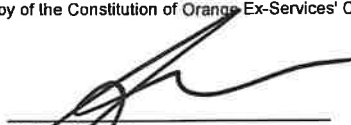



We certify that this and the following 59 pages is a true copy of the Constitution of Orange Ex-Services' Club Limited

15/05/2024
Dated


Graham Mendes
President


Nathan Whitehead
Chief Executive Officer

**CONSTITUTION
OF
ORANGE EX-SERVICES' CLUB LIMITED
ABN 35 001 027 710**

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Amended: 15 May 2024

Constitution

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Constitution

1. NAME OF COMPANY

- 1.1 The name of the Company is Orange Ex-Services' Club Limited.

2. PRELIMINARY

- 2.1 The Company is a company limited by guarantee and shall be a non-proprietary company.
- 2.2 The Company is established for the purposes set out in this Constitution.
- 2.3 Pursuant to Section 135(2) of the Act all replaceable Rules referred to in the Act are hereby displaced or modified as provided in this Constitution.
- 2.4 Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.
- 2.5 The Constitution and By-laws of the Club have effect as a contract between:
- (a) the Club and each member; and
 - (b) the Club and each director;
 - (c) each member and each other member,
- under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.
- 2.6 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.
- 2.7 This Constitution shall be read and construed subject to the provisions of the Act and the Registered Clubs Act and to the extent that any of the provisions in this Constitution are inconsistent therewith, those provisions shall be inoperative and have no effect.

3. DEFINITIONS

- 3.1 In this Constitution unless there be something in the subject or context inconsistent therewith:
- (a) "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.
 - (b) "Australian Defence Force" has the meaning given by the Registered Clubs Act.
 - (c) "The Board" means the members for the time being of the Board of Directors of

the Club constituted in accordance with this Constitution.

- (d) "By-Laws" shall mean the By-laws made in accordance with this Constitution.
- (e) "The Club" means Orange Ex-Services' Club Limited ABN 35 001 027 710.
- (f) "Club Notice Board" means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.
- (g) "Constitution" means this Constitution.
- (h) "Ex-Service Organisation" means the legally constituted Orange or a nominated Sub-Branch of the Returned and Services League of Australia, the Air Force Association, the Naval Association of Australia, the Legion of Ex-Servicemen and women, the National Servicemen's Association of Australia, the Orange and District Ex-Servicewomen's organisation, the Vietnam Veterans Association, the Vietnam Veterans, Peacekeepers & Peacemakers Association, the Prisoners of War Association, the Totally and Permanently Incapacitated Association, Legacy and the Royal Australian Armoured Corps Association.
- (i) "Financial member" means a member who has renewed their membership of the Club by the relevant due date and/or who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.
- (j) "Full member" means any person who is in one of the categories of membership referred to in Rule 10.3(a).
- (k) "Gaming Machines Act" means 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.
- (l) "Liquor Act" means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.
- (m) "Month" except where otherwise provided in this Constitution means calendar month.
- (n) "Non financial member" means a member who has not renewed their membership of the Club by the relevant due date, and/or has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.
- (o) "Ordinary member" means person who is elected to membership of the Club in accordance with Rule 15 of this Constitution.
- (p) "The Office" means the registered office for the time being of the Club.
- (q) "Quarter" means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.

- (r) "Registered Clubs Act" means 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.
- (s) "Rules" means the Rules comprising this Constitution.
- (t) "Secretary" includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.
- (u) "Special Resolution" has the meaning assigned thereto by the Act. To be passed, a Special Resolution must receive at least seventy five percent (75%) of the votes cast by members eligible to vote on the Special Resolution.
- (v) "Sub club" means any social, recreational or sporting club that pursuant to a resolution of the Board under Rule 26.12 is or has been established by the Club.

3.2 Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

4. **OBJECTS**

4.1 The objects of the Club are:

- (a) To acquire and take over the assets and assume the liabilities of the former unincorporated Club known as the "Orange Ex-Services' Club".
- (b) To construct establish or acquire any lands, buildings, premises business or undertaking which may seem directly or indirectly calculated to benefit the Club and to conduct manage carry on and sell the same and to engage where necessary the services of qualified personnel either by contract or otherwise to perform supervise manage or otherwise execute the carrying out thereof.
- (c) To purchase lease or otherwise acquire and hold any freehold or leasehold property or any easements rights or privileges which the Club may think requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Club.
- (d) To promote and encourage athletic sports in which human beings are the sole participants
- (e) To promote and conduct such amusements and entertainments pastimes and recreations indoor or outdoor as the Club may deem expedient.
- (f) To construct establish provide maintain and conduct playing areas and grounds as the Club may determine and to construct provide establish furnish and maintain Club houses pavilions and other buildings containing such amenities conveniences and accommodation either residential or otherwise as the Club may from time to time determine.
- (g) To construct and maintain and alter any buildings or works necessary or convenient for the purposes of the Club.

- (h) To raise money by entrance fees, subscriptions and other payments payable by members and to grant any rights and privileges to subscribers.
- (i) To promote and hold either alone or jointly with any other association club or persons competitions matches and sports and to offer give or contribute towards prizes medals and awards and to give or guarantee any prize money and expenses whether for members or other persons and to promote give or support dinners balls concerts and other entertainment. Provided that no member of the Club or other persons shall receive any prize medal award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said game match sporting event or competition may be awarded to him.
- (j) To subscribe to become a member of and co-operate with any other club association or organisation whether incorporate or not whose objects are altogether or in part similar to those of this 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 Rule 4 of this Constitution.
- (k) To acquire membership of the Registered Clubs' Association of New South Wales or any other association having similar objects as the Club may determine from time to time and to arrange for the representation of the Club at any corporation body or bodies formed for the purpose of promoting the interests of the Club and its social sporting and other activities.
- (l) To purchase and/or apply for a licence or permit or other authority under such act or acts as shall for the time being be in force in the state of New South Wales for the purpose of selling and/or distributing intoxicating liquor tobacco cigarettes and other supplies and the operation of automatic machines.
- (m) To buy prepare make sell and deal in all kinds of sporting equipment used in connection with the Club's sporting activities or entertainments and all kinds of provisions and refreshments required or used by the members of the Club or other persons frequenting the playing areas grounds club houses or premises of the Club.
- (n) To purchase take or lease or in exchange or otherwise acquire any lands buildings easements rights of common or property real or personal which may be requisite for the purposes of or conveniently used in conjunction with any of the objects of the Club and to sell convey transfer assign mortgage give in exchange or dispose of the same, subject to the requirements of the Liquor Act and Registered Clubs Act.
- (o) To make draw accept endorse discount and execute and to issue Promissory Notes Bills of Exchange Debentures or other transferable or negotiable instruments of any description.
- (p) To borrow or raise and secure the payment of money in such manner as the Club shall think fit in particular by the issue of Debentures or Debenture stock 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.

- (q) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property both present and future.
- (r) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other securities over the whole or any part of the real or personal property present or future of the Club.
- (s) To invest and deal with the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may from time to time be determined and to sell dispose of realise or otherwise deal with any such securities.
- (t) To hire employ and dismiss secretaries clerks managers servants and workmen and to pay to them and to other persons in return for services rendered to the Club salaries wages gratuities or pensions.
- (u) To sell improve manage develop exchange lease mortgage dispose of turn to account or otherwise deal with all or any part of the property or rights of the Club subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (v) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.
- (w) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (x) To sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares debentures or securities of any other company having objects altogether or in part similar to those of the Club.
- (y) To insure against damage by fire or otherwise any insurable property of the Club and to insure any servant of the Club against risk accident or fidelity in the course of their employment by the Club and to effect insurance for the purpose of indemnifying the Club in respect of claim by reason of any such risk accident or fidelity and 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 person and to grant pensions and allowances and to pay premiums or other amounts on such insurances funds pensions or allowances.
- (z) From time to time to make donations to such persons or charitable organisations as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (aa) To do all of the abovementioned things either singly or in conjunction with any

other corporation company firm association club or person and either as principals agents contractors trustees or otherwise.

- (bb) In furtherance of the objects of the Club to apply for and obtain and hold a Club licence under the Liquor Act for such purpose or purposes to appoint, if necessary or desirable, a Secretary who shall be the Chief Executive Officer of the Club.
- (cc) In furtherance of the objects of the Club to obtain and hold any licence or permission necessary for and to carry on the business or restaurant keepers and/or sellers of tobacco, cigars and cigarettes and of all kinds of goods, provisions etcetera required, used or desired by members.
- (dd) To take or reject any gift of property, money or goods whether subject to any special trust or not.
- (ee) To affiliate, co-operate or associate with any other club, society, institution or association having similar objects to the Club.
- (ff) To establish, promote or assist in establishing and promoting and to subscribe to or become members of any association having objects similar to the Club.
- (gg) To do all such other lawful things as in the opinion of the Club are incidental or conducive to the attainment of the above objects.

