

CONSTITUTION

of

JINDABYNE BOWLING & SPORTS CLUB LIMITED

ACN 000 577 444

As amended at the AGM 10th October 2004

NAME

1. The name of the Company is Jindabyne Bowling & Sports Club Limited.

DEFINITIONS

2. (a) In this Constitution unless there be something in the subject or context inconsistent therewith:

"**The 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.

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

"**By-Laws**" shall mean the By-laws made in accordance with this Constitution.

"**The Club**" means Jindabyne Bowling & Sports Club Limited ACN 000 577 444.

"**Club Notice Board**" means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.

"**Constitution**" means this Constitution.

"**Month**" except where otherwise provided in this Constitution means calendar month.

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

"**Rules**" means the rules comprising this Constitution.

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

"Special Resolution" has the meaning assigned thereto by the Act.

"Sporting sub club" means Jindabyne Men's Bowling Club, Jindabyne Women's Bowling Club, Jindabyne Bowling & Sports Tennis Club, Jindabyne Bowling & Sports Squash Club and any sporting club, incorporated or otherwise, that pursuant to a resolution of the Board under Rule 50(1) is or has been established and is affiliated or becomes affiliated with the Club.

- (b) A member shall not be a financial member of the Club at the date of a meeting at which only financial members may attend or vote:
- (i) if at the date of the meeting the member's subscription or any part thereof has not been paid in accordance with Rule 37; or
 - (ii) if any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of 14 days from service on that member of a notice from the Club requiring payment thereof; and
- in either case that member shall be and remain unfinancial until payment in full of the amount owing.
- (c) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

OBJECTS

3. The objects of the Club are:
- (a) To promote the game of bowls and such other sports, games and pastimes including tennis and aquatic sports as the Club may deem expedient and to provide trophies and prizes in connection therewith.
 - (b) To provide for members and for members' guests a Club with all the usual facilities of a Club including residential and other accommodation, liquid and other refreshment, libraries and provisions for sporting, musical and educational activities and other social amenities.
 - (c) To construct, establish, provide, maintain and conduct such bowling greens, tennis courts, playing areas and grounds as the Club may determine and to construct, provide, establish, furnish and maintain Club houses, pavilions and other buildings in connection therewith containing such accommodation, residential or otherwise and conveniences as the Club may from time to time determine.
 - (d) To purchase, hire, lease or otherwise acquire for the purpose of the Club any real or personal property and any rights or privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.

- (e) To give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Club or any part or parts thereof subject to the limitation in Section 41J of the Registered Clubs Act in relation to the disposal of land of the Club.
- (f) To invest and deal with any of the moneys of the Club not immediately required for the purpose thereof in such manner as may be deemed fit and from time to time to vary and realise such investments.
- (g) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (h) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges or other security over the whole or any part of the property, real or personal of the Club.
- (i) In furtherance of the objects of the Club to apply for and obtain and hold a Certificate of Registration and for such purpose or purposes to appoint if necessary or desirable a manager or managers or other officer or officers to act as the Secretary Manager and Chief Executive Officer of the Club.
- (j) In furtherance of the objects of the Club to obtain and hold any licence or permission necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco, cigars and cigarettes and of all kinds of goods, provisions, etc. required, used or desired by members.
- (k) To take or reject any gift of property, money or goods whether subject to any special trust or not.
- (l) To erect, maintain, improve or alter any building or buildings for the purposes of the Club.
- (m) To amalgamate with any other company, association or club having objects similar to this 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.
- (n) For the purpose of furthering any objects of the Club to enter into any arrangements for co-operation or reciprocal concessions with any other association or club whether incorporated or not having objects similar to those of this Club.
- (o) To enter into a guarantee or bond for the benefit of the Club and to indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (p) To establish, support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards

insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or any exhibition or for any public, general or useful object.

- (q) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (r) To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the above objects of the Club or any of them.

INTERPRETATION

- 4. A decision of the Board on the construction or interpretation of this Constitution or any Rule, or any By-Law of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.

PROPERTY AND INCOME OF THE CLUB

- 5. The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
- 6. Nothing in this Constitution shall prevent the payment:
 - (a) in good faith of reasonable and proper remuneration to any officer or employee of the Club;
 - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent;
 - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
- 7.
 - (a) A director shall not hold or be appointed or elected to any salaried office of the Club.
 - (b) A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:
 - (i) honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976;

- (ii) repayment of reasonable out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
- (iii) interest at the rate referred to in Rule 6(c) above.

