of members;
- (viii) the privileges to be enjoyed by each class of member;
- (ix) the relationship between members and the Club's employees;
- (x) and generally all such matters as are commonly the subject matter of Club Rules or By-laws or which are not reserved either under the Act, the

Registered Clubs Act, this Constitution or the By-laws for decision by the Club in General Meeting.

- (c) To enforce the observance of all By-laws by suspension from enjoyment of any or all privileges of membership or otherwise as it thinks fit.
- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it thinks fit.
- (e) To 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 it thinks fit.
- (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its Officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (h) To invest and deal with any of the money of the Club not immediately required for the objects of the Club upon such securities and in such manner as it thinks fit and from time to time to vary or realise such investments.
- (i) To borrow or secure the payment of any sum or sums of money for the objects of the Club and raise or secure the payment of such sum or sums from time to time and in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon or over all or any part of the Club's property both present and future or not so charged, or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (j) To lease, sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any lands or buildings belonging to the Club or to which the Club may be entitled from time to time, subject to the Registered Clubs Act.
- (k) (i) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.
- (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract of service or for service or otherwise.
- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.

- (m) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections and committees, and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections and committees or any of them, and from time to time to prepare or approve and amend By-laws for the control and regulation of such sections and committees and the conduct and activities thereof and also to terminate and dissolve any such sections or committees or to reconstitute the same on a similar or different basis.
- (n) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises.
- (o) To recommend the amount of honorarium payable to any person in respect of his or her services rendered to the Club and subject to approval by a General Meeting to pay such honorarium.
- (p) To repay out-of-pocket expenses incurred by any member of the Board or any other person in the course of carrying out his or her duties for the Club.

#### **BY-LAWS**

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

#### **SECTIONS AND COMMITTEES**

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

proposed to and approved by the meeting of the members of the section shall have effect unless and until it has been approved by resolution of the Board.

- 64 Any disciplinary action which is taken by a section or committee created under this Constitution in respect of any member of such section or committee must at once be reported to the Board together with the reasons for such action and with a recommendation as to further action (if any) to be taken by the Board.

#### PROCEEDINGS OF THE BOARD

- 65 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The President shall preside as Chairman at every meeting of the Board or if at any meeting he or she is not present or is unwilling or unable to act, then a Vice President shall act as Chairman. If a Vice President is not present or is unwilling or unable to act, then the members of the Board present may elect their own Chairman.
- 66 The quorum for meetings of the Board shall be 5 members of the Board.
- 67 The President at any time may convene a meeting of the Board and the Secretary upon the request of not less than 3 members of the Board must convene a meeting of the Board.
- 68 The immediate Past President of the Board may, at the discretion of the Board, be present and speak at meetings of the Board but shall not be entitled to vote at any such meeting.
- 69 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the Chairman of the meeting shall have a casting vote only.
- 70 The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.
- 71 All acts done by any meeting of the Board or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
- 72 A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, 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 identical wording each signed by one or more members of the Board.

- 73 (a) A Director must in accordance with Sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. "Material personal interest" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.
- (b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the Minutes of that meeting of the Board.
- (c) Without limiting the application of Section 191(2) of the Act, paragraph (b) does not apply to an interest:
- (i) which the Director has as a member of the Club and which is held in common with the other members of the Club; or
  - (ii) which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).
- (d) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
- (i) must not vote on the matter (or in relation to a proposed resolution under paragraph (e)(i) in relation to the matter, whether in relation to that or a different Director); and
  - (ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
- (e) Paragraph (d) does not apply if:
- (i) the Board has passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Club, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
  - (ii) the Australian Securities and Investments Commission has declared or ordered in accordance with Section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.
- (f) Section 41C of the Registered Clubs Act will apply if a Director discloses an interest in a contract or proposed contract which involves the Club.

#### **VACANCIES ON THE BOARD**

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

- 75 The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (a) dies;
  - (b) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;
  - (c) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club;
  - (d) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) is absent from meetings of the Board for a continuous period of 3 months or for 3 consecutive rostered Board duties without leave of absence from the Board;
  - (f) by notice in writing given to the Secretary, resigns from office;
  - (g) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act or the Liquor Act;
  - (h) becomes an employee of the Club;
  - (i) ceases to be a financial member of the Club; or
  - (j) ceases to be a member of the Club.
- 76 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 next General Meeting or Annual General Meeting of the Club at which an election of the Board is to be held.

