

(As at 27<sup>th</sup> March, 2024)

CONSTITUTION OF  
BURWOOD R.S.L. CLUB LIMITED

COMPANIES ACT, 1961  
(A.C.N. 000 975 646)

A COMPANY LIMITED BY GUARANTEE

I certify this to be a true  
Copy of the original document.

Andrew Anderson  
CEO  
Burwood RSL Club

NEW SOUTH WALES  
CORPORATE AFFAIRS COMMISSION

No. of Company 143142

34691

Corporate  
Affairs  
Commission

COMPANIES ACT, 1961  
{ SECTION 16 (3) }

CERTIFICATE OF INCORPORATION  
OF PUBLIC COMPANY

THIS IS TO CERTIFY that

BURWOOD R.S.L. CLUB LIMITED

is, on and from the twenty-eighth day of January, 1972, incorporated under the Companies Act, 1961, and that the company is a company limited by Guarantee.

GIVEN under the seal of the Corporate Affairs Commission at Sydney, this twenty-eighth day of January, 1972.

(Signed) F. J. O. RYAN  
Commissioner.

COMPANIES ACT, 1961  
A COMPANY LIMITED BY GUARANTEE  

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MEMORANDUM OF ASSOCIATION  
  
OF  
  
BURWOOD R.S.L. CLUB LIMITED

1. The name of the Company is the "BURWOOD R.S.L. CLUB LIMITED" (hereinafter called "the Club").
2. Pursuant to section 135(2) of the Corporations Act 2001 (Cth) all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution".
3. The objects for which the Club is established are:
  - (a) To take over as a going concern pursuant to and in compliance with Section 134B of the Liquor Act, 1912 as amended, the whole of the assets and liabilities of the present unincorporated Club known as the "BURWOOD R.S.L. SUB-BRANCH CLUB".
  - (b) To provide and maintain on such terms and conditions and regulations as may from time to time be determined and prescribed by the Club in accordance with its Memorandum and Constitution Club Rooms with associated amenities necessaries and conveniences for the benefit of the Members from time to time of the Club.
  - (c) To perpetuate the close and kindly ties of friendship created by mutual service in wars of the British Commonwealth and the recollections associated with that experience, to maintain a proper standard of dignity and honour among all sailors, soldiers and airmen and to set an example of public spirit and noble-hearted endeavour.
  - (d) To inculcate loyalty to Australia and the British Commonwealth and secure patriotic service in the interests of both.
  - (e) To induce members as citizens to serve Australia with that spirit of self-sacrifice and loyalty with which, as sailors, soldiers and airmen, they served Australia and the British Commonwealth.
  - (f) To maintain a standard of conduct within the Club and on the part of the members which is non-sectarian in regard to religion and politically non-partisan.
  - (g) To guard the good name and preserve the interests and standing of all ex-Members of the Forces.
  - (h) To encourage participation by the members of the Club in social, literary, sporting, athletic and other lawful activities, whether competitive or otherwise, whereby they will be inspired to strengthen their attainments in mind and body to fulfil their roles as citizens of Australia..
  - (i) To subscribe to, become a member of and co-operate with any other Club, Association or Organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club, provided that the Club shall not subscribe to or support with its funds, any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of Clause 4 of this Memorandum.

- (j) In furtherance of the objects of the Club to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquor or solid, required by the members of the Club or their invited guests.
- (k) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with, any of the objects of the Club; provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (l) To enter into any arrangements with any Government or Authority, Supreme, Municipal local or otherwise, that may seem conducive to the Club's objects or any of them; and to obtain from any such Government or Authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (m) To develop and turn to account any lands acquired or in which the Club is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, farming, cultivating, letting on building lease or by building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (n) To carry on any other activity or occupation whether of the nature of farming, mining, construction, manufacturing, trading, financing or performing services or of any other nature whatsoever which the Directors of the Club think is capable of being conveniently or profitably carried on in connection or conjunction with any activity in which the Club is for the time being engaged, or which in their opinion is calculated, directly or indirectly, to enhance the value of or render profitable any of the Club's property and/or rights.
- (o) To hold a club licence under the Liquor Act, gaming machine entitlements and own gaming machines under the Gaming Machines Act and any other rights, entitlements, permits, authorities and licences necessary and desirable for the Club.
- (p) In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.
- (q) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club but subject always to the provisions in paragraph (k) of this Clause 3 of this Memorandum.
- (r) To raise and collect funds by private subscriptions, public appeals, art unions, and/or donations, to hold, promote, assist and/or encourage, sales of work, bazaars, entertainments, competitions, displays, public and other meetings and to take or hire any public hall or other buildings for any such purpose and to procure or authorise the delivery of lectures or addresses calculated to benefit the Club or any branch of its work.
- (s) In furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club subject to the Liquor Act and Registered Clubs Act.

- (t) To invest and deal with the money of the Club not immediately required in such manner as may be permitted.
- (u) To borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase, redeem or pay off any such securities.
- (v) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price or any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.
- (w) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (x) To give any guarantee or enter into any bond in connection with the affairs of the club and to indemnify any person, persons or corporation who may incur or have incurred any personal liability for the benefit of the Club.
- (y) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- (z) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit employees or past employees of the Club or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (aa) (Defunct - 28th July, 1975).
- (bb) To take such steps by person or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the manner of donations, annual subscriptions or otherwise.
- (cc) To print and publish any newspaper, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects or for the information of its members.
- (dd) In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of Clause 4 of this Memorandum.
- (ee) In furtherance of the objects of the Club to transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the Companies, institutions, societies or associations with which the Club is authorised to amalgamate.
- (ff) To promote all or any of the objects of the Returned Services League of Australia and/or the New South Wales Branch of such League.
- (gg) To form a bowls section within the Club, to promote the game of outdoor bowls, and to conduct and control all matters and things in connection therewith as may be necessary or convenient to promote that object subject to this constitution.

- (hh) To make donations for patriotic or charitable purposes.
- (ii) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (jj) To pay all costs and expenses of and in connection with the formation and registration of the Club as a Company.
- (kk) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

AND IT IS HEREBY DECLARED that it is intended that each object specified in each paragraph of this Clause shall, unless otherwise therein provided, be regarded as an independent object and shall in no wise be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Club, and shall be capable of being pursued as an independent object and either alone or in conjunction with any one or more of the objects specified in the same or in any other paragraph or paragraphs.