LIMITED LIABILITY

8. The liability of the members is limited.

MEMBERS GUARANTEE

9. (a) Each member undertakes to contribute an amount not exceeding four dollars (\$4.00) if the Club is wound up:
- (i) while he or she is a member of the Club; or
 - (ii) within one year of the date that he or she ceases to be a member.
- (b) The contribution referred to in paragraph (a) of this Rule 9 shall be for the:
- (i) payment of the debts and liabilities of the Club contracted before he or she ceased to be a member; and
 - (ii) costs, charges and expenses of winding up.

APPLICATION OF PROPERTY ON DISSOLUTION

10. (a) If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:
- (i) not be transferred, paid to or distributed among the members;
 - (ii) be given or transferred to an institution or institutions having objects similar to the objects of the Club which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club;
- (b) the institution or institutions referred to in paragraphs (a)(ii) of this Rule shall be determined by the members of the Club in general meeting at or before the time of dissolution.

PRELIMINARY

11. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.
12. The Club is established for the purposes set out in this Constitution.
13.
 - (a) The Club shall be a non-proprietary company.
 - (b) Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the 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.
 - (d) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of Registration under Part II of 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.
14.
 - (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 director of the Club.
 - (b) 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.

LIQUOR & GAMING

15.
 - (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except to a person 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(1) 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 the gaming facilities of the Club.
 - (d) The Secretary or Manager or any employee or a director or a member of any committee of the Club shall not be entitled under this Constitution or otherwise

to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

- (e) Subject to subsection 2(b) of Section 73 of the Gaming Machines Act 2002 the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (f) Subject to subsection 2 of Section 74 of the Gaming Machines Act 2002 the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

MEMBERSHIP

- 16. (a) The number of members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
- (b) No person under the age of 18 years shall be admitted as a member of the Club other than a Junior member in accordance with this Constitution.
- 17. The membership of the Club shall be divided into the following categories:
 - (a) Countable members being the persons in the classes of membership in Rule 18;
 - (b) Life members;
 - (c) Provisional members;
 - (d) Honorary members;
 - (e) Temporary members.
- 18. Countable membership of the Club is divided into the following categories:
 - (a) Senior members;
 - (b) Junior members.
- 19. The number of Countable members having the right to vote in the election of the Board shall at all times exceed the number of Countable members who do not have the right to vote in the election of the Board.

ELIGIBILITY AND RIGHTS OF CLASSES OF MEMBERSHIP

SENIOR MEMBERS

- 20. (a) Senior members are persons who have attained the age of eighteen (18) years and are elected to Senior membership of the Club or are transferred by the Board to Senior membership from another class of membership of the Club.

- (b) Senior members shall pay such annual subscription as the Board may determine from time to time.
- (c) Senior members are entitled to:
 - (i) the playing privileges of the Club as determined by the Board from time to time;
 - (ii) all the social privileges and advantages of the Club;
 - (iii) attend and vote at annual general meetings and special general meetings of the Club;
 - (iv) nominate for and be elected to hold office on the Board;
 - (v) vote in the election of the Board;
 - (vi) vote on any special resolution to amend this Constitution;
 - (vii) propose, second and nominate any person for membership of the Club;
 - (viii) propose, second, and nominate any member for any office of the Club;
 - (ix) propose, second and nominate any member for Life membership;
 - (x) introduce guests to the Club.

JUNIOR MEMBERS

- 21. (a) Junior members shall be persons under the age of eighteen (18) years who have been elected as Junior members and have paid the entrance fee (if any) and the applicable annual subscription.
- (b) A person shall not be admitted as a Junior member of the Club unless the Board has received from that persons parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by the Club;
- (c) Subject to the provisions of the Registered Clubs Act, a Junior member shall be entitled to the use of such of the facilities of the Club as the Board shall determine from time to time but shall not be entitled to:
 - (i) attend and vote at any meetings of the Club; or
 - (ii) take part in the management of the Club;
 - (iii) propose, second or nominate any person for membership of the Club;

- (iii) propose, second or nominate any member for any office of the Club;
 - (iv) propose, second or nominate any member for Life membership;
 - (v) introduce guests to the Club.
- (d) Upon attaining the age of eighteen (18) years a Junior member shall be transferred by the Board to Senior membership.