#### GENERAL MEETINGS

- 77 A General Meeting called the Annual General Meeting must be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the end of the Club's financial year. All general meetings other than Annual General Meetings shall be called General Meetings.
- 78 The Board may whenever it thinks fit convene a General Meeting and it must, on the request of not less than 5% of or 100 (whichever is the lesser) members of the Club having at the date of the deposit of the request at the Office a right to vote at General Meetings, within 21 days proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case not later than 2 months after the deposit of the request and in the case of such request the following provisions shall have effect:
- (a) The request must state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office and may consist of several documents in identical wording each signed by one or more of those members.
  - (b) If the Board does not within 21 days from the date of the request being so deposited duly proceed to convene the meeting, the members who made the request or any of them representing more than 50% of the members who made the

request may themselves convene the meeting but any meeting so convened must not be held after the expiration of 3 months from the date of such deposit.

- (c) In the case of a meeting at which a resolution is to be proposed as a Special Resolution the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.
- (d) Any meeting convened under this Rule by the members must be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
- (e) Any reasonable expenses incurred by the members in convening any meeting under this Rule must be repaid to the members by the Club.

79 Subject to the provisions of the Act relating to Special Resolutions, at least 21 days notice specifying the place, day and hour of a General Meeting and in the case of special business the general nature of that business must be given in the manner provided by this Constitution to all members entitled to attend and vote at General Meetings of the Club, but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

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

80 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at all General Meetings and at all Annual General Meetings shall not be less than 50 members present.

81 If within 30 minutes from the time appointed for any General Meeting a quorum is not present the meeting if convened upon the request of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine but such period shall be less than one month. If at such adjourned General Meeting a quorum is not present the members who are present shall be a quorum and may transact the business for which the meeting was called.

#### **PROCEEDINGS AT GENERAL MEETINGS**

82 The ordinary business of any Annual General Meeting shall be to receive and consider the reports prescribed by Section 317 of the Act and to elect in the manner provided in this Constitution the members of the Board, and subject to the Act, to appoint an Auditor or Auditors.

83 Any member who wishes to bring before an Annual General Meeting any business not relating to the ordinary business of the meeting must give notice in writing to the Secretary not later than the fifteenth day of February in each year, and no such business shall come before the meeting unless such notice has been given.

84 The President shall be entitled to take the Chair at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then a Vice President shall act as Chairman. If a Vice President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the members of the Club present shall elect a member of the Board or one of their number to be Chairman of the meeting.

- 85 Every question submitted to a General Meeting shall be decided by a show of hands (unless a poll is demanded by the Chairman or by not less than 5 members) and in the case of an equality of votes whether on show of hands or on a poll the Chairman of the meeting shall have a casting vote only.
- 86 At any General Meeting (unless a poll is demanded), a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of the proceedings of the Club, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 87 (a) If a poll is demanded it must be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment must be taken immediately.
- (b) A demand for a poll may be withdrawn.
- 88 The Chairman of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for one month or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
- 89 Minutes of all resolutions and proceedings at General Meetings must be entered within one month of the meeting in a book provided for that purpose and any such Minutes must be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

#### VOTES OF MEMBERS

- 90 Every member entitled to vote shall both on a show of hands and on the taking of a poll have one vote.
- 91 No member other than a Life member shall be entitled to be present or vote at any General Meeting or at the election of the Board, or to be nominated for, elected to or hold any office unless he or she has paid all instalments of the entrance fee and subscription and all other money due to the Club at the time of such meeting or election.
- 92 Voting by proxy is not allowed:
- (a) at any election of the Board;
- (b) at any meeting of the Board or of a committee of the Board; or
- (c) at any General Meeting.