5. **LIMITED LIABILITY**

- 5.1 The liability of the members is limited.

6. **MEMBERS GUARANTEE**

- 6.1 Each member undertakes to contribute an amount not exceeding one dollar (\$1.00) if the Club is wound up:
- (a) while he or she is a member of the Club; or
 - (b) within one year of the date that he or she ceases to be a member.
- 6.2 The contribution referred to in Rule 6.1 shall be for the:
- (a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
 - (b) costs, charges and expenses of winding up.

7. **APPLICATION OF PROPERTY ON DISSOLUTION**

- 7.1 If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:
- (a) not be transferred, paid to or distributed among the members;
 - (b) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income

and property amongst its or their members to an extent at least as great as is imposed on the Club.

- 7.2 The institution or institutions referred to in Rule 7.1(b) shall be determined by:
- (a) the members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution; or in default thereof
 - (b) the Supreme Court of New South Wales.
- 7.3 So far as effect cannot be given to the provisions of Rules 7.1 and 7.2 then any remaining property shall be given to some charitable object.

8. PROPERTY AND INCOME OF THE CLUB

- 8.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
- 8.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution 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.
- 8.3 Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a 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 certificate.
- 8.4 A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
- 8.5 Subject to Rule 8.6 nothing in this Constitution shall prevent the payment:
- (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
 - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
 - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
- 8.6 A director shall not receive from the Club remuneration or other benefit in money or monies worth in relation to his or her duties as a director except by way of:
- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act;

- (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.

9. LIQUOR & GAMING

- 9.1 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 9.1 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.
- 9.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- 9.3 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- 9.4 The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- 9.5 Subject to subsection 2 of Section 73 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.
- 9.6 Subject to subsection 2 of Section 74 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.

10. MEMBERSHIP

- 10.1 The number of members of the Club shall be determined by the Board of the Club from time to time.
- 10.2 No person under the age of eighteen (18) years shall be admitted as a member of the Club, other than as a Junior member in accordance with this Constitution.
- 10.3 (a) Unless and until otherwise determined by the Board the Full membership of the Club shall be divided into the following categories:
 - (i) Life members (containing the sub categories of Service Life members and Associate Life members); and
 - (ii) Service members;
 - (iii) Associate members;
 - (iv) Orange Bowling members;
 - (v) Orange Golfing members;
 - (vi) Newstead Bowling Life members;

- (vii) Wentworth Golf Life member;
 - (viii) Social members;
 - (ix) Junior members.
- (b) Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:
- (i) Provisional members; and
 - (ii) Honorary members;
 - (iii) Temporary members.
- 10.4 The rights of members to use the facilities and amenities of the Club shall be as the Board may determine from time to time by By-law or otherwise.
- 10.5 The number of Full members having the right to vote in the election of the Board shall be not less than the minimum prescribed by the Registered Clubs Act.
- 10.6 For the purposes of section 246B of the Act, the rights of a class of membership may be varied or cancelled by way of eligible members passing a special resolution in accordance with Rule 46 and without the need for a separate resolution to be passed by members of that class of membership.

SERVICE MEMBERS

- 10.7 Service members shall be persons who have attained the age of eighteen (18) years and who have served or are currently serving in any of the Australian Defence Forces and who is also a financial member of an Ex-Service Organisation and produced to the Secretary of the Club with his application for membership satisfactory evidence of his membership for the current year of an Ex-Service Organisation and who have been duly elected to Service membership of the Club together with all those persons listed as Services members in the register of members as at the date of the approval of the special resolution adopting this Constitution.
- 10.8 (a) Service members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- (b) A Service member shall, if required, produce evidence to the Secretary prior to the 31st day of January in each year that he or she is a financial member of an Ex-Service Organisation.
- (c) If a Service member becomes a resident of the City of Orange he shall join the City of Orange Sub Branch of such Ex-Service Organisation.
- (d) If a Service member ceases to be a financial member of any Ex-Service Organisation or if any subscription to such organisation shall remain unpaid for a period of one month after it becomes due, the Secretary shall notify the Service member and if the sum due still remains unpaid for a further period of fourteen (14) days after the date of issue of the default notice the Service member shall be debarred from all the privileges of Service membership and he shall be transferred to the category of Associate membership.
- 10.9 Service members are entitled to:

- (a) all the playing and social privileges and advantages of the Club; and
- (b) attend and vote at Annual General Meetings and general meetings of the Club;
- (c) subject to Rule 24, nominate for and be elected to hold office on the Board;
- (d) vote in the election of the Board;
- (e) vote on any special resolution to amend this Constitution;
- (f) propose, second, or nominate any eligible member for any office of the Club;
- (g) propose, second or nominate any eligible member for Life membership;
- (h) introduce guests to the Club.

ASSOCIATE MEMBERS

- 10.10 Associate members shall be persons who have attained the age of eighteen (18) years and who are elected by the Board to Associate membership of the Club together with all those persons listed as Associate members in the register of members as at the date of the approval of the special resolution adopting this new Constitution.
- 10.11 Associate members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- 10.12 Associate members are entitled to:
- (a) all the social privileges and advantages of the Club; and
 - (b) attend and vote at Annual General Meetings and General Meetings of the Club;
 - (c) subject to Rule 24, nominate for and be elected to hold office on the Board;
 - (d) vote in the election of the Board;
 - (e) vote on any special resolution to amend this Constitution.
 - (f) propose, second, or nominate any eligible member for any office of the Club and propose, second or nominate any eligible member for Life membership;
 - (g) introduce guests to the Club.
- 10.13 Deleted.
- 10.14 Associate members who are also directors of the Club shall have the same voting rights as Service members.

ORANGE BOWLING MEMBERS

- 10.15 Orange Bowling Members shall be persons:
- (a) who have attained the age of eighteen (18) years; and
 - (b) who satisfy the Board that they have an interest in actively and regularly taking part in the bowling activities of the Club;

- (c) who are a bowling member of Orange (Newstead) Bowling Club Limited at the date of completion of the amalgamation between the Orange (Newstead) Bowling Club Limited and the Club and who make application to join the Club as an Orange Bowling Member; or
 - (d) who make application to join the Club as an Orange Bowling Member; and
 - (e) who are elected by the Board to Orange Bowling Membership of the Club as an Orange Bowling Member.
- 10.16 In addition to Rule 10.14, the Board may determine, from time to time by By-Law, any additional eligibility criteria which a person must comply with in order to be eligible for Orange Bowling Membership.
- 10.17 Orange Bowling Members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- 10.18 Orange Bowling Members are entitled to:
- (a) all the social privileges and advantages of the Club;
 - (b) the right to use the bowling and such other facilities of the Club, as determined by the Board from time to time, by By-Law or otherwise;
 - (c) attend and vote at Annual General Meetings and General Meetings of the Club;
 - (d) subject to Rule 24, nominate for and be elected to hold office on the Board;
 - (e) vote in the election of the Board;
 - (f) vote on any special resolution to amend this Constitution.
 - (g) propose, second, or nominate any eligible member for any office of the Club and propose, second or nominate any eligible member for Life membership;
 - (h) introduce guests to the Club.
- 10.19 Deleted.
- 10.20 Orange Bowling Members who are also directors of the Club shall have the same voting rights as Service members.

ORANGE GOLFING MEMBERS

- 10.21 Orange Golfing Members shall be persons:
- (a) who have attained the aged of eighteen (18) years; and
 - (b) who satisfy the Board that they have an interest in actively and regularly taking part in the golfing activities of the Club;
 - (c) who are a golfing member of Wentworth Golf Club at the date of completion of the amalgamation between the Wentworth Golf Club and the Club and who make application to join the Club as an Orange Golfing Member; or
 - (d) who make application to join the Club as an Orange Golfing Member; and

- (e) who are elected by the Board to Orange Golfing Membership of the Club.
- 10.22 In addition to Rule 10.20, the Board may determine, from time to time by By-Law, any additional eligibility criteria which a person must comply with in order to be eligible for Orange Golfing Membership.
- 10.23 Orange Golfing Members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- 10.24 Orange Golfing Members are entitled to:
- (a) all the social privileges and advantages of the Club;
 - (b) the right to use the golfing and such other facilities of the Club, as determined by the Board from time to time, by By-Law or otherwise;
 - (c) attend and vote at Annual General Meetings and General Meetings of the Club;
 - (d) subject to Rule 24, nominate for and be elected to hold office on the Board;
 - (e) vote in the election of the Board;
 - (f) vote on any special resolution to amend this Constitution;
 - (g) propose, second or nominate any eligible member for any office of the Club and propose, second or nominate any eligible member for Life membership;
 - (h) introduce guests into the Club.
- 10.25 Deleted.
- 10.26 Orange Golfing Members who are also directors of the Club shall have the same voting rights as Service members.