4. The income and property of the Club, whencesoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Club. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Club, or to any member of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest at a rate not exceeding that which the Club would be required to pay to other persons or corporations on money lent, or reasonable and proper rent for premises demised or let by any member to the Club; but so that no member of the Board of Directors, Council of Management or other governing body of the Club, howsoever called, shall be appointed to any salaried officer of the Club paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Club to any member of such governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the governing body may be a member and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share or profits he may receive in respect of such payment.
5. Notwithstanding the provisions of Clause 4 of this Memorandum it shall be lawful for the Club in general meeting to pay such honorarium or allowance as to the meeting seems fit to any one or more of the Directors or other officers of the Club provided that such honorarium or allowance shall be paid as an estimate of the expenses incurred or to be incurred by any particular Director or officer of the Club.
6. The liability of the members is limited.
7. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Club contracted before he ceased to be a member, and of the costs, charges, and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Ten dollars (\$10.00).
8. If upon the winding up or dissolution of the Club there remains, after 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 or transferred to the Burwood Sub-Branch of the R.S.L. provided that if such Sub-Branch is not operating then the same shall be given or transferred to the Returned Services League of Australia (New South Wales Branch).

9. True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditures take place and of the property, credits and liabilities of the Club; together with proper books showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature; and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being in force, shall be open to inspection of the members. Once at least in every year, the accounts of the Club shall be examined and the correctness of the Balance Sheet ascertained by one or more properly qualified auditor or auditors.

10. The names, addresses and occupation of the subscribers are as follows:

Ernest James FINNERTY	14 The Causeway, Enfield.	Linotype Operator
James Smith LAWSON	19 Stevanage Road, Canley Heights.	General Foreman
Lawrence MacPHEDRAN	22 Yoorami Street, Beverly Hills	Sales Representative
Ronald John THOMAS	10 Lansdowne Street, Concord.	Water Board Employee
Maxwell Simpson SULLIVAN	4 Rose Street, Concord.	Secretary- Manager

11. We, the several persons whose names and addresses are hereinbefore formed into a Company in pursuance of this Memorandum of Association, set forth and whose signatures are hereunder subscribed are desirous of being

Signatures of Subscribers	Witness to signatures and address of Witness.
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E. FINNERTY	WILLIAM F. NOBLE
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JAMES S. LAWSON	WILLIAM F. NOBLE
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L. MacPHEDRAN	WILLIAM F. NOBLE
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R. THOMAS	WILLIAM F. NOBLE
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M. S. SULLIVAN	WILLIAM F. NOBLE
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WILLIAM F. NOBLE  
210A Burwood Road, Burwood  
Solicitor.

DATED this Eighteenth day of January, 1972.

RULES  
OF  
BURWOOD R.S.L. CLUB LIMITED

**INTERPRETATION**

1. In these rules -

"The Act" means the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation and if application any Regulation made under the Act;

"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.

"Registered Clubs Act" means the Registered Clubs Act 1976 and any regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

"The Annual General Meeting" means the General Meeting held each year as required by these Rules;

"The By-Laws" means the By-Laws of the Club for the time being in force;

"The Club" means the Burwood R.S.L. Club Limited;

"The unincorporated Club" means the unincorporated body known as the "Burwood R.S.L. Sub-Branch Club" whose funds and other assets and liabilities the Club is authorised to take over by clause 3 (a) of the Memorandum of Association;

"The Committee" or "The Board of Directors" means the members for the time being constituted as such as provided for in these Rules;

"The Executive" means the President, Deputy President and Vice-President;

"Ex-Serviceman/Serviceman" means any person who complies with the requirements for admission to membership of the Returned and Services League of Australia;

"The Liquor Act" means the Liquor Act 2007. When any provision of the Liquor Act is referred to the reference is that provision as modified by any law for the time being in force;

"Member" means a person who has been duly accepted as such by the Board of Directors in accordance with these Rules and who has paid to the Club all current entrance fees, subscription charges and other fees;

"Month" means calendar month;



"Notice Board" means the board or boards provided in the Club House on which notices for the information of members are posted;

"R.S.L." means the Returned and Services League of Australia and where appropriate can be interpreted to mean the New South Wales Branch of the League;

"Constitution of the Club" means the Memorandum of Association and these Rules;

"The Register" means the register of members kept pursuant to these Rules;

"The Seal" means the Common Seal of the Club;

"The Secretary" means any person appointed to perform the duties of a Secretary of the Club and includes the Secretary/Manager and/or an Honorary Secretary and/or the General Manager such person being the Chief Executive Officer of the Club for the purposes of Section 32(1) of the Registered Clubs Act;

"State" means the State of New South Wales;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

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

Any word indicating either masculine or feminine gender shall in all cases be deemed to include feminine or masculine gender respectively except in a case where such inclusion would result in an absurdity;

"Full Member" in relation to the Club means any person who is an Ordinary, Social or Honorary Life member of the Club and in relation to any other club has the meaning as provided in Section 4(1) of the Registered Clubs Act.

2. (a) The Club shall be a non-proprietary Club and is established for the purpose set out in the Memorandum of Association.
- (b) Subject to the provisions of Section 10(6) and 10(6A) of the Registered Clubs Act, a Member of the Club, whether or not he is a member of the governing body, or of any Committee of the Club, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.

- (d) The Secretary or Manager, or any employee or a member of the governing body 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.
- (e) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.

### **MEMBERSHIP**

#### **(General)**

- 3. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership in accordance with these regulations shall be members of the Club.
- 4. If the whole of the funds and other assets of the unincorporated Club become the absolute property of the Club forthwith after its incorporation then every person who at the date of incorporation of the Club is a member of the unincorporated Club and who on or before the 31st day of January, 1972 agrees in writing to become a member of the Club shall be admitted by the Committee to membership of the Club. Every member of the Club who previously to his agreeing to become a member of the Club has paid his subscription due on the 1st day of January 1972, as a member of the unincorporated Club shall not be liable to pay any further sum by way of annual subscription to the Club for the period prior to the 1st day of January, 1972.
- 5. Every applicant for membership of the Club (other than the subscribers to the Memorandum of Association and Members of the unincorporated Club referred to in Rule 4) shall qualify and be elected in manner prescribed by these Rules.

### **MEMBERSHIP**

#### **(Classification)**

- 6. The membership of the Club shall be divided into the following classes:-
  - (a) Ordinary Members;
  - (b) Social Members;
  - (c) Honorary Members;
  - (d) Temporary Members;
  - (e) Honorary Life Members;
  - (f) Provisional Members.

### **MEMBERSHIP**

#### **(Eligibility)**

- 7. No person under the age of eighteen years shall be admitted as a member of the Club.
- 8.
  - (a) Ordinary members shall be those persons who are members of the Burwood Sub-Branch of the R.S.L. and who shall have made application for and been admitted to membership of the Club in accordance with these Rules.
  - (b) Social members shall be any other persons who shall have made application for membership in accordance with the Rules and have been duly admitted.

9A.

**HONORARY MEMBERSHIP**

- (a) The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club;
  - (ii) any prominent citizen or local dignitary visiting the Club;
  - (iii) any person who is a member of the Australian Defence Force (as defined in the Registered Clubs Act) which includes the Armed Forces of the Commonwealth and who produces evidence that he or she is a member of the Australian Defence Force.”
- (b) Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.
- (c) Honorary members who are not Full members of the Club:
- (i) shall be entitled to the social facilities and amenities of the Club and to introduce guests into the Club; but
  - (ii) shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (d) When Honorary membership is conferred on any person (other than a person referred to in Rule 9A(a)(iii)) the following particulars shall 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”.