### ACCOUNTS AND AUDIT

- 93 The Board must cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
- 94 The books of account must be kept at the Office of the Club or at such other place as the Board thinks fit. The Club must at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other Act to inspect such records.
- 95 The Club must, within 4 months after the end of the Club's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), send to each member of the Club by any means permitted under Section 314 of the Act, but subject to Section 316 of the Act, either:
- (a) a copy of the financial report required under Section 295 of the Act, a copy of the directors' report required under Section 298 of the Act (including particulars of the number of members registered in the Register of members at the end of the Club's financial year) and a copy of the auditor's report required under Section 308 of the Act; or
  - (b) a concise report that complies with Section 314(2) of the Act.
- 96 The financial year of the Club shall commence on the first day of January and end on the last day of December in each year or, subject to the Act, be for such other period as the Board may determine.
- 97 Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

### SECRETARY

- 98 (a) The Board must appoint a Secretary who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.
- (b) Should the office of Secretary become vacant, or should the Secretary be temporarily absent or unwilling to act, the Board shall have the power to appoint any person to perform the duties required by this Constitution to be performed by the Secretary.
- (c) At any time there must only be one Secretary of the Club.

### EXECUTION OF DOCUMENTS

- 99 The Board shall provide for the safe custody of the Seal of the Club.
- 100 (a) 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:
- (i) 2 members of the Board; or
  - (ii) one member of the Board and the Secretary.
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:

- (i) 2 members of the Board; or
- (ii) one member of the Board and the Secretary.

101 The Club may only fix the Seal to a document after a resolution of the Board to that effect.

#### NOTICES

102 A notice may be given by the Club to any member either:

- (a) personally; or
- (b) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or
- (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
- (d) by notifying the member that the notice is available and how it may be accessed (if the member has nominated electronic means by which the member may be notified that a notice is available and an electronic means by which the member may access the notice).

- 103
- (a) Where a notice is sent by post, service of the notice shall be given by properly addressing, prepaying and posting the notice, and shall be taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
  - (b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
  - (c) Where notice is given under Rule 102(c), the notice is taken to be given on the day following that on which the member is notified that the notice is available.

#### INDEMNITY TO OFFICERS

- 104
- (a) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except:
    - (i) in relation to a liability owed to the Club or a related body corporate; or
    - (ii) in relation to a liability for a pecuniary penalty order under Section 1317G of the Act or a compensation order under Section 1317H of the Act; or
    - (iii) in relation to a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.
  - (b) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an officer except:
    - (i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Act; or

- (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
  - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
  - (iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.
- (c) The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except:
- (i) in relation to conduct involving a wilful breach of duty in relation to the Club; or
  - (ii) in relation to a contravention of Sections 182 or 183 of the Act.

#### **RESTRICTION ON POLITICAL SUPPORT**

- 105 Neither the Club nor the Board shall pledge ongoing support or adhere to or actively assist any political person or political party or religious organisation or creed which may at any time exist, except that in the event that any political person or political party should be perceived to be involved in activities prejudicial to the welfare or best interests of the Club or the club industry then shall the Board be released from the restriction in this Rule and effect any liaison deemed necessary to combat those activities for such time as required.

#### **AUTHORISATION OF BENEFITS TO MEMBERS**

- 106 In accordance with the Registered Clubs Act, the Club is entitled to budget, allocate and disburse such reasonable expenditure for, to or on behalf of the members of the Board for their professional development, education and the enhancement of their services to the Club. Without limiting the generality of this expenditure and by way of guidance only, such expenditure may be directed to the following areas:
- (a) the reasonable costs of members of the Board attending the Registered Clubs Association Annual General Meeting;
  - (b) the reasonable costs of members of the Board attending meetings of other Associations of which the Club is a member;
  - (c) the reasonable costs of members of the Board attending seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time, provided that such expenditure shall not reflect the reimbursement of any expenses incurred by members of the Board during free time or extraneous activities at such events;
  - (d) the reasonable costs of directors attending other clubs for the purpose of observing their facilities and methods of operation;
  - (e) the attendance of members of the Board at functions with spouses or partners where such attendances are required by the Club and such members of the Board and their spouses or partners are representing the Club;
  - (f) the provision of Club uniforms as decided by the Board from time to time, with such uniforms being in keeping with the image of the Club in the community;

- (g) the holding of an Annual Fellowship Dinner for prominent citizens, local dignitaries, the nominees of local charities and service organisations by the Board or committees of the Board at which members of the Board and their spouses or partners are present;
- (h) the provision of car parking spaces for members of the Board, the Secretary and other management staff whilst engaged on Club-related activities.

