

CONSTITUTION
of
DOOLEYS LIDCOMBE CATHOLIC CLUB LIMITED
ACN 000 963 244

**[Updated and amended version incorporating additional changes
adopted by members on 28 October 2015]**

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

CONSTITUTION
of
DOOLEYS LIDCOMBE CATHOLIC CLUB LIMITED¹
ACN 000 963 244

1. **Name.** The name of the company is "Dooleys Lidcombe Catholic Club Limited".
2. **Definitions.** In this Constitution, unless there be something in the subject matter or context inconsistent therewith:

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

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

"By-law" means a current By-law of the Club duly adopted by the Board pursuant to the Constitution.

"Catholic" means of the Roman Catholic faith.

"the Club" means Dooleys Lidcombe Catholic Club Limited.

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

"Constitution" means this Constitution and includes where the context permits, includes the By-laws.

"electronic communication" means:

- (a) a communication of information in the form of data, text or images by means of guided and/or unguided electromagnetic energy; or
- (b) a communication of information in the form of speech by means of guided and/or unguided electromagnetic energy, where the speech is processed at its destination by an automated voice recognition system.

"financial member" means any member who has paid all money payable by him or her to the Club or in respect of whom there is no such money that is more than 30 days overdue.

¹ Adopted at the AGM held [... October 2014] based on the previous version but incorporating numerous changes and updates.

"Full member" means a person who is an Ordinary member or a 30 Year member or a Life member of the Club.

"General Meeting" includes Annual General Meeting.

"information" means information in the form of data, text, images or speech.

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

"Legal Costs" of a person means legal costs incurred by that person in defending a claim or action for a Liability of that person or in relation to any Relevant Proceedings.

"Liability" of a person means any expense, loss or liability incurred by that person either as an officer of the Club or of any subsidiary of the Club; or as a result of facts or circumstances relating to the person's service as an officer of the Club or of any subsidiary of the Club; and in each case including liability for negligence; and where the context permits, including any alleged or potential such expense, loss or liability; but excluding any liability whether for costs or otherwise, arising as a result of any proceedings commenced by the person otherwise than at the written request of the Club.

"month" means calendar month.

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

"Officer" includes any member of the Board, but does not include the Auditor.

"Ordinary member" means a member of the Club who has been elected as a member of the Club other than as a Life member, 30 Year member, Honorary member, Temporary member or Provisional member.

"the Registered Clubs Act" means the *Registered Clubs Act 1976*.

"Relevant Officer" means a person who is, or has been, an officer (including a Director or Secretary) of the Club, other than any auditor of the Club.

"Relevant Proceedings" means in relation to a person:

- (a) any hearing, conference, dispute, inquiry or investigation and also any proceedings in or before any court, arbitrator, mediator, tribunal or governmental or administrative body, and also
- (b) any procedural step preceding or otherwise relating to such a hearing, conference, dispute, inquiry, investigation or proceedings

in which the person is involved, or is reasonably likely to be involved and for which the person needs to prepare, as a party, witness or otherwise because the person is or was an officer of the Club.

"Secretary" includes the Secretary of the Club who is also the approved secretary of the Club (or designated by the Club to be the approved Secretary) for the purposes of the Registered Clubs Act, who by virtue of holding that position, is also the Chief Executive Officer of the Club; and includes where necessary the person acting in that position from time to time.

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

3. **Interpretation.**

- (a) A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws or regulations of the Club made pursuant to this Constitution or on any matter arising therefrom, is 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.
- (b) Words indicating the singular number include the plural and vice versa, and words indicating the masculine gender include the feminine gender and vice versa.
- (c) A reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provision substituted for, and also any subordinate legislation issued under, that legislation or legislative provision.

4. **Replaceable rules.** The "replaceable rules" contained in the Act (except any mandatory rule for public companies), do not apply to the Club except to the extent that they are repeated in this Constitution.

5. **Requirements of the Act and the Registered Clubs Act.**

- (a) This Constitution must be read and construed subject to the provisions of the Act and the Registered Clubs Act, and to the extent that any of the provisions in this Constitution are inconsistent, the mandatory provisions of the legislation prevail.
- (b) Without limiting (a) above, it is acknowledged that pursuant to section 30 of the Act, the rules set out in that section are deemed to apply to the Club and in the event of any inconsistency, the rules set out in that section prevail.

