

CORPORATIONS ACT 2001
A Public Company Limited by Guarantee
and not having a Share Capital

CONSTITUTION
Of
FORESTVILLE R S L CLUB LTD
ABN 15 000 970 132

NAME

1. The name of the company is "Forestville R S L Club Ltd".

DEFINITIONS

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

"the Act" means the Corporations Act 2001. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Act or any modifications thereof made by any law in force, at the date at which those provisions become binding on the Club shall have the meaning so defined.

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

"Board Appointed Director" means a person appointed to the Board pursuant to Rule 54A, the Registered Clubs Act and Registered Clubs Regulations but does not include a person who is appointed to the Board to fill a casual vacancy in accordance with Rule 81 of this Constitution.

"the Club" means the company named in Rule 1 of this Constitution.

"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.

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

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

“Constitution” means this Constitution.

“Director” means a member of the Board.

“Director Identification Number” means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club.

“Financial member” means a member who has renewed their membership of the Club by the relevant due date, and/or who has paid all joining fees, subscriptions, levies, and other payments to the Club by the relevant due dates (if any such payments are required).

“full member” means a person who is an Ordinary member or a Life member of the Club.

“Gaming Machines Act” means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

“in writing” and **“written”** include any mode of representing or reproducing words in visible form in the English language.

“Liquor or Gaming Policy” means any determination or policy which may be made by the Club for the purpose of gaming or liquor harm minimisation.

“month” means calendar month.

“Non Financial member” means a member who has not renewed their membership of the Club by the relevant due date, and/or has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

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

“Officer” means an officer as defined in section 9 of the Act, and includes all Directors and the Chief Executive Officer.

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

“Quarter” means a period of three (3) months ending on 31 March, 30 June, 30 September, and 31 December.

“R.S.L.” means Returned and Services League of Australia (New South Wales Branch).

“the Registered Clubs Act” means the Registered Clubs Act 1976. When any provision of the Registered Clubs Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Registered Clubs Act or any modifications thereof made by any law in force, at the date at which those provisions become binding on the Club shall have the meaning so defined.

“Special Resolution” has the same meaning as in the Act.

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

INTERPRETATION

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

REQUIREMENTS OF THE ACT, REGISTERED CLUBS ACT AND GAMING MACHINES ACT

5. The “replaceable rules” 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 certificate of registration under Part 2 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.
 - (d) The Chief Executive Officer, 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.
8.
 - (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 or any other forms of gaming devices on the premises of the Club.
- (d) Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (e) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.
- (f) Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on the premises or any part of the premises of the Club and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

OBJECTS

10. The objects for which the Club is established are:

- (a) To provide for members and members' guests a social and sporting club with all the usual facilities of a club including residential and other accommodation, liquid and other refreshment, libraries and provision for sporting, musical and educational activities, and other social amenities.
- (b) To purchase, hire, lease or otherwise acquire for the purpose of the Club any real or personal property and any rights and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
- (c) To give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Club or any part or parts thereof.
- (d) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
- (e) 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.
- (f) 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.
- (g) To apply for and hold a certificate of registration or licence under the Registered Clubs Act or any other law for the time being operative and for such purposes

to appoint a Chief Executive Officer to hold the certificate of registration or licence on behalf of the Club.

- (h) To obtain and hold any licence or permit necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco, cigars, and cigarettes and of all kinds of goods and provisions required, used or desired by members.
- (i) To take or reject any gift of property, money, or goods, whether subject to any special trust or not.
- (j) To erect, maintain, improve, or alter any building for the purposes of the Club.
- (k) To promote all or any of the objects of the Returned and Services League of Australia (New South Wales Branch) Incorporated.
- (l) 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.
- (m) 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 of any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object.
- (n) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (o) To do all such acts, deeds, matters and things and enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.

The objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall not be limited or restricted by reference to or inference from the terms of any other object therein specified shall be deemed subsidiary or ancillary to any other object.

11. 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 the Governing Body 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 Governing Body. Provided that nothing herein shall be construed as preventing the allowance 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. The amount of any honorarium shall be approved by the members of the club at a General Meeting.

WINDING UP

12. The liability of the members of the Club is limited.
13. Every 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 the Club, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding \$5.
14. 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 the Forestville Sub-Branch of the Returned and Services League of Australia (New South Wales Branch) Incorporated, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

MEMBERSHIP

15. The number of full members of the Club must not exceed the maximum permissible under the Registered Clubs Act.
16. A majority of full members of the Club must at all times have the right to vote at the election of the Board.
17. Deleted.
18. 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 admits to membership in accordance with this Constitution are the members of the Club.
19. 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.
20. Unless and until otherwise determined by the Board, Ordinary membership of the Club consists of the following classes:
 - (a) R.S.L. members
 - (b) Club Only members.
21. All classes of membership are open to both sexes.