LIFE MEMBERS

22. (a) A Life member shall be any member who has rendered long or meritorious service to the Club or its members or for any other commendable reason and has been granted Life membership of the Club in accordance with this Rule 22.
- (b) Life membership may only be conferred at a general meeting.
- (c) A proposal for Life membership shall be made in written form signed by two Senior or Life members and handed to the Secretary at least one month before the date of the general meeting at which it is to be presented.
- (d) The Board must approve a nomination for Life membership prior to that nomination being considered at an annual general meeting. If such nomination is approved by simple majority of the Board the nomination shall be referred to the next general meeting of the Club and if such nomination is approved by three quarters of the members at that meeting, who are entitled to vote in the resolution, the person nominated shall thereby be a Life member of the Club.
- (e) Every Life member shall be entitled to all the rights and privileges of a Senior member.
- (f) A Life member is relieved from the payment of any annual subscription.

TRANSFER BETWEEN CLASSES OF MEMBERSHIP

23. (a) The Board shall have the power on the application of any member in a category of Countable membership to transfer that member to another category of Countable membership if that member has the qualifications for that other category of membership.
- (b) The Board shall have the power to transfer a Junior member, who has attained the age of eighteen (18) years, to Senior membership.
- (c) Any application for transfer of membership pursuant to this Rule 23 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice

Board for a continuous period of not less than one week before the transfer of the applicant to another class of membership of the Club.

- (d) A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- (e) Upon a member being transferred to another class of membership of the Club, the Secretary shall cause a notice of such transfer to be promptly forwarded or posted to such member. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

PROVISIONAL MEMBERS

- 24. Every person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club and who has paid to the Club the first year's annual subscription appropriate to the class of membership referred to in the nomination form shall 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.
- 25. Should a person who is admitted as a Provisional member not be elected to membership of the Club within six weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
- 26.
 - (a) Provisional members shall be entitled to the Social facilities and amenities of the Club. Provisional members shall be eligible to use such of the sporting facilities of the Club as the Board may determine from time to time.
 - (b) Provisional members shall not be entitled to:
 - (i) attend or vote at any meeting of the Club;
 - (ii) nominate for or be elected to the Board;
 - (iii) hold any office in the Club;
 - (iv) participate in the management, business and affairs of the Club in any way.

HONORARY MEMBERS

- 27.
 - (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:

- (i) the patron or patrons for the time being of the Club;
 - (ii) any prominent citizen or local dignitary visiting the Club.
- (b) Honorary members shall be entitled to only the social facilities and amenities of the Club and such sporting facilities of the Club as the Board may determine from time to time.
- (c) Honorary members shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (d) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- (i) the name in full 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.

TEMPORARY MEMBERS

28. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
 - (b) A full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club.
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.
29. (a) Temporary members shall not be required to pay an entrance fee or annual subscription;
- (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;

- (c) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 43;
- (d) The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore;
- (e) No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a Junior member of another registered club and satisfies the requirements of Rule 28(c);
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 28(c) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
 - (i) the name in full 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.

VOTES OF MEMBERS

- 30. (a) Subject to Rule 31 the following members only shall be entitled to attend and vote at any meetings of the Club:
 - (i) Senior members;
 - (ii) Life members.
 - (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 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.
31. No member (other than a Life member) shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless that member has paid all or any entrance fees and annual subscriptions and subject to Rule 2(b)(ii) all other moneys due to the Club at the time of such meeting or such election as the case may be.

ELECTION OF MEMBERS

- 32. A person shall not be admitted to one of the categories of Countable membership of the Club unless that person is elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club, and the names of those members

present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.

33. (a) In respect of every proposal for election to any category of Countable membership of the Club there shall be completed a nomination form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Board, including the full name, address, occupation and date of birth of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club. The form will be signed by a proposer and seconder and by the candidate.
- (b) The nomination form together with the first annual subscription and joining fee (if any) shall be deposited at the Office and the Secretary shall cause the name, and address of the candidate to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
34. (a) Upon a person being elected to any category of membership the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.
- (b) A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

35. Annual subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
36. Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum prescribed under the Registered Clubs Act.
37. (a) All subscriptions prescribed by the Board shall be due and payable by the first day of July in each year.
- (b) Any person who has not paid his or her subscription by the first of July in each year shall cease to be entitled to the privileges of membership of the Club and by

resolution of the Board may be removed from membership of the Club in which case the provisions of Rule 40 shall not apply.