SOCIAL MEMBERS

- 10.27 Social members shall be persons who have attained the age of eighteen (18) years and who are elected by the Board to Social membership of the Club together with all those persons listed as Social members (including Category 1, Category 2 and Category 3 Social members) in the register of members as at the date of the approval of the special resolution adopting this Constitution.
- 10.28 Social members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time, provided that those Social members that are:
- (a) widows or widowers of Service members (referred to as Category 2 Social members); and
 - (b) in receipt of an aged or a disability pension (referred to as Category 3 Social members),
- shall pay such subscription as determined by the Board from time the time.
- 10.29 Social members are entitled to:
- (a) such social privileges and advantages of the Club as the Board may determine

from time to time; and

- (b) vote in the election of the Board and for that purpose attend the Annual General Meeting;
- (c) vote at any general meeting on any issue where the Registered Clubs Act or the Gaming Machines Act provides that Ordinary members (as defined in the Registered Clubs Act) are permitted to vote on the resolution– for example disposals of land and amalgamations;
- (d) introduce guests to the Club.

10.30 Social members are not entitled to:

- (a) attend and vote at Annual General Meetings and general meetings of the Club except for those matters provided for in 10.16 above; or
- (b) nominate for and be elected to hold office on the Board;
- (c) vote on any special resolution to amend this Constitution;
- (d) propose, second, or nominate any eligible member for any office of the Club;
- (e) propose, second or nominate any eligible member for Life membership;
- (f) Take part in the management of the business and affairs of the Club.

JUNIOR MEMBERS

10.31 Junior members shall be persons who have not attained the age of eighteen (18) years and are elected to Junior membership of the Club.

10.32 A person shall not be admitted as a Junior member of the Club unless the Board:

- (a) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or a sub club; and
- (b) has received from that persons parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by the Club or a sub club;
- (c) is satisfied that the person will take part in regular sporting activities organised by the Club or a sub club;
- (d) is satisfied that a parent or the guardian of the person is, and remains, a full member of the Club.

10.33 Subject to the provisions of the Registered Clubs Act, Junior members are entitled to such social privileges and advantages of the Club as may be determined by the Board from time to time but shall not be entitled to:

- (a) attend or vote at Annual General Meetings and general meetings of the Club;
- (b) nominate for or be elected to hold office on the Board;
- (c) vote in the election of the Board;

- (d) vote on any Special Resolution to amend this Constitution;
- (e) propose, second or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any eligible member for Life membership;
- (g) introduce guests to the Club.

10.34 A person shall cease to be a Junior member if their parent or guardian ceases to be a full member of the Club or, in accordance with Rule 11.2, that person attains the age of eighteen (18) years and is transferred to another category of membership of which that person has the necessary qualifications for.

NEWSTEAD BOWLING LIFE MEMBERS

10.35 Newstead Bowling Life Members shall be those persons who are Life members of Newstead as at 6 December 2018.

10.36 Newstead Bowling Life Members shall be relieved of the requirement to pay the annual subscription and any affiliation fees relating to the playing of bowls (if he or she participates in the game of bowls).

10.37 Newstead Bowling Life Members are entitled to:

- (a) all the social privileges and advantages of the Club;
- (b) the right to use the bowling and such other facilities of the Club, as determined by the Board from time to time, by By-Law or otherwise;
- (c) attend and vote at Annual General Meetings and General Meetings of the Club;
- (d) subject to Rule 24, nominate for and be elected to hold office on the Board;
- (e) vote in the election of the Board;
- (f) vote on any special resolution to amend this Constitution.
- (g) propose, second, or nominate any eligible member for any office of the Club and propose, second or nominate any eligible member for Life membership;
- (h) introduce guests to the Club.

10.38 Deleted.

10.39 Newstead Bowling Life Members who are also directors of the Club shall have the same voting rights as Service members.

WENTWORTH GOLF LIFE MEMBERS

10.40 Wentworth Golf Life Members shall be all Life members of Wentworth Golf Club as at 24 October 2019.

10.41 Wentworth Golf Life Members shall be relieved of the requirement to pay the annual subscription and any affiliation fees relating to the playing of golf (if he or she participates in the game of golf).

10.42 Wentworth Golf Life Members shall be entitled to:

- (a) all the social privileges and advantages of the Club;
- (b) the right to use the golfing and such other facilities of the Club, as determined by the Board from time to time, by By-Law or otherwise;
- (c) attend and vote at Annual General Meetings and General Meetings of the Club;
- (d) subject to Rule 24, nominate for and be elected to hold office on the Board;
- (e) vote in the election of the Board;
- (f) vote on any special resolution to amend this Constitution;
- (g) propose, second, or nominate any eligible member for any office of the Club and propose, second or nominate any eligible member for Life membership;
- (h) introduce guests to the Club.

10.43 Subject to Rule 10.43, Wentworth Golf Life Members are not entitled to:

- (a) vote at Annual General Meetings and general meetings of the Club except for those matters referred to in Rule 10.41;
- (b) vote on any special resolutions to amend this Constitution.

10.44 Deleted.

LIFE MEMBERS

10.45 A Life member shall be any Service member or Associate member who in consideration of rendering long or meritorious service to the Club or for any other commendable reason has been granted Life membership of the Club in accordance with this Constitution.

10.46 Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).

10.47 Candidates for Life membership shall be proposed by one and seconded by another Service member, Associate member or Life member.

10.48 Provided that a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club. Not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.

10.49 If a nomination for Life membership is not approved by the Board the nomination shall not be submitted to a general meeting.

10.50 If a nomination for Life membership is approved by a resolution passed by a simple majority of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club.

10.51 Every Life member that was previously a Service member or a Services members (as that category was referred to in the Constitution that was in place prior to this

Constitution) prior to being elected as a Life member of the Club (referred to in this Constitution as a Service Life member) shall be entitled to all the rights and privileges of a Service member as provided for in this Constitution.

10.52 Every Life member who was an Associate member prior to being elected as a Life member of the Club (referred to in this Constitution as an Associate Life member) shall be entitled to all the rights and privileges of an Associate member as provided for in this Constitution.

10.53 A Life member is relieved from the payment of any annual subscription, levies or fees to use any of the sporting facilities owned and/or operated by the Club.

11. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

11.1 The Board shall have the power on the application of any member to transfer that member to another category of membership (other than Life membership) if that member has the qualifications for that other category of membership.

11.2 The Board shall have the power to transfer a Junior member who has attained the age of eighteen (18) years to another category of membership of the Club for which the Junior member has the necessary qualifications.

11.3 Any application for transfer of membership pursuant to Rule 11.1 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club.

11.4 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.

11.5 The Club shall not be required to notify a person if they have been transferred to another class of membership of the Club pursuant to Rule 11.1. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

12. PROVISIONAL MEMBERS

12.1 A person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club and who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

12.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club, that person shall cease to be a Provisional member of the Club and the joining fee (if any), and subscription submitted with the nomination shall be returned to that person.

12.3 Provisional members are entitled to:

- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and

- (b) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.

12.4 Provisional members are not entitled to:

- (a) attend and vote at Annual General Meetings and general meetings of the Club;
or
- (b) nominate for and be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution to amend this Constitution;
- (e) propose, second, or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any eligible member for Life membership.

12.5 The Secretary or senior employee then on duty may refuse a Provisional member admission to the Club's premises or terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

13. **HONORARY MEMBERS**

13.1 The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:

- (a) the patron or patrons for the time being of the Club; or
- (b) any prominent citizen visiting the Club;
- (c) any person who produces evidence that he or she is a member of the Australian Defence Force.

13.2 Honorary members who are Full members of the Club shall be entitled to the playing and social privileges and advantages of the Club provided to them under this Constitution by virtue of their Full membership.

13.3 Honorary members who are not Full members of the Club are entitled to:

- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time;
- (b) introduce guests to the Club.

13.4 Honorary members who are not Full members of the Club are not entitled to:

- (a) attend or vote at any meeting of the Club;
- (b) nominate for or be elected to the Board or any office in the Club;
- (c) vote in the election of the Board;

- (d) vote on any Special Resolution to amend this Constitution;
- (e) propose, second or nominate any eligible member for any office of the Club; or
- (f) propose, second or nominate any eligible member for Life membership.

14. **TEMPORARY MEMBERS**

14.1 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:

- (a) Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
- (b) A full member (as defined in the Registered Clubs Act) of any registered club which has objects similar to those of the Club.
- (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
- (d) Any interstate or overseas visitor.

14.2 Temporary members shall not be required to pay a joining fee or annual subscription.

14.3 A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 18.1(c) on the first day that they enter the Club's premises during that period.

14.4 Temporary members are entitled to:

- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time;
- (b) subject to Rule 23.11, introduce guests into the Club.