6. **Registered club.**

- (a) The Club is a non-proprietary club.
- (b) Subject to the provisions of Sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the premises of the Club unless the profit, benefit or advantage is in the form of:
 - (i) reasonable and proper interest paid to a lender on any loan made to the Club that is secured against the premises of the Club, or
 - (ii) reasonable and proper rent or occupation fees paid to the owner of the premises of the Club,being, in either case, a payment arising out of dealings reasonably carried out, or contracts reasonably made, with the Club in the ordinary course of its lawful business.
- (d) The Secretary, or other employee, or a member of the Board or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to:
 - (i) 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, or

- (ii) the keeping or operation of approved gaming machines in the Club.
- (e) An employee of the Club must not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
- (f) Any profits or other income of the Club must be applied only to the promotion of the objects of the Club and must not be paid to or distributed among the members of the Club.
- (g) Liquor must not be sold, supplied, or disposed of on the premises of the Club to any person who is not a member of the Club except a person who is on the premises:
 - (i) on the invitation and in the company of a member of the Club, or
 - (ii) at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.
- (h) Liquor must not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (i) A person under the age of 18 years must not use or operate poker machines or any other form of gaming device on the premises of the Club.

7. **Objects.** The objects for which the Club is established are:

- (a) to provide a non-proprietary not-for-profit community organisation for the benefit of members and their guests and promote the moral, intellectual, social and material welfare of the members.
- (b) to create and foster a spirit of co-operation among Roman Catholic men and women.
- (c) to provide social club facilities for members and for member's guests with all the usual facilities of a club and such other social or sporting facilities as may be decided from time to time.
- (d) to support, through the ClubGRANTS scheme and otherwise, causes, activities and organisations that are for social, literary, sporting, athletic, charitable or educational purposes, especially in the vicinity of each of the Club's premises.
- (e) to amalgamate with or to participate in any amalgamation with, another registered club or clubs.
- (f) To own, occupy or operate premises in Lidcombe and also throughout Australia as the Board from time to time determines to be appropriate in the pursuit of the Club's other objects.

And it is declared that:

- (g) each object is independent and not restricted by any other object; and
- (h) the Club has the legal capacity and powers prescribed by section 124 of the Act to the extent applicable to a public company limited by guarantee.

8. **Not-for-profit.** The income and property of the Club, howsoever derived, must be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Club. Provided that nothing herein prevents the payment in good faith of interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other

person in return for services actually rendered to the Club. Provided further that no member of the Board or of any committee is to be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee. Provided further that no remuneration is to be given by the Club to any member of the Board or of any committee; except that nothing herein is to be construed as preventing the payment of an honorarium in respect of special honorary services rendered or the repayment of out-of-pocket expenses or payment of interest on money lent, sale or hire of goods or rent for premises demised to the Club.

9. **Limited liability.**

- (a) The liability of the members of the Club is limited.
- (b) Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he or she is a member, or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$4.

10. **Winding up.** If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same must not be paid to or distributed among the members of the Club but must be given up or transferred to the Trustees of the Roman Catholic Church for the Archdiocese of Sydney to be used for the purpose of Catholic education whether such education be of a primary, secondary, technical or commercial nature, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

11. **Voting members.** A majority of Full members of the Club must at all times have the right to vote at the election of the Board.

12. **Membership classes.** A person must not be admitted to membership of the Club except as an Ordinary member, 30 Year member, Life member, Honorary member, Temporary member or Provisional member.

13. **Minors.** A person who is under the age of 18 years must not be admitted as a member of the Club.

14. **Ordinary membership.**

- (a) Any person who has attained the age of 18 years and has made application for Ordinary membership of the Club and is duly elected in accordance with this Constitution will be an Ordinary member.
- (b) Before a candidate is elected as an Ordinary member:
 - (i) their name and address must be displayed on the Club Notice Board in each of the Club's licensed premises from time to time for at least one week before their election; and
 - (ii) their election as an Ordinary member must not occur earlier than two weeks after their application for Ordinary membership.
- (c) Despite anything to the contrary stated or implied elsewhere in this Constitution, a person may not be admitted as an Ordinary Member after the date of the Annual General Meeting in 2014 if they are:
 - (i) an employee of the Club or;

- (ii) they have at any time within the previous two years been an employee of the Club.

This does not prevent members who were members prior to the commencement of the Annual General Meeting in 2014, from continuing as a member, however they remain subject to all of the other provisions of this Constitution.

15. Life membership.

- (a) The members in General Meeting may, on the recommendation of the Board, confer Life membership upon the Chaplain, or upon any member who has rendered outstanding or meritorious service to the Club.
- (b) Notice of such proposed recommendation of the Board must be given to members not less than 21 days before the General Meeting, and if the proposed recommendation is carried by a majority of those members present and voting at that meeting, the person so recommended immediately becomes a Life member.
- (c) The Club will give every Life member the Club's Life member badge or token.
- (d) A Life member is relieved from payment of any subscription or levies but has all the rights and privileges of an Ordinary member.