- (c) Each year the Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the subscription and of the provisions of paragraph (b) of this Rule 37.
- (d) Any person who has ceased to be a member of the Club pursuant to paragraph (b) of this Rule 37 may re-apply for membership in accordance with this Constitution.

REGISTERS OF MEMBERS AND GUESTS

38. The Club shall keep the following registers:

- (a) A register of persons who are Countable members and Life members of the Club. This register shall set forth in respect of each of those members:
 - (i) the name in full
 - (ii) the occupation
 - (iii) the address of each member
 - (iv) the date of birth
 - (v) the date of being first elected to membership of the Club
 - (vi) the date on which that member last paid the annual fee for membership of the Club.
- (b) A register of persons who are Honorary members.
- (c) A register of persons who are Temporary members other than Temporary members referred to in Rule 28(c).
- (d) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members.

ADDRESSES OF MEMBERS

39. Members must advise the Secretary of the Club of any change in their address within seven days of changing their address as recorded in the register referred to in Rule 38(a).

DISCIPLINARY PROCEEDINGS

40. (a) If any member willfully refuses or neglects to comply with any of the provisions of this Constitution or any By-Law or is in the reasonable opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:
- (i) Such member shall be notified of any charge against the member pursuant to this Rule and of the date time place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least seven (7) clear days before the meeting of the Board at which such charge is to be heard.
 - (ii) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
 - (iii) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.
 - (iv) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless two thirds of the directors present in person vote in a secret ballot in favour of such motion.
 - (v) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
- (b) In the event that a notice of charge is issued to a member pursuant to sub-paragraph (i) of paragraph (a) of this Rule 40 the Board shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
- (c) In accordance with Section 67A of the Registered Clubs Act the Secretary or subject to paragraph (e) of this Rule 40 an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or

- (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club; or
 - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act; or
 - (iv) who hawks, peddles or sells any goods on the premises of the Club; or
 - (v) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
- (d) If pursuant to paragraph (c) of this Rule 40 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph (e) of this Rule 40) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (e) Without limiting the provisions of Section 67A of the Registered Clubs Act the employees who under this Constitution is entitled to exercise the powers set out in this Rule shall be:
- (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (ii) Any employee authorised in writing by the Secretary to exercise such power.
- (f) Any member suspended pursuant to the provisions of this Rule shall not be entitled to:
- (i) Attend at the premises of the Club for any purpose without the permission of the Board or participate in any of the social or sporting activities of the Club; or
 - (ii) attend or vote at any meeting of the Club;
 - (iii) nominate for or be elected or appointed to the Board;
 - (iv) hold office as a member of the Board of Directors;
 - (v) participate in the management, business and affairs of the Club in any way;
 - (vi) propose, second or nominate any person for membership of the Club;
 - (vii) propose, second or nominate any member for any office of the Club;

- (viii) propose, second or nominate any member for Life membership;
- (ix) participate in any of the activities of a sporting sub club.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 41. (a) A member may resign from his or her membership of the Club at any time by giving notice in writing to the Secretary.
- (b) Any resignation pursuant to this Rule will take effect from the date on which the written notice is received by the Secretary.
- (c) Any member resigning pursuant to this Rule will not be entitled to any refund of membership fees or any part thereof.
- (d) Notwithstanding paragraph (c) of this Rule a refund of membership fees or any part thereof may be made if the Board considers that there are circumstances warranting an ex gratia payment of the unexpired portion of membership fees from the date of resignation.

GUESTS

- 42. (a) All members except Junior members and Honorary members shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 43.
- (b) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- (c) No member shall introduce guests more frequently or in 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 suspended or expelled from the Club pursuant to Rule 40 (a) or Rule 40(b) or who has been refused admission to or turned out of the Club pursuant to Rule 40(c).
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) 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.
- (f) 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.

- (g) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
 - (h) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
 - (i) The Secretary may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
43. A Temporary member may bring into the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
 - (b) who does not remain on the Club premises any longer than that Temporary member;
 - (c) in relation to whom the member is a responsible adult.
44. For the purposes of Rule 43 “responsible adult” means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
 - (b) the minor’s spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor’s spouse on a permanent and domestic basis;
 - (c) a person who for the time being has parental responsibility for the minor.

BOARD OF DIRECTORS

45. The Board shall consist of not less than five (5) and not more than nine (9) Directors who shall comprise a Chairperson, two (2) Deputy Chairpersons, a Treasurer and up to five (5) Ordinary Directors.
46. (a) Senior members and Life members shall only be eligible to stand for or be elected to the Board.
- (b) A majority of directors shall have been residents of the Jindabyne Police District for a period of at least five (5) calendar years prior to the date fixed for the Annual General Meeting.