9B.

**TEMPORARY MEMBERSHIP**

- (a) The following persons in accordance with procedures established by the Board may be made Temporary Members of the Club:
- (i) Any visitor whose permanent place of residence is not less than a radius of five kilometres from the Club;
  - (ii) Full Members (as defined in the Registered Clubs Act) of other Clubs which are registered under the Registered Clubs Act and which have objects similar to those of the Club;
  - (iii) A Full Member (as defined in the Registered Clubs Act) of any registered Club who, at the invitation of the Board of the Club or 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 he so attends the premises of the Club until the end of that day.
  - (iv) Any interstate or overseas visitor.
- (b) Temporary Members shall not be required to pay an entrance fee or annual subscription;
- (c) Temporary Members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and

affairs of the Club in any way;

- (d) Temporary Members shall be entitled to the social facilities and amenities of the Club but shall not be entitled to introduce guests into the Club other than a minor in accordance with Rule 32B.
- (e) The General Manager of the Club or a person authorised by him may terminate the membership of any Temporary Member at any time without notice and without having to provide any reason therefore;
- (f) No person under the age of 18 years may be admitted as a Temporary Member of the Club;
- (g) When a Temporary Member (other than a Temporary Member admitted pursuant to paragraph (a) (iii) of this Rule 9B) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
  - (i) the name in full or initials and family name 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.

9C.

### **HONORARY LIFE MEMBERSHIP**

- (a) Honorary Life Membership may be conferred upon a Member who has rendered outstanding service to the Club. To be eligible for Honorary Life Membership a member must be nominated by one Full Member of the Club and seconded by another Full Member of the Club. The nomination shall then be forwarded to the Honours Committee (as established by the Board from time to time) for investigation and when the Honours Committee has completed its investigation it shall forward the nomination and its report to the Board of Directors of the Club.

If such nomination is approved by the Board of Directors, the nomination shall be referred to the next General Meeting of the Club and if such nomination is approved by a simple majority of those present and entitled to vote on resolutions at such meeting, the person nominated shall be an Honorary Life Member of the Club. As from (date of passing of Special Resolution) nominees for Honorary Life Membership must have at least fifteen (15) years membership of the Club in any category of membership other than as Honorary membership, Temporary membership or Provisional membership. All existing Honorary Life Members of the unincorporated Club shall be deemed to have been duly elected Honorary Life Members of the Club upon incorporation of the Club.

- (b) An Honorary Life Member shall maintain the requirements and have the same rights and privileges of the class of Membership to which he belonged immediately prior to being elected to Honorary Life Membership, except where the Member wishes to change his classification of Membership he shall then assume the rights and privileges of that classification of Membership.

### **MEMBERSHIP**

#### **(Admission)**

- 10. Every candidate for membership of the Club shall make application for election to membership of the Club and shall complete a nomination form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Board of Directors, including the full name,

address, date of birth of the candidate and a statement that the candidate, if admitted, will be bound by the Memorandum and Rules of the Club. The form shall be signed by the candidate.

11.
  - (a) Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with the joining fee (if any) and the appropriate subscription and evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.
  - (b) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification.
  - (c) If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary. A person whose application has been signed by an authorised officer of the Club in accordance with this Rule and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
12. The names of all applications for Ordinary or Social Membership shall be displayed in a conspicuous place on the notice board in the Club premises by the Secretary and shall remain there posted for at least seven (7) days prior to the date of the meeting of the Board of Directors at which the application is to be considered.
13. An interval of not less than fourteen days shall elapse between nomination and election of candidates for Ordinary or Social Membership.
14. The election of Ordinary and Social Members shall be by the Board of Directors at a duly convened meeting. The Secretary of the Club shall keep a record of the names of the members of the Board of Directors present and voting at such meetings and the names of the members elected.
15. The Committee may reject any application for membership without assigning any reason for such rejection. The Secretary shall thereupon return to such rejected candidate the amount of entrance fee and subscription lodged with the application.
16. Every person elected to membership and informed of his election as directed in these Rules shall be deemed to be bound by the Memorandum and Rules of the Club and the By-Laws and Rules of the Club as laid down from time to time by the Board of Directors and the payment of entrance fee, if any, and/or subscription or any part thereof shall be conclusive evidence of such agreement.

16A.

#### **PROVISIONAL MEMBERSHIP**

- (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with these Rules seeking membership of the Club and pays to the Club the subscription appropriate to the class of Membership referred to in the nomination form may be granted Provisional Membership of the Club while awaiting the decision of the Board in relation to that person's application for Full Membership of the Club.
- (b) Should a person who is admitted as a Provisional Member not be elected to Full Membership of the Club within ten (10) weeks from the date of lodging the nomination form with the Secretary or should his application for Full Membership be refused (whichever is the sooner) he shall cease to be a Provisional Member of the Club and the annual subscription submitted with his nomination shall be forthwith returned to him.
- (c) Provisional Members shall be entitled only to the social facilities and amenities of the Club and

to introduce guests into the Club but shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or to participate in the management, business and affairs of the Club in any way.

## MEMBERSHIP

### (Cessation)

17. If the entrance fee or subscription or any part thereof of any Member shall not be paid within a period of 28 days from the date upon which it shall fall due for payment the Secretary shall give to the member in default fourteen (14) days written notice within which such entrance fee or subscription must be paid and if the same shall not have been paid within the time limited by such notice the defaulting member shall from that date be debarred from all privileges of membership and his name shall be removed from the Register of Members of the Club and kept on a separate computer file for such period as provided by the Act but he shall remain liable in the manner set out in Clause 7 of the Memorandum of Association.
- 18.
- (a) A member may at any time resign from his or her membership of the Club by either giving notice in writing to the Secretary or by returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.
  - (b) A resignation pursuant to this Rule 18 shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
  - (c) Any member who has resigned pursuant to this Rule 18 will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.”
- 19.
- (a) If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Rules of the Club or any of the By-Laws of the Club made pursuant thereto, or shall be guilty of any conduct, either within or without the Club, which in the opinion of the Board of Directors or Conduct Committee appointed pursuant to Rule 19A is unbecoming of a member or prejudicial to the interests of the Club, the Board of Directors or Conduct Committee appointed pursuant to Rule 19A shall have power to suspend or expel the member from the Club and in the latter case to remove his name from the Register of Members and record it on a separate computer file for such period as required by the Act.
  - (b) The Secretary shall forward to a member being considered for suspension or expulsion not less than seven (7) days' notification of the Meeting at which the citation is to be dealt with and in such notification may suspend the Member from the privileges of membership pending the meeting. The notification shall indicate the date of the meeting and shall supply brief particulars of the matters to be alleged at the Meeting and indicate the approximate date when the matters are alleged to have occurred.
    - (b)(i) The Secretary, or in his absence the Acting Secretary, shall have the power to issue a citation to a member and to suspend a member pending determination of the citation pursuant to paragraph (b) of this Rule 19.
  - (c) At the meeting, the Member shall, before the motion for suspension or expulsion is put to the vote, have an opportunity of giving orally or in writing his explanation or defence to the citation.
  - (d) Matters of suspension shall be dealt with at the next Board Meeting or meeting of the Conduct Committee appointed pursuant to Rule 19A for which notice in accordance with this Rule can be conveniently given. Matters of expulsion shall be dealt with within three (3) months of the allegations upon which the expulsion is to be founded being brought to the notice of the Board of Directors.