ELIGIBILITY FOR ORDINARY MEMBERSHIP

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

(a) R.S.L. members

Any person who has attained the age of 18 years and is a financial Service or Affiliate member of the Forestville sub-Branch of the RSL and who has made application for membership of the Club in accordance with this Constitution.

(b) **Club Only members**

Any other person who has attained the age of 18 years and has made application for membership of the Club in accordance with this Constitution.

LIFE MEMBER

23.

- (a) Any member who has rendered outstanding service to the Club may be elected to Life Membership of the Club by resolution carried by a majority of those present and voting at a General Meeting, following the submission to such meeting of an appropriate recommendation from the Board.
- (b) A Life member is relieved from payment of any subscription or levies but has all the rights and privileges of the class of membership to which he or she belonged immediately prior to being elected as a Life member.
- (c) Not more than one member shall be made a Life Member in any one financial year.

RIGHTS OF MEMBERS

- 24. Each member who is entitled to vote has one vote.
- 25. The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.

HONORARY MEMBERS

- 26. 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.

27.

- (a) Honorary members are not required to pay an entrance fee or subscription.
- (b) Honorary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time and are not 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 anyway.
- (c) The Board has the power to cancel the membership of any Honorary member without giving notice or reasons.
- (d) When Honorary membership is conferred on any person, 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.

HONORARY MEMBERSHIP FOR SERVING DEFENCE FORCE PERSONNEL

28. The following persons can be admitted as honorary members of the Club for the day the person attends the Club:
- (a) a member of the Australian Defence Force, and
 - (b) attends the premises of the Club, and
 - (c) produces evidence that the person is a member of the Australian Defence Force.

TEMPORARY MEMBERS

29. Subject to any exemptions contained in the Registered Clubs Regulation or any exemptions approved by the relevant regulatory body, 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) Any person who produces to the Club documentary evidence of their identity and ordinary place of residence in New South Wales (such as without limitation a driver's licence) and who has not previously been expelled from membership of the Club or been refused membership of the Club, or been refused entry to, or been turned out of, the premises of the Club;
 - (b) A full member (as defined in the Registered Clubs Act) of any other 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 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.
- 30.
- (a) Temporary members are not required to pay an entrance fee or subscription.
 - (b) Temporary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and are not 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) Temporary members are not permitted to introduce guests into the Club.

- (d) The Chief Executive Officer, or in the Chief Executive Officer's absence the senior employee of the Club then on duty, may terminate the membership of any Temporary member at any time without giving notice or reasons.
- (e) No person under the age of 18 years may be admitted as a Temporary member of the Club.
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 2828(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.
- (g) A person may be admitted to Temporary membership for a period of up to, but not exceeding, seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 30(f) on the first day that they enter the Club's premises during that period.

ELECTION OF MEMBERS

- 31. A person must not be admitted as a member of the Club, other than as a 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 those members present and voting at that meeting being recorded by the Chief Executive Officer.
- 32.
 - (a) In respect of every application for membership there must be completed an application form which shall be in a form 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 and By-laws of the Club and any Liquor or Gaming Policy.
 - (b) The application form, the entrance fee (if any) and the first subscription (if any), must be lodged with the Chief Executive Officer who must cause the name 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.
- 33.
 - (a) When a person has been elected to membership the Chief Executive Officer must cause that person's name and address to be entered in the register of members of the Club.

- (b) The Board may refuse any application for membership without assigning any reason for such refusal. Where the Board refuses an application for membership, notice of such refusal is to be given personally or promptly forwarded or posted to such person together with the full amount of the entrance fee (if any) and first subscription paid (if any) to the Club upon lodgement of the application form.
- (c) A copy of this Constitution must be supplied to a member on request being made to the Chief Executive Officer and if demanded by the Chief Executive Officer on payment of any fee that may be prescribed by the Act.

PROVISIONAL MEMBERSHIP

34.

- (a) Any person who has lodged with the Chief Executive Officer an application form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the entrance fee (if any) and the first subscription appropriate to the class of membership referred to in the application form (if any) 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, that person shall cease to be a Provisional member of the Club and the entrance fee (if any) and first subscription submitted with the application form (if any) must be immediately returned to that person.
- (c) Provisional members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and are not 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.
- (e) The Chief Executive Officer, the senior management or supervisor then on duty may refuse an applicant for membership admission to the Club or remove an applicant for membership from the Club's premises at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

TRANSFER OF MEMBERSHIP

35.