47. (a) A member who is currently under suspension pursuant to Rule 40 shall not be eligible to stand for or be elected to the Board.
- (b) A person who has been a member for less than two full calendar years at the time of nomination shall not be eligible to stand for or be elected to the Board.

ELECTION OF BOARD

48. The election of the Board shall be conducted in the following manner:
- (a) The election shall be conducted at the Annual General Meeting. However, if the By-laws so provide, a ballot for election of directors may be conducted at the Club's premises prior to the date fixed for the Annual General Meeting, such ballot to be conducted in such manner as determined by the Board and specified in the By-laws.
- (b) Notice of the date and time of the last day for receiving nominations for office, shall be posted on the Club Notice Board at least twenty one (21) days prior to the close of nominations.
- (c) Nominations shall cease twenty one (21) days prior to the date of the Annual General Meeting.
- (d) Nominations for election of a director shall be made in writing and signed by two Senior or Life members and the nominee who shall signify his or her consent to the nomination.
- (e) The nomination shall specify the position on the Board for which the nominee is nominated.
- (f) Any eligible member may be nominated for more than one position on the Board but shall only be entitled to hold one such position. The order of seniority of positions on the Board shall be:
- Firstly: Chairperson
Secondly: Deputy Chairperson
Thirdly: Treasurer
Finally: Ordinary director
- (g) The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and his or her proposers on the Club Notice Board.
- (h) If the full number of candidates for the various positions on the Board is not nominated then, subject to paragraph (k) of this Rule, those candidates who are nominated shall be declared elected to the relevant positions and additional nominations may with the consent of the nominee or nominees be made at the meeting for the position not so filled.

- (i) 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.
- (j) If there be only the requisition number nominated for the various positions those candidates shall be declared duly elected.
- (k) If, after the close of nominations one or more candidates for a position on the Board withdraw or becomes ineligible or unavailable for election to that position and such withdrawal, unavailability or ineligibility would thereby eliminate the need for an election for that position then notwithstanding paragraphs (h) and (j) of this Rule further nominations for that position may be called for at the Annual General Meeting prior to the election for that position.
- (l) The members present at the Annual General Meeting shall appoint a Returning Officer to take charge of the ballot and not less than two (2) Assistant Returning Officers who shall also act as scrutineers of the ballot. The Returning Officer and Assistant Returning Officers must not vote in any ballot.
- (m) The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of such ballot paper, the counting of votes and shall report the result of the ballot to the chairperson, the Secretary and to the meeting.
- (n) Ballots shall be taken separately for each position and in the event of a candidate standing for more than one position then upon his/her election to a position his/her name shall be deleted from all other positions for which he/she is a candidate.
- (o) Members shall record their vote by placing a cross or tick in the square opposite the name of the candidate or candidates for whom they wish to vote. Failure to comply with these requirements shall render the vote invalid.
- (p) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- (q) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
- (r) The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are consistent with this Rule.

POWERS OF THE BOARD

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

50. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a)
 - (i) To delegate any of its powers to committees consisting of such director or directors and/or such members of the Club together with persons who are not members but who have particular skills or expertise which they may apply to the relevant committees and senior management staff of the Club as the Board may from time to time think fit and may from time to time revoke such delegation.
 - (ii) Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board.
 - (iii) The President shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.
 - (iv) 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 Chairperson of the meeting shall have a second and casting vote.
 - (v) The meetings and proceedings of any committee consisting of two 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 50 or by any regulation made by the Board pursuant to this Rule 50.
 - (vi) Any Committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.
 - (b) To make such By-Laws not inconsistent with the Constitution of the Club 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 control and trading activities of the Club.
 - (iii) The control and management of the Club premises.
 - (iv) The conduct of members and guests of members.
 - (v) The privileges to be enjoyed by each category of members.
 - (vi) The relationship between members and Club employees.
 - (vii) And generally all such matters as are commonly the subject matter of the Constitution or By-Laws or which by the Constitution are not reserved for decision by the Club in General Meeting.
- (c) To enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (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 fulfillment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as 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 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) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
 - (i) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club and to lease any property of the Club to exchange or sell 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 of the Board to dispose of any land shall not be exercised until the requirements of section 41J of the Registered Clubs Act have been satisfied.