16. Rights of Ordinary members and Life members. Life members and financial Ordinary members are entitled, subject to any further restrictions in this Constitution:

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

17. Thirty year members.

- (a) Any person who has been a continuous Ordinary member for at least 30 years and has made application for 30 Year membership of the Club and is duly elected to membership in that category in accordance with this Constitution, is a 30 Year member.
- (b) A 30 Year member is relieved from payment of member subscriptions but has all the rights and privileges of an Ordinary member.
- (c) References elsewhere in this Constitution to an Ordinary member (or a financial Ordinary member) include also where the context permits, each 30 Year member.

18. Right to vote. Each member who is entitled to vote has one vote, but cannot vote by proxy.

19. Member use of facilities. The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise. However, no member, whether or not a member of the Board or of any committee, is entitled to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full member such as to be contrary to the requirements of section 10(1)(i) of the Act.

20. Amalgamations.

- (a) The provisions of this Rule 20 apply whenever the Club completes an amalgamation with another registered club ("the Amalgamating Club") in conformity with the provisions of the Registered Clubs Act and the *Liquor Act 2007 NSW*.

- (b) Each member of the Amalgamating Club who was a financial full member of the Amalgamating Club on the date of the Completion of the Amalgamation between the Amalgamating Club and this Club:
- (i) may be admitted as an Ordinary member of this Club by being duly recorded in the Club's records as being an Ordinary member without being required to be proposed or seconded for election nor elected by the Board and with any entrance fee or initial annual subscription being treated as paid and discharged by virtue of the assets received from the Amalgamating Club and despite any other provision of this Constitution
 - (ii) on being so recorded as an Ordinary member, has all the rights and privileges of other Ordinary members and the same obligations as other Ordinary members, subject to any other express provision of this Constitution
 - (iii) whilst they continue to be an Ordinary member, must for the purposes of the Registered Clubs Act be identified in the Club's records by a descriptor chosen by the Board that identifies them as a former member of the Amalgamating Club
 - (iv) despite anything to the contrary elsewhere in this Constitution, may not within three years after their admission to membership of the Club vote on any special resolution to amend this Constitution (and pursuant to section 136(3) of the Act, it is a requirement that a special resolution does not have the effect of amending this Constitution unless the voting on the resolution is in compliance with this provision)
 - (v) if they were formerly a Life member of the Amalgamating Club, may be so identified in this Club's records but they are not thus entitled to Life membership of this Club.

21. Honorary members.

- (a) The following persons may be admitted as Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (i) the Patron for the time being of the Club;
 - (ii) a prominent citizen or local dignitary such as:
 - (iii) the Chaplain for the time being of the Club;
 - (iv) a member of the Clergy of the Catholic Church or other prominent member of a religious order.
- (b) Honorary members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.
- (c) Honorary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (d) The Board has power to cancel the membership of any Honorary member without notice and without being required to give reason.
- (e) When Honorary membership is conferred on any person, the following particulars must be entered in the Club's Register of Honorary members:
- (i) the name in full, or the surname and initials, of the Honorary member;

- (ii) the residential address of the Honorary member;
- (iii) the date on which Honorary membership is conferred;
- (iv) the date on which Honorary membership is to cease.

22. Temporary members.

- (a) The following persons may be admitted as Temporary members of the Club in accordance with procedures established by the Board from time to time:
 - (i) a person whose ordinary place of residence is at least 5 kilometres from each of the Club's premises;
 - (ii) a full member (as defined in the Registered Clubs Act) of another registered club with similar objects to those of the Club;
 - (iii) a full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full member of the Club, attends on any day at any premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends those premises of the Club until the end of that day;
 - (iv) an interstate or overseas visitor.
- (b) Temporary members are not required to pay an entrance fee or subscription.
- (c) Temporary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (d) Temporary members are not permitted to introduce guests into the Club.
- (e) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the membership of any Temporary member at any time without notice and without being required to give reason.
- (f) A person under the age of 18 years must not be admitted as a Temporary member of the Club.
- (g) When a Temporary member first enters the Club's premises on any day, the following particulars must be entered in the Club's Register of Temporary members:
 - (i) the name in full, or the surname and initials, of the Temporary member;
 - (ii) the residential address of the Temporary member;
 - (iii) the date on which Temporary membership is granted;
 - (iv) the signature of the Temporary member.

- 23. Election of members.** A person must not be admitted as a member of the Club, other than as an Honorary member, Temporary member or Provisional member, unless that person is elected to membership at a meeting of the Board or a duly appointed election committee of the Club by a majority of the Board or election committee members present and voting, the names of those members present and voting at that meeting being recorded by the Secretary.

The Board may reject any application for membership without assigning any reason for such rejection.