- (a) 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.

- (b) Any member so transferred may receive a refund or reduction of any entrance fee (if any) or subscription paid or payable by the member for the then membership year (if any), and may be required to pay 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.

ABSENTEE LIST

- 36. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscription of any member leaving or returning to the State of New South Wales or residing outside New South Wales. For the purpose of this Rule, the Australian Capital Territory is deemed to be within New South Wales. Such members shall be placed on an Absentee List.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

- 37. Members' subscriptions shall be paid annually in advance or for more than one year in advance.
- 38. For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.

NON-FINANCIAL MEMBERS

- 39.
 - (a) The annual subscription (if any) and all membership renewals shall fall due on the first day of January.
 - (b) Notwithstanding any Rule contained in this Constitution, a Non-Financial member shall not be entitled to:
 - (i) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (ii) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
 - (iii) attend or vote at any meeting of the Club or any Sub club;
 - (iv) nominate or be elected or appointed to the Board or any committee of a Sub club;
 - (v) vote in the election of the Board or any committee of a Sub club;
 - (vi) propose, second or nominate any eligible member for any office of the Club or any Sub club;
 - (vii) propose, second or nominate any eligible member for Life membership.
- 40. The Board has power to make charges and levies on Ordinary members for general or special purposes.

PATRONS

41.

- (a) 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.
- (b) There shall not be more than six patrons at any one time.

ADDRESSES OF MEMBERS

42. Every member must advise the Chief Executive Officer of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change to their details.

REGISTERS OF MEMBERS AND GUESTS

43. The Club must keep the following registers in accordance with the Registered Clubs Act:
- (a) A register of persons who are full members of the Club. This register must set forth the name in full, the address of each full member and for the purposes of the Registered Clubs Act only, if the member is required to pay a subscription fee, the date on which that member last paid the subscription 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

44. 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 duly constituted Disciplinary Committee (as referred to in paragraph (d)(i) 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, fine, 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 14 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 is 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) 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.
- (d) After the Board or Disciplinary Committee has considered all the evidence put by the member under paragraph (b) of this Rule, it may, in its absolute discretion:
 - (i) immediately come to a decision as to the member's guilt in relation to the charge; or
 - (ii) dismiss the member from the Board or Disciplinary Committee meeting to further consider all of the evidence relating to the charge against the member and further consider the member's guilt in relation to the charge. A decision under this paragraph as to the member's guilt, must be made within seven days of the date of the Board or Disciplinary Committee meeting at which the charge against the member was considered.
- (e) Once the Board or Disciplinary Committee has come to a decision as to the member's guilt in relation to the charge it must:
 - (i) in the case of a decision under paragraph (d)(i) of this Rule, inform the member of the Board or Disciplinary Committee's decision; or
 - (ii) in the case of a decision under paragraph (d)(ii) of this Rule, inform the member of the Board of Disciplinary Committee's decision in writing within seven days of the date of the decision of the Board of Disciplinary Committee.
- (f) Where the member charged has been found guilty, the member must be given an opportunity to address the Board or Disciplinary Committee in relation to the penalty appropriate to the charge of which the member has been found guilty. In the case of a charge being dealt with in accordance with paragraphs (d)(ii) and (e)(ii) of this Rule, the members submissions on penalty must be made in writing to the Board or Disciplinary Committee and received by the Club within 14 days of the date of the decision in writing referred to in paragraph (e)(ii) of this Rule.
- (g) The Board or Disciplinary Committee may, in its absolute discretion, after considering submissions in relation to the penalty appropriate to the charge from the member:
 - (i) advise the member immediately of the Board or Disciplinary Committee's decision as to penalty; or
 - (ii) advise the member of the Board or Disciplinary Committee's decision as to penalty in writing within seven days of the date of the meeting of the Board or Disciplinary Committee.

- (h) Any decision of the Board or Disciplinary Committee under this Rule is final and the Board or Disciplinary Committee is not 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 has the power to immediately suspend that member from all privileges of the Club until the charge is heard and determined. The Board or Disciplinary Committee's decision to impose an immediate suspension on a member must be notified in writing to that member. Where the Board or Disciplinary Committee informs the member of his or her penalty in accordance with Rule 44(g)(g)(ii), the member shall remain suspended from all privileges of the Club until receipt of the written decision of the Board or Disciplinary Committee.
- (j) The powers of the Board under this Rule may be exercised by a Disciplinary Committee appointed by the Board. Any such Disciplinary Committee must comprise not less than 3 members of the Board.
- (k) A quorum of a Disciplinary Committee will be 3 members of the Board.
- (l) The Chief Executive Officer of the Club shall not vote but may assist the Board or Disciplinary Committee in its deliberations.