- (j) (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his or her duties.
- (j) (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees 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 for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (k) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (l) To establish sporting sub clubs with such objects, powers and composition as the Board may determine from time to time.
- (m) (i) To allow each of the sporting sub clubs to conduct, manage and control sport or other activities for which they were respectively established within the Club;
- (m) (ii) To allow the sporting sub clubs to create rules and by-laws for the control and regulation of the sporting and social activities of such sub clubs.
- (m) (iii) For the purpose of this Rule to permit any such sporting sub club to adopt a name distinctive of such sporting sub club (provided it be described as a sporting sub club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
- (m) (iv) The Board may empower each such sporting sub club to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
- (m) (v) Subject to the general control and supervision of the Board each such sporting sub club shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of each sporting sub club and its

governing body shall also be produced promptly to the Board which shall review and preserve such minutes and records.

- (vi) Subject as hereinafter provided the constitutions and rules or by-laws of each such sporting sub club may be amended from time to time by a majority of the members for the time being of such sporting sub club 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 members of the sporting sub club shall have effect unless and until it shall have been approved by resolution of the Board. Such approval shall not be unreasonably withheld.
- (vii) Any disciplinary action by a sporting sub club in respect of any member of such sporting sub club shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.
- (n) To affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.
- (o) to set the entrance fees and annual or other subscriptions and fees payable by all members.

BY-LAWS

- 51. (a) Any by-law made under Rule 50(b) shall come into force and be fully operative upon the posting of an appropriate notice containing such by-law on the notice board.
- (b) The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

PROCEEDINGS OF THE BOARD

- 52. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business.
- 53. The Chairperson shall preside as chairperson at every Meeting of the Board. If the Chairperson is not present or is unwilling or unable to act then a Deputy Chairperson shall take the chair. If the Deputy Chairpersons are not present or are unwilling or unable to act the directors present shall elect one of their number as chairperson for that meeting.

54. The quorum for meetings of the Board shall be a majority of the directors personally present.
55. The Chairperson may at any time and the Secretary upon the request of not less than three (3) directors shall convene a meeting of the Board.
56. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
57. The continuing directors 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 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.
58. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
59. A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.
60. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

DISCLOSURE OF INTERESTS

61.
 - (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act declare the nature of the interest at a meeting of the Board.
 - (b) No director shall be disqualified from office by reason of that director contracting with the Club either as vendor, purchaser or otherwise having an interest in a contract with the Club. However, in respect of any such contract the Club shall comply with Section 41K of the registered Clubs Act.

- (c) Any contract or commercial arrangement entered into by or on behalf of the Club in which any director shall be in any way interested shall not by reason of that interest be avoided but any such contract or commercial agreement must be first approved by the Board of the Club.
- (d) Any director contracting with the Club shall not be liable to account to the Club for any profit realised by such contract by reason only of such director holding that office or of the fiduciary relationship thereby established provided that the director declares the nature of his or her interest at a meeting of the Board of the Club in accordance with Section 41 C of the Registered Clubs Act.
- (e) Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- (f) A director must in accordance with Section 41E of the Registered Clubs Act declare any gift received from an affiliated body if the value of the gift exceeds \$500.
- (g) Without limiting the operation of Section 41F of the Registered Clubs Act a director must submit a written return in each year to the Club (in accordance with the Registered Clubs Regulations) declaring any gift received by the director from a person or organization that is party to a contract or commercial arrangement with the Club.

REGISTER OF INTERESTS

- (h) The Secretary must keep a register of disclosures, declarations and returns made to the Club pursuant to this Rule and pursuant to Section 41G of the Registered Clubs Act.

EXHIBITION ON PREMISES

- (i) Where a director of the Club makes a declaration of interest pursuant to this Rule then in accordance with Section 41I of the Registered Clubs Act particulars of the declaration (including the name of the director who made the declaration and the nature of the interest declared) must be exhibited:
 - (i) on the Club Notice Board within 48 hours of the declaration being made; and
 - (ii) for a continuous period of not less than 14 days.
- (j) Within 1 month after the Annual General Meeting of the Club each year, the Club shall lodge with the Secretary of the Liquor Administration Board a copy of all particulars required to be exhibited pursuant to paragraph (i) during the period between that Annual General Meeting and the previous Annual General Meeting.

- (k) In accordance with Section 195 of the Act a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
 - (i) must not vote on the matter;
 - (ii) must not be present while the matter is being considered at the meeting;
- (l) The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of paragraph (k) of this Rule.