The members acknowledge that the benefits set out in this Rule are not available to members generally, but only to those who are elected as members of the Board, the Secretary and such other nominated persons as may be co-opted to be involved in such activities from time to time.

107 In accordance with the Registered Clubs Act, the Club is further entitled to budget, allocate and disburse such reasonable expenditure for, to or on behalf of the Board. Without limiting the generality of this expenditure and by way of guidance only, such expenditure may include the following:

- (a) expenses involved in sponsorship of sections of the Club, annual picnic expenses, annual community leaders dinner expenses, presentations to members or other persons acknowledging services deemed by the Board to be of benefit to the Club or the community;
- (b) the provision of reasonable meals or the price thereof for attendance at meetings of the Board, sub-committee meetings of the Board and sub-committee meetings of members;
- (c) the reimbursement of reasonable expenses incurred by members of the Board travelling by private or public transport to and from meetings of the Board or other duly constituted committee meetings, either within the Club or elsewhere as approved by the Board, on production of documentary evidence of such expenditure;
- (d) the cost of a meal for each member of the Board or committee member or duty officer at a reasonable time before or after a meeting of the Board or committee meeting on the day of that meeting;
- (e) the reasonable expenses incurred by members of the Board either within the Club or elsewhere in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board, on production of documentary evidence of such expenditure.

The details of these expenses will be itemised and authorised at each meeting of the Board and included in the financial reports of the Club. The members acknowledge that the benefits set out in this Rule are not available to members generally, but only to those who are elected as members of the Board, the Secretary and such other nominated members as may be co-opted to be involved in such activities from time to time.

#### **MORTALITY BENEFIT FUND**

- 108 A member of the Club who at the date of the Special Resolution adopting this Constitution is an eligible member of the Mortality Benefit Fund under the Club's previous Articles of Association shall retain his or her eligibility, subject to his or her compliance with By-laws regarding the Mortality Benefit Fund as determined by the Board from time to time.
- 109 Entry of members into the Mortality Benefit Fund is now closed.

### READING OF CONSTITUTION

- 110 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 and might prevent the Club being registered under the said Acts, those provisions shall be inoperative and have no effect.

### AMENDMENTS TO CONSTITUTION

- 111 This Constitution (other than Rule 11) may be altered or amended only by a resolution passed by a three-quarters majority of financial Full members who are present and voting at a General Meeting, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with the Act.

### FIRST SUBSCRIBERS

- 112 The full names, addresses and occupations of the first subscribers to the Club's original Memorandum of Association dated 5 December 1962 are:

<b>Name</b>	<b>Address</b>	<b>Occupation</b>
Frederick Lord	77 Coleridge Street, Riverwood	Building Contractor
Ronald Edward Fear	84 Baumans Road, Peakhurst	Electrical Contractor
Bruce Frank Rogers	38 Morotai Avenue, Riverwood	Painting Contractor
Edmond Leslie James Green	58 Lansdowne Parade, Oatley	Caterer
Samuel Henry Dean	26 Hardy Avenue, Riverwood	Clerk
Geoffrey Stewart Chappell	18 Coleridge Street, Riverwood	Salesman
Herbert Reginald King	8 Lily Avenue, Riverwood	Soldier
Ernest Leslie Stokes	13 Bell Street, Riverwood	Carpenter
James Gordon Watson	17 Williams Road, Riverwood	Clerk
Jack Williams	124 Belmore Road, Peakhurst	Tractor Driver
Arthur Walter Bruderlin	69 Isaac Street, Peakhurst	Carpenter
George Costello	13 Coleridge Street, Riverwood	Salesman
Ernest Jack Griffin	14 Hardy Avenue, Riverwood	P.M.G. Technician

## RIVERWOOD LEGION AND COMMUNITY CLUB LIMITED

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