45.

- (a) The Chief Executive Officer, or in the Chief Executive Officer's absence the senior employee of the Club then on duty ("the senior employee"), has the power to suspend any member's membership and remove that member from the premises of the Club:
 - (i) who in the opinion of the Chief Executive Officer or the senior employee is becoming intoxicated, or is violent, quarrelsome or indecent; or
 - (ii) whose presence on the premises of the Club in the opinion of the Chief Executive Officer or the senior employee may render the Club or the Chief Executive Officer liable to a penalty under the Registered Clubs Act.
- (b) The Chief Executive Officer or the senior employee of the Club who has exercised the power referred to in paragraph (a) of this Rule must make a written report to the Board within 7 days of the date of the removal and suspension of the member.
- (c) A member may be suspended under paragraph (a) of this Rule for up to 30 days, provided that such 30 day period may be extended where disciplinary proceedings are instituted against the member under Rule 44. In such a case, the member will remain suspended until the matter is determined by the Board or Disciplinary Committee in accordance with Rule 44.
- (d) The rules of natural justice shall not apply in relation to the exercise of the power referred to in this Rule.

45A. ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

- (a) If, in the opinion of the Chief Executive Officer (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Chief Executive Officer (or his or her

delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

- (b) In respect of any suspension pursuant to Rule 45A(a), the requirements of Rule 44 shall not apply.
- (c) If the Chief Executive Officer (or his or her delegate) exercises the power pursuant to Rule 45A(a), the Chief Executive Officer (or his or her delegate) must notify the member (by notice in writing) that:
 - (i) the member has been suspended as a member of the Club; and
 - (ii) the period of suspension;
 - (iii) the privileges of membership which have been suspended; and
 - (iv) if the member wishes to do so, the member may request by notice in writing sent to the Chief Executive Officer, that the matter be dealt with by the Board or the Disciplinary Committee pursuant to Rule 44.
- (d) If a member submits a request under Rule 45A(c)(iv):
 - (i) the member shall remain suspended until such time as the charge is heard and determined by the Board or the Disciplinary Committee; and
 - (ii) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 44;
 - (iii) the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Chief Executive Officer (or his or her delegate).
- (e) This Rule 45A applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 47 of this Constitution and the powers contained in section 77 of the Liquor Act.

MEMBER UNDER SUSPENSION

46. Any member whose membership is suspended pursuant to Rules 44 or 45 shall during the period of such suspension not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
 - (c) attend or vote at any meeting of the Club or any Sub club;
 - (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
 - (e) vote in the election of the Board or any committee of a Sub club;
 - (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;

- (g) propose, second or nominate any eligible member for Life membership.

REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

47. In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 51, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
 - (d) who hawks, peddles or sells any goods on the premises of the Club;
 - (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
 - (f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or the senior employee then on duty suspects of being a prohibited drug or prohibited plant or substance.
 - (g) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
48. If pursuant to Rule 47 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 51) 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.
49. Without limiting Rule 48, if a person has been refused admission to or turned out of the Club in accordance with Rule 47(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
50. Without limiting Rule 48, if a person has been refused admission to or turned out of the Club in accordance with Rule 47(a), the person must not:
- (a) remain in the vicinity of the Club; or
 - (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
51. Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (b)** any employee authorised by the Secretary to exercise such power.

RESIGNATION AND CESSATION OF MEMBERSHIP

52.

- (a) A member may at any time resign from his or her membership of the Club by:
 - (i) giving notice in writing to the Chief Executive Officer;
 - (ii) returning his or her membership card to an officer of the Club;
 - (iii) clearly indicating to any employee of the Club that he or she no longer wishes to be a member of the Club; or
 - (iv) any combination of (i), (ii) and (iii) above.
- (b) A resignation referred to in Rule 52(a) shall take effect from the time it is given by the member.
- (c) 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

53.

- (a) All full members have the privilege of introducing guests to the Club.
- (b) A member must not introduce guests more frequently or in a greater number than may for the time being be provided by By-law, and must not introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any entrance fee or subscription or who is currently under suspension.
- (c) Members are responsible for the conduct of any guest they may introduce to the Club.
- (d) 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.
- (e) 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.
- (f) The Chief Executive Officer, or in the Chief Executive Officer'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 reasons.
- (g) 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

54.