14.5 Temporary members are not entitled to:

- (a) attend or vote at general meetings of the Club;
- (b) nominate for or be elected to the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution to amend this Constitution;
- (e) propose, second or nominate any eligible member for any office of the Club; or

- (f) propose, second or nominate any eligible member for Life membership.
- 14.6 The Secretary or senior employee then on duty may terminate the membership of any Temporary member and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason.
- 14.7 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 14.1(c).

15. **ELECTION OF MEMBERS**

- 15.1 A person shall not be admitted to any class of Full membership (except Life membership) unless that person is elected to membership by the Board of the Club, or by a duly appointed election committee of the Club.
- 15.2 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
- 15.3 The Board or Election Committee may reject any application for membership without assigning any reason for such rejection.
- 15.4 Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing, either in hard form or created electronically and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
- (a) the full name of the applicant;
 - (b) the residential address of the applicant;
 - (c) the email address of the applicant;
 - (d) the telephone number of the applicant;
 - (e) the date of birth of the applicant;
 - (f) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
 - (g) the signature of the applicant and, in the case of a Junior member, the signature of the parent or guardian of the applicant and, in the case of an application for Service membership, the signature of a financial Service member or a Service Life member who has been a member of the Club for a period of at least twelve (12) months who states on the form that he or she proposes the applicant for membership of the Club.
 - (h) such other particulars as may be prescribed by the Board from time to time.
- 15.5 Except in the case of an online electronic application for membership, every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:
- (a) the joining fee (if any) and the appropriate annual subscription (if any);

- (b) identification such as (without limitation) a current driver's licence or a current passport held by that applicant.
- 15.6 Persons wishing to join the Club shall be able to make an application for membership of the Club online by using electronic means in such manner as determined by the Board by a By law from time to time.
- 15.7 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 identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application form and shall cause the application to be sent to the Secretary.
- 15.8 A person whose application has been signed by an authorised officer of the Club in accordance with Rule 15.7 and who has paid the Club the entrance fee (if any) and the first annual subscription (if any) for the class of membership applied for may thereby become a Provisional member.
- 15.9 The full name of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
- 15.10 An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form (including an electronic nomination form in accordance with Rule 15.6 above) of a person for election and the election of that person to membership of the Club.
- 15.11 Upon a person being elected as a member of the Club the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.

16. **JOINING FEES, SUBSCRIPTIONS, NON-FINANCIAL MEMBERS AND ABSENTEE LIST**

- 16.1 For the purposes of section 30 (2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, and other payments (excluding levies) (if any) payable by members of the Club.
- 16.2 All subscriptions shall be due and payable on the anniversary date of each member's membership of the Club or on such other date, or dates, determined by the Board from time to time.
- 16.3 Any person who has not paid his or her subscription by the anniversary date of their membership of the Club, or has not paid any other monies owing to the Club, within a period of one (1) month from the due date or who has not renewed their membership of the Club by the relevant due date, shall cease to be entitled to the privileges of membership of the Club and the member will be removed from membership of the Club and the member's name removed from the register of members and the provisions of Rule 20.1 and Rule 20.2 shall not apply to such resolution.
- 16.4 Each year the Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the subscription in Rule 16.2 and of the provisions of Rule 16.3.

- 16.5 Any person who has been removed from membership of the Club pursuant to Rule 16.3 may re-apply for membership in accordance with this Constitution.
- 16.6 Notwithstanding any Rule contained in this Constitution, a Non-Financial member shall not be entitled to:
- (a) attend at the premises of the Club or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the recreational, social or sporting activities of the Club or any sub club without the permission of the Board and shall be disqualified from all Club competitions in which he or she is participating;
 - (c) attend or vote at any meeting of the Club or any sub club;
 - (d) nominate or be elected or appointed to the Board or any committee of a sub club;
 - (e) vote in the election of the Board or in the election of any committee of any sub club;
 - (f) propose, second or nominate any eligible member for any office of the Club or any committee of any sub club;
 - (g) propose, second or nominate any eligible member for Life membership.
- 16.7 The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member leaving or returning to the State of New South Wales or residing outside that State. For the purpose of this Rule the Australian Capital Territory shall be deemed to be within the said State. Such members shall be placed on an Absentee List.

17. **PATRONS**

- 17.1 The members in general meeting may appoint a Patron from time to time upon a recommendation being made by the Board to the meeting and such Patron shall thereupon be deemed to be an Honorary member of the Club.
- 17.2 Subject to this Constitution the Patron shall remain an Honorary member while they remain a Patron except where the Patron is already a member of the Club in which case they shall retain the rights and privileges of that category of membership.
- 17.3 The Club shall have only one (1) Patron at any one time.

18. **REGISTERS OF MEMBERS AND GUESTS**

- 18.1 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;

- (ii) the address;
 - (iii) the email address;
 - (iv) the telephone number;
 - (v) the date on which the entry of the member's name in the register is made;
 - (vi) for the purposes of the Registered Clubs Act only, the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
- (b) A register of persons who are Honorary members (other than those persons admitted to Honorary membership of the Club pursuant to Rule 13.1(c)) which shall be kept in accordance with Sections 31(1)(b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (c) the name in full or the surname and initials; and
 - (d) the address
- (e) A register of persons who are Temporary members (other than Temporary members referred to in Rule 14.1(c)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) the name in full or the surname and initials;
 - (ii) the address;
 - (iii) the signature of the member.
- (f) 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;
 - (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.

19. NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS

- 19.1 Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change to their details.

20. DISCIPLINARY PROCEEDINGS

- 20.1 Subject to Rule 20.2, the Board shall have power to reprimand, suspend, expel or accept the resignation of any member, if that member:
- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
 - (b) is, in the reasonable opinion of the Board;
 - (i) guilty of any conduct prejudicial to the interests of the Club; or
 - (ii) guilty of conduct which is unbecoming of a member.
- 20.2 The following procedure shall apply to disciplinary proceedings of the Club:
- (a) A member shall be notified of:
 - (i) any charge against the member pursuant to Rule 20.1; and
 - (ii) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;
 - (iii) the date, time and place of the meeting of the Board at which the charge is to be heard.
 - (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 20.2 by notice in writing (which can include notice by using electronic means) at least seven (7) days before the meeting of the Board at which the charge is to be heard.
 - (c) The member charged shall be entitled to:
 - (i) attend the meeting for the purpose of answering the charge and;
 - (ii) submit to the meeting written representations for the purpose of answering the charge;
 - (iii) call witnesses provided that:
 - (1) if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and
 - (2) the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting (and in particular and without limitation, the member must not act in an offensive or disruptive manner.
 - (d) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.

- (e) If the member charged does not comply with the warning given in accordance with paragraph (d) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.
- (f) If the member fails to attend such meeting:
 - (i) the charge may be heard and dealt with and the Board may decide on the evidence before it, and
 - (ii) The Board may impose any penalties, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- (g) After the Board has considered the evidence put before it, the Board may:
 - (i) Immediately come to a decision as to the member's guilt in relation to the charge; or
 - (ii) advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.
- (h) After the Board has come to a decision as to the member's guilt in relation to the charge it must:
 - (i) in the case of a decision under Rule 20.2(g)(i) of this Rule, immediately inform the member of the Board's decision; or
 - (ii) in the case of a decision under Rule 20.2(g)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.
- (i) If the member has been found guilty, the member must be given a further opportunity to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:
 - (i) At the meeting or afterwards; and
 - (ii) By way of verbal or written submissions or a combination thereof.
- (j) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.
- (k) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least a simple majority of the members of the Board present and voting, vote in favour of such motion.
- (l) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 20.
- (m) Any decision of the Board on such hearing shall be final and the Board shall not

be required to give any reason for its decision.

- (n) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge, but those persons shall not be entitled to vote at the meeting.
- 20.3 If a notice of charge is issued to a member pursuant to Rule 20.2(a):
- (a) the Board by resolution; or
 - (b) the Secretary (independently of the Board) shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.
- 20.4 Any member suspended pursuant to Rules 20.1, 20.2, or 20.3 shall during the period of such suspension not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the social or sporting activities of the Club or any sub club without the permission of the Board;
 - (c) attend or vote at any meeting of the Club or any sub club;
 - (d) nominate or be elected or appointed to the Board or any committee of a sub club;
 - (e) vote in the election of the Board or any committee of a sub club;
 - (f) propose, second or nominate any eligible member for any office of the Club or any sub club;
 - (g) propose, second or nominate any eligible member for Life membership.
- 20.5 Any member who has been expelled by a decision of the Board pursuant to Rule 20 shall not be able to make application to re-join the Club within such period as shall be fixed by the Board at the disciplinary hearing at which the decision to expel the member is made. The member involved shall be notified of this period when being advised of the decision to expel him from the Club or at such later date as determined by the Board.
- 20.6 Should a member incur any debt to the Club (which debt is not covered by any provision in this Constitution and fail to discharge such debt upon request in writing by the Secretary, he may by resolution of a meeting of the Board be suspended or expelled from membership, provided that before so resolving the Board shall give the member concerned due notice of its intention to take such course of action.

ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

- 20.7 If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

- 20.8 In respect of any suspension pursuant to Rule 20.7, the requirements of Rule 20.2 shall not apply.
- 20.9 If the Secretary (or his or her delegate) exercises the power pursuant to Rule 20.77, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:
- (a) the member has been suspended as a member of the Club; and
 - (b) the period of suspension;
 - (c) the privileges of membership which have been suspended; and
 - (d) if the member wishes to do so, the member may request by notice in writing sent to the Secretary) the matter be dealt with by the Board pursuant to Rule 20.2.
- 20.10 If a member submits a request under Rule 20.9(d):
- (a) the member shall remain suspended until such time as the charge is heard and determined by the Board; and
 - (b) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 20.2;
- 20.11 the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).

20A. DISCIPLINARY COMMITTEE

- 20A.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 20, except in Rule 20.2(m) to a Disciplinary Committee comprising not less than three (3):
- (a) directors of the Club;
 - (b) Life members or financial Full members of the Club;
 - (c) management staff of the Club; or
 - (d) any combination whatsoever of (a), (b) and (c) above,
selected by the Board.
- 20A.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 20 save that:
- (a) a quorum of the Disciplinary Committee shall be three (3) persons referred to in Rule 20A.1; and
 - (b) all references to the Board in Rule 20, except in Rules 20(l) and 20.2(m) shall be read as being references to the Disciplinary Committee;
 - (c) the Disciplinary Committee shall not be required to provide any reason for its decision.

20A.3 The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 20 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:

- (a) the procedure set out in Rule 20 is followed; and
- (b) the member is notified that the Board is exercising the power under this Rule 20A.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.

20A.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 20A.1 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

21. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

21.1 In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 21.3, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
- (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
- (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act, Liquor Act and any other applicable law;
- (d) who hawks, peddles or sells any goods on the premises of the Club;
- (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
- (f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant.
- (g) whom the Club, under the conditions of its club licence, by-law or a term of a liquor accord, is authorised or required to refuse access to the Club.

21.2 If pursuant to Rule 21.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 21.3) 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.

21.3 Without limiting Rule 21.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 21.1(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being

- turned out.
- 21.4 Without limiting Rule 21.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 21.1(a), the person must not:
- (a) remain in the vicinity of the Club; or
 - (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- 21.5 Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (b) any employee authorised by the Secretary to exercise such power.
- 21.6 In addition to the provisions set out in 21.1 to 21.3 above any person on the Club's premises, being a member or otherwise, who is involved in or commits any of the acts set out below, shall on the direction of the manager on duty leave the Club premises and be suspended from further entering the Club premises until the issue has been considered by the Board pursuant to the disciplinary provisions set out in Rule 20.
- (a) introduce ineligible persons into the Club;
 - (b) be under the influence of alcohol or introduce alcohol on the premises without permission;
 - (c) use objectionable or obscene language;
 - (d) damage Club property;
 - (e) remove Club property without proper authority;
 - (f) enter or remain on Club premises at unauthorised times;
 - (g) disregard the instruction of any member of the Board or of the management on duty;
 - (h) infringe the Rules or By-laws of the Club;
 - (i) cause offence to any member of the Club by conduct which is prejudicial to the good order of the Club or to the conduct and welfare of any such member or members;
 - (j) introduce unauthorised gambling into the Club;
 - (k) take liquor from the premises without proper authority;
 - (l) cause damage to gaming or amusement machines by abnormal play or abuse and to operate such machines illegally or fraudulently;
 - (m) engage in the assault of another person or to fight with another person in any of the Club's premises or on any of the Club's land.

- 21.7 If the person involved is a member then that member shall hand his or her membership card on request to the management on duty or director suspending him at the time of the alleged incident or as soon as practical after the incident has taken place.

22. RESIGNATION AND CESSATION OF MEMBERSHIP

- 22.1 A member may at any time resign from his or her membership of the Club by either:
- (a) giving notice in writing to the Secretary; or
 - (b) 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.
- 22.2 If a member has received a notice of charge pursuant to Rule 20 of the Constitution his resignation will not take effect until after the Board has heard and determined the notice of charge and imposed any penalty as permitted under Rule 20. The purpose of this rule is to allow the Board to hear and determine a charge against a member if he has been issued with a notice of charge before he submits his notice of resignation or returns his membership card as provided for in Rule 22.1(b).
- 22.3 A resignation pursuant to Rule 22.1 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.
- 22.4 Any member who has resigned pursuant to Rule 22.1 will not be entitled to any refund of membership fees or any part thereof unless the Board considers that there are circumstances warranting an ex-gratia payment of the unexpired portion of his or her membership fees from the date of resignation.

23. GUESTS

- 23.1 All members (except Junior members) shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 23.11.
- 23.2 Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- 23.3 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- 23.4 No member shall introduce any person as a guest who:
- (a) has been expelled from the Club pursuant to Rule 20.1;
 - (b) is then suspended pursuant to Rule 20.1; or
 - (c) who is then refused admission to or turned out of the Club pursuant to Rule 20.1.
- 23.5 Members shall be responsible for the conduct of any guests they may introduce to the Club.

- 23.6 The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- 23.7 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.
- 23.8 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.
- 23.9 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.
- 23.10 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.
- 23.11 A Temporary member may bring into the non-restricted areas of the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
 - (b) who does not remain on the Club premises any longer than that Temporary member;
 - (c) in relation to whom the member is a responsible adult.
- 23.12 For the purposes of Rule 23.11(c), "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.

24. **BOARD OF DIRECTORS**

- 24.1 Subject to Rule 27.7 the Board shall consist of nine (9) directors who shall comprise of a President, a Senior Vice President, a Junior Vice President and six (6) Ordinary Board members.
- 24.2 The Board shall be elected triennially in accordance with Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial Rule will be the Annual General Meeting held in 2014.

SCHEDULE 4

Definitions

1. In this Schedule -

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

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

"year" means the period between successive general meetings.

2. Repealed.

First general meeting under triennial Rule

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

Subsequent general meetings

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

Casual vacancies

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

Re-election

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

Revocation of triennial Rule

7. If the triennial Rule is revoked -
- (d) at a general meeting - all the members of the governing body cease to hold office; or
 - (e) at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting, and an election shall be held at the meeting to elect the members of the governing body.”

- 24.3 (a) Only financial Service members, Service Life members, financial Associate members, Associate Life members, Orange Bowling members, Orange Golfing members, Newstead Bowling Life members or Wentworth Golf Life members who in each case have been members of the Club for a consecutive period of at least three (3) months immediately prior to their nomination for election or their appointment shall be eligible to be elected or appointed to the Board.

- (b) A member shall not be eligible to stand for or be elected or appointed as the President, Senior Vice President or Junior Vice President unless the member has been a director of the Club for at least the year immediately preceding the Annual General Meeting or the proposed date of appointment and in the case of the position of President a member shall not be eligible to stand for or be elected or appointed to the position of President unless that member has previously held the position of Senior Vice President or Junior Vice President.

- 24.4 A member who:

- (a) is an employee; or
- (b) is currently under suspension pursuant to Rules 20.1, 20.2, 20.3 or 21; or
- (c) is not a Financial member;

shall not be eligible to stand for or be elected or appointed to the Board.

- 24.5 A member who:

- (a) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting; or
- (b) has at any time been convicted of an indictable offence; or
- (c) is a former employee of the Club whose services were terminated by the Club for misconduct.
- (d) was an employee of the Club or an employee of any club amalgamated with the Club within the period of two (2) years prior to nomination.

- (e) is disqualified from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;
- (f) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
- (g) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;
- (h) has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded) but it does not include a spent conviction (as defined in the Criminal Records Act 1991);
- (i) is a current contractor of the Club or a director, secretary, employee or business owner of a contractor;
- (j) was a contractor of the Club or a director, secretary, employee or business owner of a contractor immediately preceding the proposed date of election or appointment to the Board.
- (k) is a director of another registered club

shall not be eligible to stand for or be elected or appointed to the Board.

- 24.6 Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.
- 24.7 A member shall not be entitled to be elected or appointed to the Board if he or she does not hold a Director Identification Number on the proposed date of election or appointment to the Board.