- (e) Any member making a charge against another member or person must make such charge in writing stating his own name, the name of the member or person concerned, the date of the alleged offence (as nearly as can practically be ascertained) and the nature of the charge.
- (f) Nothing in this Rule contained shall prejudice the right of temporary suspension contained in the Rule immediately following.
- (g) Any resolution for suspension or expulsion under this Rule shall require for its passage a simple majority of votes of the meeting where the motion is put and subject to Rule 19A the decision shall not be subject to appeal.

### **CONDUCT COMMITTEE**

19A. The Board is authorised to delegate its powers under Rule 19 to a Conduct Committee which shall function in accordance with the provisions of this Rule 19A.

(a) **Membership**

The Conduct Committee will comprise of 3 employees holding senior positions at the Club as nominated by the Secretary from time to time and appointed pursuant to a resolution of the Board. The employees who are appointed to comprise the Conduct Committee to determine a charge shall not have been previously involved in the event or events which formed the basis of any charge to be determined.

(b) **Powers and procedure**

The Conduct Committee shall exercise all the powers and discretions conferred on the directors pursuant to Rule 19 and shall follow the procedures referred to in sub-paragraphs (a) to (g) inclusive of Rule 19 when exercising those powers and discretions provided that in the case of an equality of votes of the members of the Conduct Committee the chairman will have a second or casting vote. The Chairman of the Conduct Committee will be determined by the Conduct Committee.

(c) **Appeal**

(i) A member may appeal a decision of the Conduct Committee to the Board only as provided for in this Rule 19A(c).

(ii) There shall be a right of appeal from a decision of the Conduct Committee only when the Conduct Committee imposes on a member a suspension from membership of the Club for a period of more than two (2) years (or such other period as determined by the Board of Directors from time to time) or expels a member. The member concerned shall have the right to appeal on whether or not they are guilty of the charge and in relation to the disciplinary response imposed by the Conduct Committee.

(iii) Any member who wishes to appeal a decision of the Conduct Committee must give to the Secretary of the Club notice in writing of his intention to appeal such decision within seven days of being notified of the decision. This notice must state whether the member is appealing the decision of the Conduct Committee to find him guilty of the charge and/or the disciplinary response imposed by the Conduct Committee or both.

(iv) The Board shall hear and determine the appeal within two months of receipt of a notice pursuant to sub paragraph (iii) of this Rule 19A(c)

(v) The Board shall give to the member at least seven days notice of the date of the meeting of the Board at which the appeal is to be heard and determined.

(vi) The member shall be entitled to attend the meeting at which the appeal is to be heard for the purpose of presenting his appeal (including any evidence) and shall also be entitled to submit to the meeting written representations for the purposes of presenting his appeal.

(vii) On the hearing of an appeal, the Board shall have the power to uphold or overturn a decision of the Conduct Committee and shall have the power to uphold any disciplinary response imposed by the Conduct Committee, or substitute a lesser or greater disciplinary response than that imposed by the Conduct Committee.

(viii) The lodging of a notice pursuant to sub paragraph (iii) of this Rule 19A(c) shall not operate to stay or set aside any decision of or disciplinary response imposed by the Conduct Committee.”

(d) **Withdrawal of delegation**

The Board shall retain the power to hear and determine any disciplinary charge pursuant to Rule 19 which by reason of its complexity or seriousness or for any other reason the Board in its absolute discretion considers appropriate and may at any time and from time to time withdraw from the Conduct Committee any delegation of the powers under Rule 19.

20. (a) In accordance with Section 77 of the Liquor Act the Secretary or subject to paragraph (c) of this Rule 20 an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
  - (ii) 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; or
  - (iii) who hawks, peddles or sells any goods on the premises of the Club; or
  - (iv) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
  - (v) Who otherwise may be refused entry or turned out from the Club pursuant to Section 77 of the Liquor Act.
  - (vi) Who, for the purposes of prostitution, engages or uses any part of the premises of the Club.
  - (vii) Who, within the meaning of the Smoke-free Environment Act, smokes while in any part of the premises that is smoke-free.
  - (viii) Who, under the conditions of its Club licence, or a term of a liquor accord, the Club is authorised or required to refuse access to the Club.
- (b) If pursuant to paragraph (a) of this Rule 20 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph (c) of this Rule 20) 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.
- (c) Without limiting the provisions of Section 77 of the Liquor Act the employee who is entitled to



exercise the powers set out in this Rule 20 shall be:

- (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; and
  - (ii) Any employee authorised in writing by the Secretary to exercise such power;
- (d) Without limiting Rule 20(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 20(a)(i), 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.
- (e) Without limiting Rule 20(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 20(a)(i), the person must not:
- (i) remain in the vicinity of the Club; or
  - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- 20A. (a) In addition to the powers given to the Secretary and authorised employees of the Club pursuant to Section 77 of the Liquor Act and referred to in Rule 20 the Secretary or in his absence an authorised employee is empowered to order and if necessary effect the removal from the premises of the Club any member or person who in his opinion has contravened any provisions of the Constitution of the Club or of any By-laws of the Club or whose presence on the premises of the Club may render the Club or the Secretary or any other person in breach of the Registered Clubs Act.
- (b) Without limiting the provisions of Section 77 of the Liquor Act a member turned out from the Club pursuant to Rule 20 or removed from the Club pursuant to paragraph (a) of this Rule 20A may be suspended from the Club for a period not exceeding 7 days by the Secretary or any authorised employee effecting the turning out or removal.
- (c) The Secretary or authorised employee who has effected the turning out or the removal of a member or any person from the Club pursuant to Rule 20 or pursuant to this Rule 20A shall cause a full written report of the facts and circumstances thereof to be delivered to the Board or to the Conduct Committee as soon as practicable after such turning out or removal.
- (d) Without limiting the provisions of Section 77 of the Liquor Act the Secretary or his delegate may extend the suspension of any member who is turned out or who is removed from the Club pursuant to Rule 20 or pursuant to this Rule 20A until the next meeting of the Board of Directors or to the next meeting of the Conduct Committee.
- 20B. Any member suspended pursuant to Rules 19, 19A, 20 or 20A, shall during the period of such suspension not be entitled to:
- (a) Attend the premises of the Club for any purpose (except to attend official Sub Branch meetings) without the permission of the Board; or
  - (b) Participate in any of the social or sporting activities of the Club or any sub club of the Club without permission of the Board.
  - (c) Attend or vote at any meeting of the Club.
  - (d) Nominate or be elected or appointed to the Board.
  - (e) Vote in the election of the Board.