- (a) Subject to Rules 54A, 81 and 82, The business and affairs of the Club and the custody and control of its funds shall be managed by the Board of Directors comprising of seven directors which shall be elected triennially in accordance with Rule 55.
- (b) The Board shall consist seven Directors all of whom must be Australian Citizens residing in Australia *and may be Life members, RSL members or Club Only members, but in each case, who satisfy the eligibility requirements of this Constitution.*

54A. The Board may appoint up to two (2) Board Appointed Directors to the Board in addition to the directors referred to in Rule 54. The following provisions shall apply in respect of Board Appointed Directors:

- (a) The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of Board Appointed Directors.
- (b) A Board Appointed Director only has to satisfy the eligibility requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed to the Board and does not have to satisfy any eligibility requirement in the Constitution.
- (c) The Board cannot appoint a Board Appointed Director if such an appointment would cause the number of directors on the Board to exceed the statutory maximum of nine (9) directors.

55.

- (a) The Board shall be elected every two years until the election of the Board in 2022, and the results of the election declared at the Annual General Meeting of the Club.
- (b) On and from the election of the Board in 2022, the Board shall be elected triennially in accordance with Rule 30 and with Schedule 4 of the Registered Clubs Act (which is set out in Rule 56).
- (c) The members of the Board shall hold office until the conclusion of the third Annual General Meeting after that at which they were elected when they shall retire but shall be eligible for re-election.

- (d) A member is not eligible to nominate for or be elected to the Board if, at the time of nomination, the election, or both:
- (i) the member is not a Life member or financial member;
 - (ii) the member is currently suspended from membership;
 - (iii) the member is disqualified from managing any company under the Act;
 - (iv) the member is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
 - (v) the member is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;
 - (vi) the member has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded) but it does not include a spent conviction (as defined in the Criminal Records Act 1991);
 - (vii) the member has not been a Financial member of the Club for at least three (3) years immediately preceding the proposed date of election or appointment to the Board;
 - (viii) the member was an employee of the Club during the three (3) years immediately preceding the proposed date of election or appointment to the Board.
 - (ix) the member is a director of another registered club.
 - (x) the member does not have a Director Identification Number (unless exempted from doing so) on the proposed date of his or her election or appointment to the Board.
- (e) Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

56.

"SCHEDULE 4

Definitions

1. *In this schedule*

"general meeting" means a meeting of the members of the club at which members of the governing body are to be elected;

"triennial Rule" means the Rule of the club that provides for the election of members of the governing body in accordance with this schedule;

"year" means the period between successive general meetings.

2. *Repealed.*

First general meeting under triennial Rule

3.
 - (1) *the members elected to the governing body at the first general meeting at which the triennial Rule applies shall be divided into 3 groups.*
 - (2) *the groups -*
 - (a) *shall be determined by drawing lots; and*
 - (b) *shall be as nearly as practicable equal in number; and*
 - (c) *shall be designated as group 1, group 2 and group 3.*
 - (3) *unless otherwise disqualified, the members of the governing body -*
 - (a) *in group 1 shall hold office for 1 year; and*
 - (b) *in group 2 shall hold office for 2 years; and*
 - (c) *in group 3 shall hold office for 3 years.*

Subsequent general meetings

4. *At each general meeting held while the triennial Rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.*

Casual vacancies

5.
 - (1) *a person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.*
 - (2) *the vacancy caused at a general meeting by a person ceasing to hold office under sub clause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.*

Re-election

6. *A person whose term of office as a member of the governing body under the triennial Rule expires is not for that reason ineligible for election for a further term.*

Revocation of triennial Rule

7. *If the triennial Rule is revoked -*
 - (a) *at a general meeting - all the members of the governing body cease to hold office; or*
 - (b) *at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,*

and an election shall be held at the meeting to elect the members of the governing body.”