25. **ELECTION OF BOARD**

- 25.1 References to election of the Board in this Rule 25 refer to positions on the Board to be elected in any one year in accordance with the triennial Rule set out in Rule 24.2. The election of the Board shall be conducted in the following manner:
- (a) Notice of the date and time of the last day for receiving nominations for office in accordance with paragraph (b) of this Rule 25.1, shall be prominently posted on the Club Notice Board at least fourteen (14) days prior to the date fixed for the close of nominations and shall remain on the Club Notice Board until nominations close.
 - (b) Nominations for election to any office of the Club shall be made in writing signed by two (2) Service members, Service Life members, Associate members, Associate Life members, Orange Bowling members, Orange Golfing members, Newstead Bowling Life members or Wentworth Golf Life members and signed by the nominee and be delivered to the Secretary at least seven (7) days before the date of the Annual General Meeting. The date and time for the closing of nominations shall be determined by the Board and shall be displayed on the Club notice board in the Notice referred to in 25.1(b) above. The proposer, seconder and nominee shall be financial members of the Club at the time the

Nomination Form is signed. The Secretary shall forthwith post notification of such nomination on the Club Notice Board.

- (c) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.
- (d) The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly.
- (e) The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board.
- (f) A nomination can be withdrawn:
 - (i) by the nominee at any time prior to the commencement of voting; and
 - (ii) by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board. An eligible member may be nominated for more than one office.
- (g) Only an eligible member may nominate for election to the Board.
- (h) If the full number of candidates for election to the Board is not nominated, then those candidates who are nominated shall be declared elected to the Board and any positions on the Board not so filled shall be casual vacancies for the purpose of Rule 32.2.
- (i) If there be only the requisite number nominated for election to the Board, those candidates shall be declared duly elected.
- (j) If there be more than the required number of candidates nominated for the Board an election shall take place in such manner as the Board may determine including, without limitation:
 - (i) electronically;
 - (ii) by ballot paper;
 - (iii) by postal ballot paper; or
 - (iv) by any combination of (i), (ii) or (iii) above.
- (k) The Board shall appoint a Returning Officer to take charge of the election. A candidate for any position shall not be appointed as the Returning Officer.
- (l) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers set out in this Rule 25.1.
- (m) In any election that includes a ballot referred to in Rule 25.1(j)(ii) the ballot part of the election shall be conducted in accordance with the remaining paragraphs of this Rule 25.1(m):

- (i) The Board shall also appoint at least two scrutineers who must not be candidates, nominees or proposers of any candidate in the election.
- (ii) The Returning Officer for the election shall cause the ballot papers to be prepared.
- (iii) The names shall appear on the ballot paper in the order drawn by the Returning Officer.
- (iv) The ballot shall be conducted during such times as may be determined by the Board from time to time.
- (v) Members shall place their ballot paper in the ballot box provided by the Club.
- (vi) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid. Any ballot paper upon which the votes are not recorded for the exact number of candidates to be elected shall be rejected as informal.
- (vii) The Returning Officer or the Returning Officer's nominated representatives shall supervise the safe custody of ballot papers returned.
- (viii) The Returning Officer shall supervise the examination of ballot papers.
- (ix) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- (x) The Returning Officer shall supervise the counting of votes.
- (n) In the event of an equality of votes in favour of two or more candidates in an election under this Rule 25.1, the Returning Officer shall place the names of the drawn candidates in a receptacle and draw the name of such number of candidates required to elect the necessary number of directors.
- (o) The Returning Officer shall report the result of the ballot to the meeting.
- (p) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 25.1m.
- (q) If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 32.2.
- (r) The Board shall, as soon as reasonably practicable after an Annual General Meeting, elect from among their number a President, Senior Vice President and Junior Vice President and shall post the result of that election on the Club Notice Board. The directors elected to the positions of President, Senior Vice President and Junior Vice President shall, subject to this Constitution, hold those offices until the conclusion of the next Annual General Meeting. In the event that a simple majority of votes for the election of either the President, the Senior Vice President or the Junior Vice President cannot be reached, the President, Senior Vice President or the Junior Vice President, as the case may be, shall be elected

by drawing lots.

- (s) If there are an insufficient number of directors having the qualification set out in Rule 24.3(b) for election to the positions of President, Senior Vice President or Junior Vice President then:
 - (i) Rule 24.3(b) shall not apply; and
 - (ii) in respect of any of the positions of President, Senior Vice President or Junior Vice President not filled by eligible directors, the Board may elect, from among their number, any director to these positions, notwithstanding the fact that the director does not have the qualification referred to in Rule 24.3(b).
- 25.2 The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 25.1.
- 25.3 The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 25.1 is not strictly complied with provided there is no substantive injustice for any candidates.
- 25.4 No member shall issue or distribute within the premises or the surrounding precincts of the Club any "how to vote ticket" or any written material advocating either for or against the election of any candidate or candidates for the Board of the Club.
- 25.5 Any breach of Rule 25.4 shall be conduct prejudicial to the interests of the Club for the purposes of Rule 20.
- 25.6 Nothing in Rule 25.4 shall prevent a candidate duly nominated for election to the Board in accordance with this Constitution from distributing by post or by any electronic means including email and forms of social media, to members written material which is approved by the Board advocating that the candidate be elected to the Board and a photograph of the candidate provided that such approval of the Board shall not be unreasonably withheld.

26. **POWERS OF THE BOARD**

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

GENERAL POWERS

- 26.2 The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made.

SPECIFIC POWERS

- 26.3 Without derogating from the general powers conferred by Rule 26.2, the Board shall have power from time to time:

- (a) to delegate any of its powers to directors, members, employees, committees, sub clubs or any combination thereof;
- (b) To make, alter and repeal By-Laws pursuant to Rule 26.20.
- (c) To enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform any award that may be made through the arbitration process.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (h) To issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.
- (i) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (j) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
- (k) Sell, lease, exchange or otherwise dispose of any land belonging to the Club or to which the Club may be entitled from time to time provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and Section 41E of the Registered Clubs Act.
- (l) To appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (m) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other

remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.

- (n) To set the joining fees, subscriptions, levies and other payments payable by all members.
- (o) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (p) To affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.
- (q) The Board may invite a person to accept the Office of Patron of the Club, such invitation to be annually subject to confirmation by the members of the Club at a general meeting.

COMMITTEES

- 26.4 Without derogating from the general powers conferred by Rule 26.2, the Board shall have power from time to time to delegate any of its powers to committees consisting of any:
- (a) Director;
 - (b) Member;
 - (c) Employee;
 - (d) Person who is not a member but who has a particular skill or expertise which they will apply to a committee;
 - (e) or any combination thereof. The Board shall also have the power from time to time to revoke any such delegation.
- 26.5 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may from time to time impose.
- 26.6 The President shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.
- 26.7 Any committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson of the meeting shall have a second and casting vote.
- 26.8 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 26.8 or by any by-law made by the Board pursuant to this Rule 26.8.
- 26.9 Any Committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

26.10 The Board shall have the power to dissolve committees or remove committee members from office.

26.11 **INTENTIONALLY DELETED.**

SUB CLUBS

26.12 Without derogating from the general powers conferred by Rule 26.2, the Board shall have power from time to time to:

- (a) Establish sub clubs with such objects, powers and membership qualifications as the Board may determine from time to time.
 - (b) Allow each of the sub clubs established pursuant to this Rule 26.122 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established within the Club.
 - (c) Allow all such sub clubs referred to in (b) above to create or continue to have Rules and by-laws for the control and regulation of the sporting and social activities of such sub clubs.
 - (d) Permit any such sub club to adopt a name distinctive of such sub club (provided it be described as a sub club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
 - (e) Dissolve Sub clubs or remove committee members from office of Sub Clubs.
- 26.13 Any of the sub clubs established pursuant to Rule 26.122 or those already in existence must conform to any By-Law made by the Board pursuant to Rule 26.2020.
- 26.14 The President shall be ex officio a member of all committees of each such sub club and may nominate a director to represent him or her on the committees of each sub club.
- 26.15 Subject to the general control and supervision of the Board, each such sub club may manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of each sub club and its governing body shall also be produced promptly to the Board which shall review and preserve such minutes and records.
- 26.16 The Board may empower each such sub club to open and operate a bank account in the name of the section in such bank or banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
- 26.17 Subject as hereinafter provided the constitutions of each such sub club may be amended from time to time by a majority of the members for the time being of such sub club at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the sub club shall have effect unless and until it shall have been approved by resolution of the Board. Such approval shall not be

unreasonably withheld. The Constitution, Rules and By-Laws of each such Sub-Club shall not be inconsistent with this Constitution or the procedures set out in this Constitution or the Club's By-Laws.

26.18 Any disciplinary action by a sub club in respect of any member of such sub club shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.

26.19 All assets in the possession and control of a Sub Club (including cash reserves) are owned by the Club.

BY-LAWS

26.20 The Board may make such By-laws not inconsistent with this Constitution as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.