21. Should a member incur any debt to the Club (which debt is not covered by the provisions of the Memorandum and Rules) and fail to discharge such debt upon request in writing by the Secretary, he may, by resolution of a meeting of the Board of Directors, be suspended or expelled from membership provided that before so resolving, the Board of Directors shall give the member concerned due notice of its intention to take such course. The provisions of Rule 19 shall not apply thereto.
22. Every person ceasing to be a member of the Club whether by retirement, expulsion, death, neglect to pay the entrance fee or the annual subscriptions or otherwise shall forfeit ipso facto all rights or claims upon the Club or its property or assets.

### **ADDRESS OF MEMBERS**

23. Every member shall, after becoming a member notify the Secretary in writing within seven (7) days of any subsequent change of address from the address notified in his application for membership. The address so given shall be deemed to be the member's registered address for the purpose of issue of notices.

### **REGISTER OF MEMBERS**

24. The Club shall keep the following registers:
- (a) A register of persons who are Full members which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) the name in full; and
  - (ii) the occupation;
  - (iii) the address;
  - (iv) the date on which the entry of the member's name in the register is made;
  - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Honorary Life members).
- (b) A register of persons who are Honorary members (other than those persons admitted to Honorary membership pursuant to Rule 9A(a)(iii)) which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act and Rule 9A of this Constitution.
- (c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 9B(a)(iii)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act and Rule 9B of this Constitution.
- (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. This register shall set forth in respect of each of those guests:
- (i) the name in full or the surname and initials; and
  - (ii) the address;
  - (iii) the date on which the entry of the guest's name in the register is made;
  - (iv) the signature of the member introducing the guest."

### **VOTING BY MEMBERS**

25. Subject to the Registered Clubs Act, Financial members in the classes of Ordinary membership, Social membership, and Honorary Life membership, other than those members currently under suspension, shall be entitled to:
- (i) vote in the election of the Board of Directors provided that such members have at least twelve (12) continuous months membership of the Club as at the date of the closing of the roll in relation to the election of the Board of Directors;

- (ii) attend any general meeting of the Club provided that such members have at least twelve (12) continuous months membership of the Club as at the date of the general meeting;
  - (iii) vote on any matter or resolution put before the Club in general meeting provided that such members have at least twelve (12) continuous months membership of the Club as at the date of the general meeting and further provided however that only Ordinary members may vote on a Special Resolution to amend Rule 35.
26. (a) Every financial member when eligible to vote, shall have one vote provided that no servant of the Club shall be entitled to vote at any meeting of the Club.
- (b) Election of Directors shall be by ballot conducted in manner following:
- (i) Ballot papers will be available in the Club Rooms from the Returning Officer or his nominee during the times set down by the incumbent Board of Directors.
  - (ii) A member on presentation of his membership ticket will receive the requisite number of ballot papers to elect candidates to the various offices being contested. Each of such ballot papers will have been marked by the returning officer or his nominee.
  - (iii) The member shall complete the ballot papers in accordance with the instructions thereon and place the completed ballot papers in a locked ballot box provided for that purpose and all ballot papers must be placed in the ballot box during the hours above mentioned.
  - (iv) No ballot paper shall be counted as valid unless it bears the mark of the returning officer or his nominee. It is the responsibility of the member receiving the ballot paper to ensure that the same has been marked.

26A. **LOYALTY PROGRAM**

- (a) All Full members are eligible to participate in the Club's loyalty scheme.
- (b) All Full members are allocated into a membership classification in the loyalty scheme according to the balance of each member's reward points accrual.
- (c) Reward points are accrued by members expenditure on goods and services or using facilities at the Club and having that purchase or use recorded on the member's membership account.
- (d) The Board of Directors will determine from time to time:
  - (i) The number, type and the name of each loyalty classification;
  - (ii) The goods, services and facilities which are included in the Club's loyalty program;
  - (iii) Whether each of the goods and services included in the Club's loyalty program are available for:
    - (1) a particular loyalty classification; or
    - (2) particular loyalty classifications; or
    - (3) all loyalty classifications,
  - (iv) Whether each of the goods and services included in the Club's loyalty program are available for:

- (1) a particular day or days; or
  - (2) during particular times; or
  - (3) for a specific program, purpose, event or promotion.
- (v) The amount of reward point accrual that is required for the allocation of members to each loyalty classification.
- (e) Members in each loyalty classification will be entitled to benefits which vary in value between each loyalty classification.
- (f) The terms, conditions, categories and benefits of the loyalty program will be published on the Club notice board and made available to member on request.”

### **ENTRANCE FEES AND SUBSCRIPTIONS**

27. The entrance fees, annual subscriptions and other fees or charges payable by any class of members, the times and manner of payment thereof and all other matters relating thereto not specifically provided for in the Memorandum and Rules shall be such as shall from time to time be determined by the Board of Directors.
28. The subscription payable by any class of membership of the Club shall be an amount not being less than two dollars per annum as determined by the Board from time to time. The subscription may be payable annually or if the Board so determines for more than one year in advance.
29. The Board of Directors may at any time and from time to time make such special or annual levies for the purposes of the Club or supplementary funds conducted by the Club.
30. Any subscription which is payable annually shall become due and payable on the first day of January in each year and if payable for more than one year in advance will be paid on the first day of January of the year in which it becomes due. All levies made by the Board of Directors shall become due and payable in the manner provided in the resolution making such levy.
31. The Board of Directors may, at its discretion, fix a charge or charges for the use of property or services of the Club by its members and may at any time amend or remove such charge or charges.
32. Honorary members, Temporary members and Honorary Life members only shall be relieved of any obligation or liability with respect to the payment of entrance fee, if any, and/or subscriptions.

32A.

### **GUESTS**

- (a) All Members shall have the privilege of introducing guests to the Club (however, a Temporary member may only introduce a minor pursuant to Rule 32B as a guest) and on each day a Member first brings a guest into the Club that Member shall (unless the guest is a minor) enter in the Register of Guests the name and address of that guest and that Member shall countersign that entry.
- (b) No Member shall introduce guests more frequently or in greater number than may for the time being be provided by By-Law nor shall he introduce any person as a guest who has been expelled from the Club suspended from the Club or refused admission to or turned out of the Club;
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club;

- (d) The Board shall have power to make By-Laws from time to time not inconsistent with these Rules or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club;
  - (e) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a Member.
  - (f) A guest shall at all times remain in the reasonable company of the Member who countersigned the entry in the Register of Guests in respect of that guest.
  - (g) A guest shall not remain on the premises of the Club any longer than the Member who countersigned the entry in the Register of Guests in respect of that guest.
  - (h) The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason
- 32B. A Temporary Member may bring into the Club premises as a guest of that Temporary Member a minor:
- (a) who at all times while in the Club premises remains in the company and immediate presence of that Temporary Member;
  - (b) who does not remain on the Club premises any longer than that Temporary Member;
  - (c) in relation to whom the Member is a responsible adult.
- 32C. For the purposes of Rule 32B, “responsible adult” means an adult who is:
- (a) a parent, step-parent or guardian of the minor; or
  - (b) the minor’s spouse or de facto partner;
  - (c) for the time being, standing in as the parent of the minor

### **OFFENCES**

33. It shall be an offence to:-
- (a) be intoxicated, violent, quarrelsome or disorderly or introduce liquor on the premises without permission,
  - (b) Use objectionable or obscene language.
  - (c) Damage Club property.
  - (d) Remove Club property without proper authority.
  - (e) Enter or remain on Club premises at unauthorised times.
  - (f) Disregard the instructions of the Board of Directors.
  - (g) Infringe the provisions of the Memorandum and Rules of the Club and the By-Laws and Rules made thereunder.