ELECTION OF THE BOARD

57. The Board of Directors shall be elected triennially by the general body of members from persons nominated as hereinafter provided:
- (a) Not less than twenty-one days before the day fixed for the Annual General Meeting nominations for the offices of directors shall be delivered to the Chief Executive Officer.
 - (b) The Chief Executive Officer shall immediately after the closing of nominations post the names of the candidates on the Notice Board.
- 58.
- (a) Nominations for election to the Board shall be made in writing and shall state the full name and address of the candidate, the Director Identification Number of the candidate and such other relevant information as the Board may prescribe.
 - (i) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.
 - (ii) The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly.
 - (iii) The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board.
 - (iv) A nomination can be withdrawn:
 - (1) by the nominee at any time prior to the commencement of voting; and
 - (2) by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board.
 - (b) Each nomination shall be signed by full members.
 - (c) If the full number of candidates for the positions of Directors is not nominated as prescribed, then those candidates who are nominated shall be declared elected to the relevant positions and the unfilled positions shall be casual vacancies for the purposes of Rule 81.
 - (d) No person currently under suspension by the Board in accordance with this Constitution shall be eligible to nominate, stand for or be elected to the Board of the Club.
 - (e) The Ballot shall be conducted by the Chief Executive Officer or other authorised person appointed by the Board assisted by Scrutineers nominated by the Candidates, each Candidate having the right to nominate one Scrutineer. The Chief Executive Officer or other authorised person appointed by the Board shall be the Returning Officer.

- (f) If there be only the requisite number nominated for any position on the Board of Directors, the Returning Officer shall declare those nominated duly elected.
- (g) If there be more than the required number nominated, an election by ballot shall be held.
- (h) The Ballot shall be conducted at the Club's premises over a period of ten days between the hours of 11.00am and 8.00pm. The Ballot shall commence on Friday at 11.00am and continue up until 8.00pm on the Sunday immediately preceding the Annual General Meeting.
- (i) All positions on the Ballot Paper shall be determined by a draw conducted under the supervision of the Chief Executive Officer or his or her delegated representative.
- (j) The Returning Officer shall declare the result of the Ballot at the Annual General Meeting provided that in the event of it being necessary to have an election at the Annual General Meeting pursuant to this Rule 58 the result thereof may be declared either at the Annual General Meeting or by posting the result on the Notice Board of the Club within seven (7) days of the Annual General Meeting.
- (k) The declaration by the Returning Officer of those duly elected at the Annual General Meeting shall be deemed to be final and binding upon the Club and its members.

58A.

- (a) As the first item of business at the first meeting of the Board following the Annual General Meeting each year, the Directors will elect from amongst their number a President and Vice President with such election to be conducted by the Chief Executive Officer.
- (b) The President and Vice President will serve until the completion of the next Annual General Meeting at which they were elected, at which time they shall retire from office but be eligible for re-election in accordance with Rule 58A(a).
- (c) In the event that a vacancy occurs in the office of President or Vice President before the next Annual General Meeting, the Board will elect from amongst their number another Director to fill the vacancy and the person elected will serve until the first Board meeting following the next Annual General Meeting, at which time Rules 58A(a) and (b) shall apply.

59.

- (a) A member or guest of a member must not at any time:
 - (i) issue, distribute, or cause to be issued or distributed, within the premises or the surrounding precincts of the Club, any How to Vote Material;
 - (ii) send or post to members (or any of them) any How to Vote Material;
 - (iii) publish on social media, or by any other electronic means any How to Vote Material;
 - (iv) publish in any newspaper, magazine or journal any How to Vote Material.

- (b) For the purposes of paragraph (a) of this Rule 59, "How to Vote Material" means in relation to the election of Directors pursuant to Rules 55, 56, 57 and 58 a how to vote ticket or any other written material in effect advocating either for or against the election of any candidate or candidates for the Board.
 - (c) Any breach of this Rule 59 by a member will be deemed to be conduct prejudicial to the interests of the Club for the purposes of Rule 44 and accordingly may be dealt with by the Board or Disciplinary Committee pursuant to that Rule.
60. The Board may from time to time make such By-laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection therewith.
- 60A. The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 58 is not strictly complied with provided there is no substantive injustice for any candidates.

POWERS OF THE BOARD

61. The Board is responsible for the management of the business and affairs of the Club.
62. 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 regulations not being inconsistent with this Constitution from time to time made by the Club in General Meeting, provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation 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) 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 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. 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 second or casting vote. 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 sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels but not including land or buildings belonging to the Club and to lease any property of the Club and with the sanction of a General Meeting 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, subject to the Registered Clubs Act.
- (k)
 - (i) To appoint, discharge and arrange the duties and powers of the Chief Executive Officer and to determine the remuneration and terms of employment of such Chief Executive Officer 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 and/or dissolve 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 set the entrance fees, subscriptions and other fees, charges and levies payable by all members for the purposes of section 30(2B) of the Registered Clubs Act.
- (o) 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.
- (p) 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.
- (q) 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

63. Any By-law 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

64. 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.
65. 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.
66. 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.
67. 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 financial records of the section or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.
68. Subject to this Rule, the constitution 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.
69. 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

70. The Board may meet together, in person and/or by electronic means, 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 Quarter for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board must be entered in a Minute Book provided for that purpose.
71. 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 the Vice President shall act as Chairman. If the Vice President is not present or is unwilling or unable to act, then the members of the Board present may elect their own Chairman.
72. The quorum for a meeting of the Board shall be a majority of directors provided that if the number of directors is equal to or less than seven (7), a quorum shall be four (4) directors.