CONTRACTS WITH DIRECTORS

- (m) The Club must not enter into a commercial arrangement or a contract with a Director or with a company or other body in which a Director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

CONTRACTS WITH SECRETARY

- (n) The Club must not enter into a commercial arrangement or contract with:
 - (i) the Secretary; or
 - (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary;
 - (iii) any company or other body in which the Secretary has a controlling interest (as defined in the Registered Clubs Act).”
62. If a director of the Club makes a declaration of interest pursuant to Rule 61 then in accordance with Section 41I of the Registered Clubs Act particulars of the declaration (including the name of the director who made the declaration and the nature of the interest declared) must be exhibited:
- (iii) on the Club Notice Board within 48 hours of the declaration being made; and
 - (iv) for a continuous period of not less than 14 days.

And a copy of the particulars as exhibited shall be lodged with the Liquor Administration Board within one (1) month after the next Annual General Meeting of the Club.

- 63. Within 1 month after the Annual General Meeting of the Club each year, the Club shall lodge with the Secretary of the Liquor Administration Board a copy of all particulars

required to be exhibited pursuant to Rule 62 during the period between that Annual General Meeting and the previous Annual General Meeting.

64. (a) In accordance with Section 195 of the Act a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (i) must not vote on the matter;
 - (ii) must not be present while the matter is being considered at the meeting;
- (b) The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of paragraph (a) of this Rule 64.

REMOVAL FROM OFFICE OF DIRECTORS

65. (a) The members in General Meeting may by ordinary resolution:
- (i) remove any member or members of the Board or the whole of the Board before the expiration of his or her or their period of office;
 - (ii) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be elected as a director in accordance with this Constitution.
- (b) Any person appointed pursuant to sub paragraph (a)(ii) of this Rule 65 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.
- (c) Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

VACANCIES ON BOARD

66. The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) becomes insolvent under administration
 - (b) is convicted of any offence referred to in Section 206B of the Act.
 - (c) 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) is absent from meetings of the Board for a continuous period of three months without leave of absence from the Board and the Board resolves that the office be vacated.
 - (e) by notice in writing given to the Secretary resigns from office as a director.
 - (f) becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act.
 - (g) ceases to be a member of the Club.
 - (h) becomes an employee of the Club.
67. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

GENERAL MEETINGS

68. A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called General Meetings.
69. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- (b) The Board must call and arrange to hold a general meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the general meeting; or
 - (ii) at least 100 members who are entitled to vote at the general meeting.

In this Rule 69 the term "the request" shall mean the request referred to in this paragraph (b).

- (c) The request must:
- (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Secretary.

- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
 - (e) The Board must call the meeting within 21 days after the request is given to the Secretary. The meeting is to be held not later than 2 months after the request is given to the Secretary.
 - (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Secretary.
 - (g) The meeting referred to in paragraph (f) of this Rule 69 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three months after the request is given to the Club.
 - (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
 - (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 69. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
- 70.
- (a) At least 21 days notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all members who are entitled to attend and vote at that meeting and to the auditor.
 - (b) A notice of a general meeting of the Club's members must:
 - (i) set out the place, date and time of the meeting; and
 - (ii) state the general nature of the meeting's business; and
 - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution;
 - (c) A copy of a notice of a general meeting of the members of the Club shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.

- (d) Notice of an Annual General Meeting and of the last day for receiving nominations for office, shall be posted on the Notice Board for at least forty two (42) days prior to the date fixed for such Annual General Meeting.
- (e) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

- 71. The business of the Annual General Meeting shall be as follows:
 - (a) to confirm the Minutes of the previous Annual General Meeting;
 - (b) To receive and consider the reports referred to in Rule 87;
 - (c) To conduct the election of the Board or to declare the results of the election of the Board;
 - (d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) To approve the reimbursement of directors' expenses.
 - (f) To deal with any other business of which due notice has been given to the members.
- 72.
 - (a) Notwithstanding Rules 74, 75 and 76 individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be received by the Secretary not less than thirty five (35) days before the Annual General Meeting.
 - (b) The Secretary shall cause all items of business and notices of motion referred to in paragraph (a) to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.
- 73.
 - (a) The Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
 - (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's

representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

MEMBERS' RESOLUTIONS

74. (a) The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at a general meeting;
- (b) The notice must:
- (i) be in writing; and
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy;
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
75. (a) If the Secretary has been given notice of a resolution under Rule 74, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given;
- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting;
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting;
- (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.
- (e) The Club need not give notice of the resolution:
- (i) if it is more than 1,000 words long or defamatory; or