- (h) Cause offence to any member or members of the Club which is prejudicial to the good order of the Club or to the comfort or welfare of any such member or members.
- (i) Introduce or engage in any form of illegal gambling in the Club.
- (j) To take liquor from the premises without the proper authority.
- (k) To cash in the Club a cheque which is not met on presentation.
- (l) To commit or aid or abet the commission of a breach of the Statutory requirements set out in Rule 34.

### **STATUTORY REQUIREMENTS**

- 34.
- (i) No liquor shall be sold or supplied to any person under the age of eighteen years.
  - (ii) No person under eighteen years of age shall use or operate poker machines in the Club premises.
  - (iii) A visitor shall not be supplied with liquor in the Club premises unless on invitation and in the company of a member.
  - (iv) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
  - (v) 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.
  - (vi) 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.”

### **MANAGEMENT**

35. The business and affairs of the Club shall be under the Management of a Board of Directors elected annually in order as listed below by the Members entitled to vote on the election of Directors and such Board of Directors shall consist of:-
- (a) One (1) President who shall be an Ordinary Member;
  - (b) One (1) Deputy President and One (1) Vice-President of which one of these two positions shall be filled by an Ordinary Member;
  - (c) Four (4) other Directors of whom two (2) shall be Ordinary Members and two (2) who may be Social Members.
- 35A. A member is ineligible to be nominated for or be elected or appointed to the Board if that member:
- (a) has been cited to appear before the Board or the Conduct Committee on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of three (3) months within the period of three (3) years immediately prior to the date determined for the next Annual General Meeting; or

- (b) is a former employee of the Club whose services were terminated by the Club for misconduct at any time within the period of five (5) years prior to nomination, election or appointment to the Board; or
- (c) was an employee of the Club, or any club that has amalgamated with the Club, within a period of three (3) years prior to nomination, election or appointment to the Board.
- (d) is an employee of the Club;
- (e) is currently suspended from the Club;
- (f) is not a financial member of the Club
- (g) has not completed a director's nominee information session conducted by the Club prior to the election unless they:
  - (i) were elected to the Board at the immediate previous Annual General Meeting; or
  - (ii) had been a director at any time in the three (3) years preceding the date of the close of nominations

35B. Notwithstanding any possible exemptions which may apply, any person who is elected or appointed to the Board must complete the mandatory training requirements for directors as prescribed by the Registered Clubs Regulations

### **BOARD OF DIRECTORS**

#### (Election)

36. (a) Nominations for the election of President, Deputy President, Vice-President and other members of the Board of Directors shall be made in writing signed by two Ordinary Members or Social Members of the Club and by the nominee who shall so signify his consent to the nomination and shall be lodged with the Secretary twenty-eight (28) days before the Annual General Meeting of the Club, provided that:
- (i) No member may be nominated for President unless he has been a member of the Club for not less than five (5) continuous years as at the date of his nomination and has also served, or will have served, on the Board of Directors for not less than two (2) continuous years as at the date of his election or appointment as President;
  - (ii) No member may be nominated for Deputy President or Vice-President unless he has been a member of the Club for not less than four (4) continuous years and has also served, or will have served, on the Board of Directors for not less than twelve (12) continuous months as at the date of his election or appointment as Deputy President or Vice President; and
  - (iii) No Member may be nominated for the office of Director unless he has been a Member of the Club for not less than three (3) continuous years as at the date of his election or appointment to the Board and if an Ordinary Member, has attended no less than four General Meetings of the Burwood Sub-Branch in the preceding year.
- (b) The Secretary shall place upon the Notice Board, as nominations are received, the names of Candidates for election to the Board of Directors, indicating against the name of each Candidate the names of his proposer and seconder together with details of the Office or alternative Offices for which each Candidate is nominated.
- (c) (i) The Board of Directors shall appoint a Returning Officer to conduct the annual election

of Directors and failing such appointment the Secretary shall appoint a person to act as Returning Officer.

- (ii) If the full number of candidates are not nominated for any position or positions as prescribed or there be only the requisite number nominated, the Returning Officer at the Annual General Meeting of the Club shall declare those nominated to be duly elected. The Returning Officer shall in the event of a deficiency of candidates, call for additional nominations (subject to the consent of the nominee or nominees) at the Annual General Meeting of the Club and shall conduct the election of Directors in accordance with these Rules and any By-laws made pursuant to these Rules.
  - (iii) If there are more than the requisite number of candidates nominated for any position or positions an election by ballot shall take place. The ballot shall be conducted during the times set down by the incumbent Board of Directors.
  - (iv) The Returning Officer or his nominee(s) shall be present in the Club premises during suitable hours on each day to issue ballot papers to financial members entitled to a vote. No servant of the Club shall act as a nominee of the Returning Officer. After the close of the ballot the Returning Officer shall arrange for counting of the votes and shall declare the result of the ballot at the Annual General Meeting.
- (d) No person currently under suspension by the Committee in accordance with these Rules shall be eligible to nominate, stand for or be elected to any position on the Board of Directors of the Club.
  - (e) No servant of the Club shall be a member of the Board of Directors or be eligible for election to the Board of Directors of the Club.
  - (f) Nominations herein referred to and any other notice of matter required to be lodged with the Secretary shall be deemed to be so lodged when left in the Company's administrative office in the presence of the Secretary or some other person apparently in the administrative employ of the Company.

### **COMMITTEE**

#### **(Services Voluntary)**

37. Subject to the provisions of Clause 5 of the Memorandum of Association as applicable to honoraria and allowances no member of the Committee shall receive any remuneration for his services in his capacity as a member of the Committee.

### **BOARD OF DIRECTORS**

#### **(Powers and Duties)**

38. The Management of the business and control of the Club shall be vested in the Board of Directors which in addition to the powers and authorities by these Rules especially conferred upon it may exercise all such powers and do all such acts and things as may be exercised or done by the Club and are not hereby or by statute expressly directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Memorandum and Rules any Statute and any amendments to the Rules from time to time made by the Club in General Meeting provided that no such amendments shall invalidate any prior act of the Board of Directors which would have been valid if such amendments had not been made. In particular but without derogating from the general powers hereinbefore conferred the Board of Directors shall have power from time to time;



- (a) To appoint from among its members, or members of the Club Sub-Committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such Sub-Committee such powers as it may think fit.
- (b) To make such By-Laws or Rules as in the opinion of the Committee are necessary for the proper control, administration and internal management of the Club's 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 or Rules.