26.21 Without limiting the generality of Rule 26.20 the Board may regulate:

- (a) such matters as the Board are specifically by this Constitution empowered to regulate by By-law;
- (b) the general management, control and trading activities of the Club;
- (c) the control and management of the Club premises;
- (d) the management and control of Club renovations and dress Rules pertaining thereto;
- (e) any pre-nomination process required to be undertaken by persons wishing to stand for election as a director of the Club;
- (f) the upkeep and control of the Club's facilities;
- (g) the control and management of all competitions;
- (h) the conduct of members and guests of members;
- (i) the categories of full membership of the Club;
- (j) the payment and amounts of membership subscriptions;
- (k) the privileges to be enjoyed by each category of members;
- (l) the relationship between members and Club employees; and
- (m) generally, all such matters as are commonly the subject matter of the Constitution or By-laws or which by the Constitution are not reserved for decision by the Club in general meeting.

26.22 Any By-law made under this Rule 26.22 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

26.23 The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

27. PROCEEDINGS OF THE BOARD

- 27.1 The Board may meet together in person and/or by electronic means for the dispatch of business, adjourn, and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each Quarter for the transaction of business.
- 27.2 A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
- 27.3 The President shall be entitled to take the chair at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Senior Vice President shall preside as chairman of the meeting. If the Senior Vice President is not present or is unwilling or unable to act then the Junior Vice President shall preside as chairman of the meeting. If the President, Senior Vice President and the Junior Vice President are not present or unwilling or unable to act then the directors present shall elect one of their number to take the chair for that meeting.
- 27.4 The quorum for meetings of the Board shall be five (5) members present in person and/or by electronic means.
- 27.5 The President may at any time and the Secretary upon the request of not less than three (3) directors shall convene a meeting of the Board.
- 27.6 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.
- 27.7 The continuing directors on the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
- 27.8 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.
- 27.9 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.
- 27.10 In addition to Rule 27.9, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends his or her email response agreeing to the proposed resolution.
- 27.11 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.

28. MATERIAL PERSONAL INTERESTS OF DIRECTORS

- 28.1 (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 28 (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:
- (i) must not vote on the matter; and
 - (ii) must not be present while the matter is being considered at the meeting.

29. REGISTERED CLUBS ACCOUNTABILITY CODE

- 29.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 29.
- 29.2 For the purposes of this Rule 29, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

Contracts with Top Executives

- 29.3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- (a) the top executive's terms of employment; and
 - (b) the roles and responsibilities of the top executive;
 - (c) the remuneration (including fees for service) of the top executive;
 - (d) the termination of the top executive's employment.
- 29.4 Contracts of employment with top executives will not have any effect until they 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

- 29.5 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.
- 29.6 A "pecuniary interest" in a company for the purposes of Rule 29.5 does not include any interest exempted by the Registered Clubs Act.

Contracts with Secretary and Managers

- 29.7 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

- 29.8 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 of Directors and Top Executives

- 29.9 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.
- 29.10 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

- 29.11 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:
- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
 - (b) 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;
 - (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
 - (d) 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.
- 29.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 29.11.

Provision of Information to Members

29.13 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 relate; 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.

TRAINING DISCLOSURES

29.14 The Club must make available to members:

- (a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
- (b) the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.

29.15 The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

30. **DELETED**

31. **REMOVAL FROM OFFICE OF DIRECTORS**

31.1 The members in general meeting may by ordinary resolution:

- (a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office;
- (b) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.

31.2 Any person appointed pursuant to paragraph 31.1(b) shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.

31.3 Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

32. **VACANCIES ON BOARD**

32.1 The office of a member of the Board shall automatically be vacated if the person holding that office:

- (a) dies;
- (b) is disqualified for any reason referred to in Section 206B of the Act.

- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (d) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.
 - (e) by notice in writing given to the Secretary resigns from office as a director
 - (f) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
 - (g) ceases to be a member of the Club.
 - (h) becomes an employee of the Club.
 - (i) for the purposes of Rule 26.11, fails to complete the mandatory training requirements for directors referred to in that Rule within the prescribed period (unless exempted).
 - (j) was not eligible to stand for or be elected or appointed to the Board.
 - (k) ceases to hold the necessary qualifications to be elected or appointed to the Board.
 - (l) is convicted of an indictable offence (unless no conviction is recorded).
 - (m) is not a Financial member of the Club.
 - (n) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months.
 - (o) Is removed from office as a director in accordance with the Act and this Constitution.
 - (p) does not hold a Director Identification Number (unless exempted from doing so).
- 32.2 The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy in any position on the Board The person so appointed by the Board to fill a casual vacancy shall hold office only until the conclusion of the following Annual General Meeting in accordance with the triennial Rule set out in Rule 24.2.

33. **GENERAL MEETINGS**

- 33.1 A general meeting of the members of the Club must be held for a proper purpose.
- 33.2 A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year however where possible in the month of April in each of year. All meetings other than Annual General Meetings shall be called general meetings.
- 33.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.

- 33.4 (a) The Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting.
- (a) In this Rule 33.4 the term "the request" shall mean the request referred to in paragraph (a).
- (b) The request must:
- (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Secretary.
- (c) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (d) The Board must call the meeting within twenty one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
- (e) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within twenty one (21) days after the request is given to the Secretary.
- (f) The meeting referred to in paragraph (f) of this Rule 33.4 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three (3) months after the request is given to the Club.
- (g) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
- (h) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 33.4. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
- 33.4A (a) The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.

- (b) The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.
- (c) The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.
- (d) If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.

NOTICE OF GENERAL MEETINGS

- 33.5 At least twenty one (21) days' notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.
- 33.6 A notice of a general meeting of the Club's members must:
- (a) set out the place, date and time of the meeting; and
 - (b) state the general nature of the meeting's business;
 - (c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.
- 33.7 A copy of a notice of a general meeting of the members of the Club (including an Annual General Meeting) shall also be posted on the Club Notice Board for a period of not less than twenty one (21) days prior to the date of the meeting.
- 33.8 Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

ANNUAL GENERAL MEETINGS

- 33.9 The business of the Annual General Meeting shall be as follows:
- (a) to confirm the Minutes of the previous Annual General Meeting; and
 - (b) to receive and consider the reports referred to in Rule 36.3;
 - (c) to declare the results of the election of directors to the vacancies on the Board caused by the operation of the triennial Rule referred to in Rule 24.2;
 - (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) to approve the reimbursement of directors' expenses and the payment of honorariums (if any);
 - (f) to deal with any other business of which due notice has been given to the members.

- 33.10 (a) The Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

- 33.11 The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.
- 33.12 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.
- 33.13 The auditor is entitled to be heard even if:
- (a) the auditor retires at the meeting; or
 - (b) the meeting passes a resolution to remove the auditor from office;
 - (c) the auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 33.14 The President shall be entitled to take the chair at every general meeting. If the President is not present within 15 minutes after the time appointed for holding the meeting or is unable to act then a Vice President shall take the Chair. If neither of the Vice Presidents are present within 15 minutes, then the members of the Club present shall elect a member of the Board or one of their number to preside as chairperson of the meeting.
- 33.14A The chairperson:
- (a) is responsible for the conduct of the general meeting; and
 - (b) shall determine the procedures to be adopted and followed at the meeting;
 - (c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.
- 33.15 Subject to Rule 33.25, every member when eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.
- 33.16 No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.
- 33.17 Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on

a show of hands (unless a poll is demanded by five (5) members or by the chairperson) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.

- 33.18 If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith.
- 33.19 A demand for a poll may be withdrawn.
- 33.20 At any general meeting (unless a poll is demanded) a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

QUORUM FOR GENERAL MEETINGS

- 33.21 No business shall be transacted at any general meeting of members unless a quorum of members is present.
- 33.22 At any general meeting of the Club convened by the Board (including an Annual General Meeting), not less than twenty (20) members present in person and eligible to vote shall be a quorum. At any general meeting of the Club convened on the request of members, forty (40) members present in present and eligible to vote shall be a quorum.
- 33.23 If a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (a) be dissolved if it was convened at the request of members pursuant to Rule 33.4; or
 - (b) stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine.
- 33.24 If at any meeting adjourned pursuant to Rule 33.23 a quorum is not present at the time for the commencement of the adjourned meeting, the members present shall be a quorum and may transact any business for which the meeting was called.

PROXY VOTING PROHIBITED

- 33.25 A person shall not:
- (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
 - (b) Vote at any election including an election of a member or of the Board as the proxy of another person.

ADJOURNMENT OF GENERAL MEETINGS

- 33.26 The Chairperson of a meeting may with the consent of the meeting at which a quorum is present (and shall if so, directed by the meeting) adjourn the meeting from time to

time and from place to place.

- 33.27 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 33.28 A resolution passed at a meeting resumed after an adjournment shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
- 33.29 It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

CANCELLATION AND POSTPONEMENT OF GENERAL MEETINGS

- 33.30 The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.