- (ii) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
- 76.
 - (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
 - (i) a resolution that is proposed to be moved at a general meeting; or
 - (ii) any other matter that may be properly considered at a general meeting;
 - (b) The request must be made by:
 - (i) members with at least 5% of the votes that may be cast on the resolution;
or
 - (ii) at least 100 members who are entitled to vote at the meeting.
 - (c) The request must be:
 - (i) in writing; and
 - (ii) signed by the members making the request; and
 - (iii) given to the Secretary.
 - (d) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy;
 - (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary;
 - (f) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting;
 - (g) The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.
 - (h) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
 - (i) The Club need not comply with the request:
 - (i) if the statement is more than 1,000 words long or defamatory; or

- (ii) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

77. A general meeting of the members of the Club must be held for a proper purpose.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

78. (a) The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- (c) The auditor is entitled to be heard even if:
- (i) the auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

79. The Chairperson shall be entitled to take the Chair at every General Meeting. If the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then a Deputy Chairperson shall take the Chair. If the Deputy Chairpersons are not present within fifteen minutes after the time appointed for holding the meeting or are unable or unwilling to act then a member of the Board as determined by the members present shall chair the meeting.
80. (a) At any general meeting of the Club and at the Annual General Meeting thirty (30) members present in person and eligible to vote shall be a quorum.
- (c) If a quorum is not present within 15 minutes after the time for the commencement of the meeting the same shall be adjourned to the same day in the next week at the same time and place provided that if the meeting has been convened at the request of members pursuant to Rule 69 the same shall be dissolved. If at any adjourned meeting a quorum is not present the same shall be dissolved.
81. (a) Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members)

and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the Meeting shall have a second or casting vote.

- (b) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs 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 chairperson or on a question of adjournment shall be taken forthwith.
- (c) A demand for a poll may be withdrawn.
- (d) At any General Meeting (unless a poll is demanded) a declaration by the chairperson 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.

82. A person shall not:

- (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
- (b) Vote at any election including an election of a member or of the Board

as the proxy of another person.

83. (a) The Chairperson of a Meeting may with the consent of the 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.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at a meeting resumed after an adjournment 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.
- (d) It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

MINUTES

84. (a) The Club must keep minute books in which it records:

- (i) proceedings and resolutions of general meetings of the Club; and
 - (ii) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
 - (iii) resolutions passed by members without a meeting;
 - (iv) resolutions passed by directors without a meeting.
- (c) The Club must ensure that:
- (i) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting;
 - (ii) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.
- (d) A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

ACCOUNTS

85. The Board shall:
- (a) Cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
 - (b) Cause to be prepared and submitted to a meeting of the Board at intervals of not more than three (3) months a statement of income and expenditure in relation to each aspect of the Club's activities in accordance with the Registered Clubs Act.
 - (c) Within forty eight (48) hours after the meeting of the Board of the Club to which any such statement is submitted, cause a copy of that statement and of any resolution passed by the Board of the Club in relation to that statement to be exhibited in a conspicuous position on the premises of the Club; and
 - (d) Cause the copy of that statement and that resolution, if any, to be so exhibited for a continuous period of not less than twenty eight (28) days.
86. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
87. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club send

to all members of the Club entitled to attend the Annual General Meeting a copy of all reports which pursuant to Section 314 of the Act are to be laid before the Annual General Meeting in respect of the financial year ending on the thirtieth day of June immediately prior to the Annual General Meeting and without limitation these shall include:

- (a) a copy of the Financial Report of the Club;
- (b) a copy of the Directors' Report; and
- (c) a copy of the Auditors' Report on the financial report.

88. The Board shall also send to each Countable member and Life member of the Club within four (4) months of the end of the financial year of the Club the information referred to in Section 41H of the Registered Clubs Act.

FINANCIAL YEAR

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

AUDITORS

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

SECRETARY

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

SEAL

92. The Board shall provide for the safe custody of the Seal of the Club and the Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board of the Club previously given and in the presence of a member of the Board who shall sign every instrument to which the Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or one other Director appointed by the Board.

NOTICES

93. A notice may be given by the Club to any member either personally or by sending it by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution.
94. 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.

INDEMNITY TO OFFICERS

95. Every officer (as defined in Section 82A of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
96. The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.