Any power conferred in the foregoing shall not be deemed to include power to amend the Memorandum and Rules of the Club.

- (c) To enforce the observance of all By-Laws or Rules by expulsion or suspension from enjoyment of Club privileges.
- (d) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (e) To engage, control and dismiss the Club's servants, employees or paid officials.
- (f) To appoint, discharge, and arrange the duties of the Secretary, Manager or Secretary-Manager.
- (g) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (h) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (i) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club.
- (j) 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.
- (k) To invest and deal with any of the moneys of the Club.
- (l) From time to time to borrow or secure the payment of any sum or sums of money for the purposes of the Club and to raise or secure the payment of such sum or sums of money in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debenture or debenture stock, perpetual or otherwise and whether charged upon all or any 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 of Directors may think proper to confer on the holders.
- (m) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and let the property of the Club (not being premises covered by club licence) provided that any disposal of Club land which is subject to Section 41E of the Registered Clubs Act shall not be effected until the requirements of that section and any regulations made under that section have been met.

- (n) To fix the maximum number of each class of members who may be admitted to the Club.
- (o) To appoint an Honours Committee to investigate and recommend to the Board of Directors awards of Honorary Life Memberships and Certificates of Appreciation.
- (p) To recommend the amount of Honorarium or allowance payable to any member of the Board of Directors under Clause 5 of the Memorandum of Association and subject to approval by a general meeting, to pay such Honorarium or allowance.
- (q) To repay actual out-of-pocket expenses, incurred by any member of the Board of Directors.
- (r)
  - (i) To create sections and committees for the conduct, management and control of all or any game or sporting activity 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 to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
  - (ii) For the purpose of this clause to permit any such section 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 the State of New South Wales on such terms and conditions (not inconsistent with these Rules 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.
  - (iii) The Board may empower each such section to open and operate accounts in the name of the section in such Bank, Banks or Financial Institutions as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
  - (iv) Subject to the general control and supervision of the Board each section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the section shall also be produced, as required, for inspection by or on behalf of the Board.
  - (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section 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 purposes; provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.
  - (iv) Any disciplinary action by the Section in respect of any member of such section shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.
- (s) To create by By-law any necessary category of membership (including specifying the rights of members in any such category and the procedures for admission to membership of the Club) as required by section 17AC(2) of the Registered Clubs Act in relation to any proposed amalgamation between the Club and any other registered club.

39. Any By-Law or Rule made under these Rules shall come into force and be fully operative upon the posting of an appropriate notice on the notice board.

## **BOARD OF DIRECTORS**

### **(Meetings)**

40. (a) The Board of Directors shall meet at least once in every month for the transaction of business (which meetings shall be called Regular Meetings) and the names of all members of the Board present and voting and Minutes of all Resolutions or proceedings of the Board shall be entered in a book provided for this purpose. The quorum of the Board of Directors shall be four (4) members of the Board.
- (b) The President of the Club shall, if present, preside at all meetings of the Board of Directors; in his absence the Deputy President or Vice-President shall preside and in the event of the President, Deputy President and Vice-President being absent the meeting shall elect a member of the Board to be Chairman of the meeting. The President or the Chairman of such meeting shall have a deliberative vote and a casting vote.
- (c) Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- (d) (d) All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
- (e) (e) A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution. For the avoidance of doubt, the Club may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect.
- (f) (f) A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting

#### 40A. **“MATERIAL PERSONAL INTERESTS OF DIRECTORS**

- (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 declare the nature of the interest at a meeting of the Board and comply with Rule 40(b).
- (b) Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club must not vote on the matter and must not be present while the matter is being considered at the meeting.”

### **Registered Clubs Accountability Code**

- 40B. (a) The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Rules 40C to 40I inclusive.
- (b) For the purposes of Rules 40C to 40I inclusive, 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**

- 40C. (a) 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.
- (b) Contracts of employment with top executives will not have any effect until they are approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.

### **Contracts with Directors or Top Executives**

- 40D. Subject to any restrictions contained in the Registered Clubs Act, 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. A “pecuniary interest” in a company for the purposes of this Rule does not include any interest exempted by the Registered Clubs Act.

### **Contracts with Secretary and Manager**

- 40E. Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
- (a) the Secretary or a manager; or
  - (b) any close relative of the Secretary or a manager;
  - (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

### **Loans to Directors and Employees**

- 40F. The Club must not:
- (a) lend money to a director of the Club; and
  - (b) 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 and Top Executives**

- 40G. (a) 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.
- (b) 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**

- 40H. (a) 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.
- (b) The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 40H(a).

### **Provision of Information to Members**

- 40I. The Club must:
- (a) *make the information required by the Registered Clubs Regulations available to the members of the club within four (4) months after the end of each reporting period to which the information relates; and*
  - (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the club can access the information."

### **COMMITTEE**

#### **(Casual Vacancies)**

41. Where any casual vacancy occurs on the Board of Directors, the Board shall have power to fill such vacancy at a meeting of the Board provided that the member to be appointed must satisfy the criteria as listed in Rule 36(a) and provided that where such casual vacancy occurs after 30th November in any year, subject only to the requirement to maintain a quorum, the vacancy shall remain unfilled until the next Annual election. Where a casual vacancy occurs at any time in the Executive, the Board of Directors shall fill that vacancy from among eligible members of the Board of Directors.

### **GENERAL MEETINGS**

43. A General Meeting called the Annual General Meeting shall be held once at least in every calendar year

within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called General Meetings. The Board shall determine when, where and how all general meetings of the Club will be held provided that the time of the meeting is reasonable and such meetings may be held:

- (i) at one or more physical venues;
  - (ii) at one or more physical venues and using virtual meeting technology; or
  - (iii) using virtual meeting technology.
44. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- (b) The Board must call and arrange to hold a general meeting of the Club at the request of members in accordance with Section 249D of the Act.
45. (a) At least 21 days notice must be given of the Annual General Meeting and of any general meeting of the members of the Club.
- (b) A notice of the Annual General Meeting and of a general meeting of the Club's members must:
- (i) set out the place, date and time of the meeting; and
  - (ii) state the general nature of the meeting's business; and
  - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution; and
  - (iv) If the general meeting is to be held with technology, information on how members can participate in the meeting by technology.
- (c) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.
- 45A. (a) If virtual meeting technology is used to hold a general meeting, the technology must give the persons entitled to attend the meeting, as a whole, the reasonable opportunity to participate without being physically present in the same place.
- (b) All members participating in such a meeting are taken for all purposes to be present in person at the meeting while so participating.