73. The President may at any time convene a meeting of the Board and the Chief Executive Officer upon the request of not less than 3 members of the Board must convene a meeting of the Board.
74. 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. The Chairman of the meeting shall have a deliberative vote only.
75. 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.
76. 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, is 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.
- 76A. In addition to Rule 76, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and the directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last required director sends their email agreeing to the resolution.
77. A meeting of the Board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time.

MATERIAL PERSONAL INTERESTS OF DIRECTORS

- 78.
- (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:
 - (i) declare the nature of the interest at a meeting of the Board; and
 - (ii) comply with Rule 78(b).
 - (b) Notwithstanding anything contained in 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; and
 - (ii) must not be present while the matter is being considered at the meeting.

REGISTERED CLUBS ACCOUNTABILITY CODE

- 78A.
- (a) The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this

Rule 78A. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 78A, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.

- (b) For the purposes of this Rule 78A, the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

CONTRACTS WITH TOP EXECUTIVES

- (c) The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
 - (i) the top executive’s terms of employment; and
 - (ii) the roles and responsibilities of the top executive;
 - (iii) the remuneration (including fees for service) of the top executive;
 - (iv) the termination of the top executive’s employment.
- (d) Contracts of employment with top executives:
 - (i) will not have any effect until they approved by the Board; and
 - (i) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

- (e) Subject to any restrictions contained in the Registered Clubs Act and Rule 78A(g), the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (f) A “pecuniary interest” in a company for the purposes of Rule 78A(e) does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY AND MANAGERS

- (g) Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
 - (i) the Secretary or a manager; or
 - (ii) any close relative of the Secretary or a manager;
 - (iii) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest .

LOANS TO DIRECTORS AND EMPLOYEES

- (h) The Club must not:
 - (i) lend money to a director of the Club; and

- (ii) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

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

- (i) A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
- (j) If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

- (k) A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
 - (i) any material personal interest that the director has in a matter relating to the affairs of the Club; and
 - (ii) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
 - (iii) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
 - (iv) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.
- (l) The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 78A.

TRAINING DISCLOSURES

- (m) The Club must make available to members:
 - (i) details of any training which has been completed by directors, the Chief Executive Officer and managers of the Club in accordance with the Registered Clubs Regulation; and
 - (ii) the reasons for any exemptions of directors, the Chief Executive Officer or managers from undertaking the training prescribed by the Registered Clubs Regulation.
- (n) The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

PROVISION OF INFORMATION TO MEMBERS

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

VACANCIES ON THE BOARD

79. 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 in whose place he or she is appointed would have held the same if he or she had not been so removed.
80. The office of a member of the Board is immediately vacated 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 without leave of absence from the Board;
 - (f) by notice in writing given to the Club, resigns from office;
 - (g) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act;
 - (h) becomes an employee of the Club;
 - (i) ceases to be a Financial member of the Club
 - (j) is or becomes in the opinion of the Board, a Board or Committee member of any section or committee (including any sub-club) created under Rules 58–61 of this Constitution;
 - (k) fails to complete the mandatory training requirements for directors referred to in Rule 55(e) within the prescribed period (unless exempted);
 - (l) was not eligible to stand for or be elected or appointed to the Board;

- (m) ceases to hold the necessary qualifications to be elected or appointed to the Board;
 - (n) has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (excluding any provisional suspension under Rule 45A);
 - (o) does not have or ceases to have a Director Identification Number (unless exempted from doing so).
81. The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy.
82. 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.

GENERAL MEETINGS

83. 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.
84. The Board may whenever it thinks fit call a General Meeting and it must, on the request of not less than 5% of the members of the Club having at the date of the deposit of the request at the Office a right to vote at General Meetings of the Club, within 21 days proceed to call a General Meeting 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 call 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 call the meeting, but any meeting so convened shall 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 called the meeting if it does not give such notice of such resolution as is required by the Act.
 - (d) Any meeting called under this Rule by the members shall be called in the same manner or as nearly as possible as that in which meetings are called by the Board.
 - (e) Any reasonable expenses incurred by the members in calling any meeting under this Rule shall be repaid to the members by the Club.