WITHDRAWAL OF RESOLUTIONS

- 33.31 The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.

USE OF TECHNOLOGY FOR GENERAL MEETINGS

- 33.32 The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.
- 33.33 If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.

34. MEMBERS' RESOLUTIONS AND STATEMENTS MEMBERS' RESOLUTIONS

- 34.1 Notwithstanding Rules 34.1 to 34.12, 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 forty-two (42) days prior to the date fixed for such Annual General Meeting.
- 34.2 The Secretary shall cause all items of business and notices of motion referred to in Rule 34.1 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.
- 34.3 The following members may give the Secretary notice of a resolution that they propose

- to move at a general meeting:
- (a) members with at least 5% of the votes that may be cast on the resolution; or
 - (b) at least 100 members who are entitled to vote at a general meeting.
- 34.4 The notice must:
- (a) be in writing;
 - (b) set out the wording of the proposed resolution; and
 - (c) be signed by the members proposing to move the resolution.
- 34.5 Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- 34.6 The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
- 34.7 If the Secretary has been given notice of a resolution under Rule 34.1, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.
- 34.8 The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
- 34.9 The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
- 34.10 The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.
- 34.11 The Club need not give notice of the resolution:
- (a) if it is more than 1,000 words long or defamatory; or
 - (b) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

MEMBERS' STATEMENTS

- 34.12 Members may request the Club to give to all its members a statement provided by the members making the request about:
- (a) a resolution that is proposed to be moved at a general meeting; or
 - (b) any other matter that may be properly considered at a general meeting.
- 34.13 The request must be made by:
- (a) members with at least 5% of the votes that may be cast on the resolution; or

- (b) at least 100 members who are entitled to vote at the meeting.
- 34.14 The request must be:
- (a) in writing;
 - (b) signed by the members making the request; and
 - (c) given to the Secretary.
- 34.15 Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- 34.16 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.
- 34.17 After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.
- 34.18 The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.
- 34.19 The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- 34.20 The Club need not comply with the request:
- (a) if the statement is more than 1,000 words long or defamatory; or
 - (b) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

35. **MINUTES**

- 35.1 The Club must keep minute books in which it records:
- (a) proceedings and resolutions of general meetings of the Club; and
 - (b) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
 - (c) resolutions passed by directors without a meeting.
- 35.2 The Club must ensure that:
- (a) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and
 - (b) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.

35.3 A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

36. ACCOUNTS AND REPORTING TO MEMBERS

36.1 The Board must:

- (a) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
- (b) prepare, on a quarterly basis, financial statements that incorporate:
 - (i) the Club's profit and loss accounts and trading accounts for the quarter; and
 - (ii) a balance sheet as at the end of the quarter.
- (c) cause the financial statements referred to in Rule 36.1(b) to be submitted to a meeting of the Board.
- (d) make the financial statements referred to in Rule 36.1(b) available to members of the Club within seven (7) days of the statements being adopted by the Board.
- (e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in Rule 36.1(b).
- (f) provide a copy of the financial statements referred to in Rule 36.1(b) available to any member on the written request of the member.

36.2 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.

36.3 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.

36.4 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;
- (b) the directors' report; and
- (c) the auditors' report on the financial report.

37. FINANCIAL YEAR

37.1 The financial year of the Club shall commence on the first day of January in each year and end on the last day of December in the same year or such other period as having regard to the Act, the Board may determine.

38. AUDITORS

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

39. SECRETARY

39.1 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.

40. EXECUTION OF DOCUMENTS

40.1 The Club shall have a Seal.

40.2 The Board must provide for the safe custody of the Seal.

40.3 The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:

- (a) two members of the Board; or
- (b) one member of the Board and the Secretary.

40.4 The Club may execute a document (including a deed) without using the Seal if that document is signed by:

- (a) two members of the Board; or
- (b) one member of the Board and the Secretary.

41. NOTICES

41.1 Without limiting the provisions of the Corporations Act, 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;
- (c) by sending it to the electronic address of the member;
- (d) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.

41.2 Where a notice is sent by post to a member in accordance with Rule 41.1 the notice is deemed to be received on the day it is given to the member.

41.3 Where a notice is sent to a member in accordance with Rules 41.1(b) and (c), the notice is deemed to be received on the day it is given to the member.

- 41.4 Where a notice is sent to a member in accordance with Rule 41.1(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

42. **INDEMNITY TO OFFICERS**

- 42.1 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.
- 42.2 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.

43. **SPORTING AND SOCIAL CLUBS**

- 43.1 The Board shall be empowered to approve the setting up of any sporting or social club within the parent Club and upon such terms and conditions as the Board may determine. The Board shall also have the power to disband any such sporting or social clubs if it deems it is no longer acting in the interests of the Club or the members of the Club. All such sporting or social clubs approved by the Board will present for approval of the Board a Constitution covering the membership and operations of the particular club.
- 43.2 Each club will be required to appoint office bearers and committees to administer the functions of the particular club.
- 43.3 Proper books of account shall be maintained. Each month the club will present to the Board profit and loss, income and expenditure statistics and quarterly and annually audited balance sheets and profit and loss accounts. All such clubs will operate within the Constitution of the particular club and the parent Club. The membership of the Club will be restricted to those members who are full members of the parent Club. Provided that permission may be sought to include persons up to the age of eighteen (18) years, on conditions laid down by the Board. Sporting and social clubs will be permitted to raise funds for their operations from within their own membership and other sources but will not raise funds from the general body of members of the parent Club without the express permission of, and under conditions laid down by the Board.
- 43.4 Funding for sporting and social clubs will be available from the parent Club subject to approval of the Board and in accordance with conditions laid down by the Board.
- 43.5 The powers and obligations set out in this Rule 43 are in addition to and shall in no way detract from the powers of the Board otherwise set out in this Constitution and in particular Rule 26.12 in relation to Sub clubs.

44. **MORTUARY BENEFIT INSURANCE PLAN**

- 44.1 All members including life members who are participants in the Mortuary Benefit Insurance Plan organised by the Club as at 31 March, 1994, may at their option remain as participants in the insurance plan with effect from 1 January, 1994. Persons elected to membership after 31 March, 1993 will not be eligible to participate. The Board of the

Club will determine premiums payable to participate in the Mortuary Benefit Insurance Plan and the nature of the benefit payable to members. The amount of premium payable in respect of the Mortuary Benefit Insurance Plan will be payable annually in amounts to be determined by the Board.

45. **INTERPRETATION**

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

46. **AMENDMENTS TO CONSTITUTION**

- 46.1 This Constitution can only be amended by way of Special Resolution passed at an Annual General Meeting or a general meeting of the members of the Club. Life members, and financial Service members, Associate members, Orange Bowling members, Orange Golfing members, Newstead Life members and Wentworth Golf Life members are eligible to vote on any Special Resolution to amend this Constitution.

47. **GENERAL**

- 47.1 The Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any provision in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.

48. **MEETINGS AND VOTING**

- 48.1 In accordance with section 30C (3) of the Registered Clubs Act, the Club, the Board, or a committee of the Club may (but is not required to):
- (a) distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means, and/or
 - (b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
 - (c) allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.
- 48.2 If there is any inconsistency between Rule 48.1 and any other provision of this Constitution, Rule 48.1 shall prevail to the extent of that inconsistency.

49. **HISTORICAL PROVISIONS**

- 49.1 The names, addresses and occupations of the subscribers to the Club's original Constitution dated 4 July, 1972 are:

NAMES	ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS	
BURTON,	Ross Andrew	11 LINDEN AVENUE ORANGE DISTRICT SUPERINTENDENT
CRITCHLOW,	Bernard Ryan	56 ANSON STREET ORANGE FOREMAN
HAWKE,	John Henry	10 DORA STREET ORANGE AREA MANAGER
BAKER,	Keith Neville	82 SUMMER STREET, ORANGE FUNERAL DIRECTOR
BRADY,	George Raymond	29 McLACHLAN STREET ORANGE MENTAL ATTENDANT
HULL,	Russell Medway	381 SUMMER STREET ORANGE MINISTER OF RELIGION
SCOTT,	Keith Walter	ANSON ROAD ORANGE COMPANY DIRECTOR
MANCHESTER,	Wilfred James	"YARRAMBEE" CANOBOLAS ORCHARDIST
MILLER,	Eric Stanley	95 HILL STREET ORANGE MANAGER
PEISLEY,	Thomas Vincent	43 FROST STREET ORANGE MECHANIC
BOWYER,	John Laurence	246 McLACHLAN STREET ORANGE SCHOOL TEACHER
WITNESS TO SIGNATURES	ARTHUR HILTON ALLEN, 26 MOLONG ROAD, ORANGE CLUB SECRETARY	