### **GENERAL MEETINGS**

#### **(Quorum)**

46. At any Annual General Meeting and General Meeting, twenty Full members of the Club present in person including members participating remotely by way of technology shall form a quorum. If a quorum be not present within fifteen minutes of the time fixed for such meeting the same shall be adjourned to the same day in the next week at the same time and place provided however when such meeting has been convened on or by requisition of members the meeting shall be dissolved.

### **ANNUAL GENERAL MEETING**

#### **(Business)**

47. The business of the Annual General Meeting shall be as follows:

- (a) To confirm the Minutes of the previous Annual General Meeting and the Minutes of any General Meetings held prior to the Annual General Meeting that have not been confirmed at a subsequent General Meeting.
  - (b) To receive reports from the Board of Directors.
  - (c) To receive and consider the Income and Expenditure Account, the balance sheet and the report of the Auditor.
  - (d) To receive from the Returning Officer the declaration of the result of the ballot for election of the Board of Directors for the ensuing year.
  - (e) To make such other appointments as are appropriate to the business of the Club.
  - (f) To deal with any other business of which due notice has been given.
  - (g) All business and notices of motion to be dealt with at the Annual General Meeting shall be handed to the Secretary at least 28 days prior to the date of such meeting.
- 47A.
- (a) Notwithstanding Rules 47A(c) below individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least sixty (60) days prior to the date fixed for such Annual General Meeting.
  - (b) The Secretary shall cause all items of business and notices of motion referred to in Rule 47A(a) to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.
  - (c) No notice of motion, resolution or Notice of Special Resolution to amend the Memorandum or Rules of the Club shall be submitted to a General Meeting of the Club unless the notice of motion, the resolution or the Notice of Special Resolution conforms with section 249N of the Act or has had the prior approval of the Board.
- 47B.
- (a) If the Club's auditor or a representative of the Club's auditor is at the meeting the Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report;
  - (b) The Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions or make comments on the management of the Club;
  - (c) The Club's auditor is entitled to attend any general meeting of the company;
  - (d) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor;
  - (e) The auditor is entitled to be heard even if:
    - (i) the auditor retires at the meeting; or
    - (ii) the meeting passes a resolution to remove the auditor from office.
  - (f) The auditor may authorise a person in writing as their representative for the purpose of attending

and speaking at any general meeting.

## **GENERAL MEETINGS**

### **(Proceedings)**

48. The President of the Club, shall if present, preside at all General Meetings of the Club; in his absence the Deputy President or Vice-President shall preside and in the event of the President, Deputy President and Vice-President being absent the Board of Directors shall elect a member of the Board to be Chairman of the meeting.
49. Subject to the second paragraph of this Rule 49, every resolution or motion submitted to a General Meeting of the Club shall be decided in the first instance by a show of hands provided that the Chairman may stipulate for a poll on the grounds of convenience of counting of votes or a poll may be demanded by five or more members present at the meeting.

If a general meeting is being conducted exclusively or partly through the use of technology, every resolution submitted to such a meeting shall be decided by a poll.

An ordinary resolution shall be passed by any majority exceeding fifty percent of votes cast. The Chairman shall have a deliberative vote only. A resolution is a Special Resolution if:-

- (a) it is passed at a meeting of the Club, being a meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution has been duly given; and,
  - (b) it is passed at a meeting referred to in paragraph (a) by a majority of not less than three quarters of such members of the Club as being entitled to do so, vote in person at that meeting.
50. At any General Meeting 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 Minute Book of the Club shall be conclusive of the evidence of that fact.
51. The Chairman of a General Meeting may, with the consent of the meeting, adjourn the same 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.
52. Any General Meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no notice of such adjournment need be given.

## **GENERAL MEETINGS**

### **(Minutes)**

53. The Committee shall cause minutes to be kept in books provided for that purpose;
- (a) Of all appointments of officers made by the Club in General Meeting.
  - (b) Of the number of members present and voting at General Meetings of the Club.
  - (c) Of all resolutions and proceedings at all meetings of the Club.

## **GENERAL PROVISIONS**



54. The members in General Meeting may by ordinary resolution remove any officer or other member of the Board of Directors before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following Annual General Meeting.
55. The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) is disqualified for any reason referred to in Section 206B of the Act.
  - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
  - (c) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board.
  - (d) by notice in writing given to the Secretary resigns from office as a director.
  - (e) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
  - (f) ceases to be a member of the Club.
  - (g) becomes an employee of the Club.
  - (h) ceases to hold a qualification by which that person was appointed or elected to office.
- (i) if the person fails to complete the mandatory director training prescribed by the Registered Clubs Act within the prescribed period (unless exempted from doing so)

### **FINANCIAL YEAR**

56. 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.

### **SEAL**

57. Subject to Rule 57A, the Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a sub-committee of members of the Board of Directors authorised by the Directors in that behalf, and every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. Notwithstanding this, the Club may execute a document (including a deed) without using the Seal if that document is signed by two members of the Board or one member of the Board and the Secretary.
- 57A. A Director or the Secretary may sign a document pursuant to Rule 57 either by signing a physical form of the document, or signing an electronic form of the document using electronic means and the two officers signing a document on behalf of the Club can sign different copies of the document and/or use different methods to sign the document.

### **ACCOUNTS AND AUDIT**

58. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
59. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
60. 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.

- 60A. 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.”
61. Auditors shall be appointed in accordance with the Act and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board of Directors.

### **SECRETARY**

62. At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.
63. No payment or part payment of any Secretary, Manager, or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied or by way of commission or allowance on the proceeds of any poker machines and all income of the Club shall be applied in the promotion and furtherance of the objects of the Club and no payment of any dividends or distribution of profits or income shall be made to or among the members of the Club.

### **NOTICES**

- 64A. A notice may be given by the Club to any member either:
- (a) personally; or
  - (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
  - (c) by sending it by any electronic means; or
  - (d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.
- 64B. Where a notice is sent by post to a member in accordance with Rule 44.1 the notice shall be deemed to have been received by the members:
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
  - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- 64C. Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.
- 64D. Where a member is notified of a notice in accordance with Rule 64A(d), the notice is taken to have been received on the day following that on which the notification was sent

### **WINDING UP**

65. The provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Club shall have effect and be observed as if the same were repeated in these regulations.

### **INDEMNITY TO OFFICERS**

66. (a) Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any

liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.

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

Signatures of Subscribers

Witness to signatures and  
address of Witness

E. FINNERTY

WILLIAM F. NOBLE

JAMES S. LAWSON

WILLIAM F. NOBLE

L. MacPHEDRAN

WILLIAM F. NOBLE

R. THOMAS

WILLIAM F. NOBLE

M. S. SULLIVAN

WILLIAM F. NOBLE

WILLIAM F. NOBLE  
210A Burwood Road, Burwood  
Solicitor

DATED this Eighteenth day of January, 1972

PLEASE NOTE THAT THIS INDEX IS NOT A FORMAL PART OF THE CONSTITUTION.

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