85. 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.

85A.

- (a) A General Meeting called by the Board of its own volition under Rule 84 may be postponed or cancelled by the Board its absolute discretion at any time before the commencement of the meeting.
- (b) A General Meeting called by the Board on the request of the members under Rule 84, may be postponed or cancelled by the Board at any time before the commencement of the meeting, on the request of those members. The members must pay the expenses of calling and postponing or cancelling the meeting unless the Board determines otherwise.
- (c) A General Meeting called by the members under Rule 84(b), may be cancelled by those members notifying the Club in writing at least 14 days prior to the date for which the General Meeting has been called. The members must pay the expenses of calling and cancelling the General Meeting unless the Board determines otherwise.
- (d) Where the Board determines that time permits, the Board must give notice of the postponement or cancellation of any General Meeting to all persons entitled to receive notices of that meeting.
- (e) The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.
- (f) The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.
- (g) If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.

QUORUM FOR GENERAL MEETINGS

86. 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 a General Meeting convened on the request of members is not less than 35 members present and entitled to vote. A quorum at all other General Meetings and at all Annual General Meetings is not less than 20 members present and entitled to vote.
87. 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 must be less than one month. If at such adjourned General Meeting a quorum is not present, the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

PROCEEDINGS AT GENERAL MEETINGS

88. The business of any Annual General Meeting is 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.
89. The President is entitled to take the Chair at every General Meeting. If the President is not present within 30 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then the Vice President shall act as Chairman. If the Vice President is not present within 30 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.
90. 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 second or casting vote.
91. 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.
92. 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, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
93.
 - (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.
94. 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 must for all purposes be treated as having been passed on the date when it was in fact passed and must not be deemed to have been passed on any other date. It is not 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 must be given as in the case of an original meeting.

94A. The chairperson:

- (a) is responsible for the conduct of the general meeting; and
- (b) shall determine the procedures to be adopted and followed at the meeting;
- (c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.

95. 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.

ACCOUNTS AND AUDIT

96. The Board shall:

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

97. 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.

98. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.

99. In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of December immediately prior to the Annual General Meeting:
- (a) the financial report of the Club; and
 - (b) the directors' report;
 - (c) the auditors' report on the financial report.
100. 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.
101. Auditors shall be appointed, and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

SECRETARY

102. The Board must appoint one but not more than one Secretary who shall be the Chief Executive Officer of the Club.

EXECUTION OF DOCUMENTS

103. The Board must provide for the safe custody of the Seal of the Club.
- 104.
- (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 Chief Executive Officer.
 - (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 Chief Executive Officer.
105. The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

NOTICES

106. 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;
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member; or

- (d) by notifying the member that the notice of meeting is available and how the member may access the notice of meeting, if the member has nominated electronic means by which the member may be notified that notices of meeting are available and electronic means by which the member may access such notices.

107.

- (a) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying, and posting the notice, and is 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 the Club gives the member notice in accordance with rule 106(d), the notice is taken to have been given to the member on the day after the day on which the member is notified that the notice of meeting is available.

INDEMNITY TO OFFICERS

108.

- (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 in relation to:
 - (i) a liability owed to the Club or a related body corporate; or
 - (ii) 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) 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 in relation to:
 - (i) conduct involving a wilful breach of duty in relation to the Club; or
 - (ii) a contravention of Sections 182 or 183 of the Act.

READING OF CONSTITUTION

109. This Constitution must 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 will be inoperative and have no effect.

AMENDMENTS TO CONSTITUTION

110. Subject to Rule 110A, this Constitution may be altered or amended only by a resolution passed by a majority of not less than three-quarters of those 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.
- 110A. Rule 112 of this Constitution may only be altered or amended by a resolution passed by a majority of not less than three-quarters of those Life members and financial R.S.L 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.

MEETINGS AND VOTING

- 111.
- (a) In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):
 - (i) distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means, and
 - (ii) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
 - (iii) allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.
 - (b) If there is any inconsistency between Rule 111 and any other provision of this Constitution, Rule 111 shall prevail to the extent of that inconsistency.
112. The Club and Forestville sub-Branch of the RSL are parties to a 'Deed for the Provision of Accommodation Services and Recognising Existing Club Obligations' (**Deed**) and nothing in this Constitution, or any amendment to this Constitution from time to time, is to be interpreted as effecting any change to or alteration of the Deed or any other properly executed agreement between the Club and the Forestville sub-Branch of the RSL.

FORESTVILLE R S L CLUB LTD

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