24. **Application for membership.**

- (a) An applicant for membership must complete an application form in a form and containing such particulars as are from time to time prescribed by the Board, including the full name, address and occupation of the applicant and a statement that the applicant, if admitted, will be bound by the Constitution of the Club.
- (b) The application form must be deposited at the Office and the Secretary must cause the name and address of the applicant to be displayed on the Club Notice Board or in some other conspicuous place on the premises of the Club for a continuous period of not less than one week before the election of the applicant as a member of the Club.
- (c) An interval of at least 2 weeks must elapse between the application by the applicant for membership and the applicant's election.

25. **Further membership application.** A person whose application for membership has failed to receive the required number of votes is not eligible to be again nominated or to be admitted to the Club's premises until 12 months have elapsed from the previous ballot held by the Board or election committee.

26. **Notification of election; and badge.**

- (a) When a person has been elected to membership the Secretary must cause notice of such election to be given personally or promptly forwarded or posted to such person. Upon payment of the entrance fee (if any) and first subscription such person becomes a member of the Club, provided nevertheless that if such entrance fee and subscription is not paid within one month after the date of the notice of election to membership has been given to the person, the Board may at its discretion cancel its election of the person to membership of the Club.
- (b) The Club may issue members with an identification card or badge ("Badge"). The Board may require members to carry their Badge with them when present on Club premises or at a Club function in which case a member must produce their Badge to any Club manager or other authorised member of staff, on request.

27. **Absentee list.** 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 Commonwealth of Australia or residing outside Australia. The Board may place such members on an Absentee List.

28. **Provisional membership.**

- (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking Ordinary membership of the Club and pays to the Club the appropriate subscription may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- (b) Should a person who is admitted as a Provisional member not be elected to membership of the Club within 6 weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the earlier), that person will cease to be a Provisional member of the Club and the entrance fee and subscription submitted with the nomination form must be immediately returned to that person.
- (c) Provisional members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to attend or vote at any

General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

- (d) Nothing in this Constitution will prevent an applicant for membership of the Club submitting with his or her application the appropriate membership subscription for the purpose of obtaining Provisional membership pursuant to this Rule.

29. Entrance fees and subscriptions.

- (a) Members subscriptions must be paid annually in advance or, if the Board so directs and approves, by quarterly or half-yearly instalments in advance or for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution are as prescribed by the Board from time to time.
- (b) The entrance fees and member subscriptions payable by members of the Club are such as the Board may from time to time prescribe. The member subscription payable by Ordinary members must not be less than the minimum amount prescribed from time to time by the Registered Clubs Act. It is noted that Life and 30 Year members who are relieved from payment of member subscriptions are not relieved from other payment obligations that they may incur such as but not limited to gym subscriptions (if any). Subject to that:
 - (i) the Board may rebate the initial annual subscription payable by a new member in proportion to the number of whole months less than one year up to their next birthday but the actual amount payable must not be reduced below the minimum amount from time to time prescribed by legislation (if any);
 - (ii) the Board may determine that all members in a class or sub-class, or particular members, are to pay their annual membership subscription at the applicable rate, for a membership year reckoned from the date of the member's birthday in which case the Board may prescribe transitional arrangements for existing members including rebating for any broken period of less than 12 months such that the actual amount payable is not below the prescribed minimum amount;
 - (iii) the Board may from time to time prescribe different rates of entrance fees, different rates of annual subscriptions and different methods for the payment of annual subscriptions, for different categories of members within each membership class (including a sub-category of member) to the extent not contrary to the Registered Clubs Act and in conformity with any requirements of that Act with the power to vary any such prescription or arrangement.

30. Non payment of fees or subscriptions.

- (a) A member is unfinancial if they do not pay an entrance fee, or an annual subscription, by the due date. The Board, or any club executive acting under a general authorisation from the Board, in that case may:
 - (i) suspend the member from any or all privileges of membership for so long as the member remains unfinancial; and
 - (ii) terminate the member's membership if the member is still unfinancial after two months from the relevant due date.
- (b) This provision does not affect any other right or remedy of the Club, or any other provision of this Constitution, in relation to a member who is unfinancial.
- (c) Where a membership is terminated under this provision:

- (i) the Club must update the Register of Members accordingly with details of the date and to record “unfinancial” as the reason for the termination
 - (ii) the recording of the termination of the membership in that Register is sufficient and conclusive evidence of the due termination of that membership except where the contrary is proved
 - (iii) the Club may, however, later correct the Register if the club is reasonably satisfied that a correction is appropriate
 - (iv) the Club may but is not obliged to notify the former member and to keep a record of the details of the former member
 - (v) the former member must surrender, and the Club is entitled to confiscate, any relevant Club membership card or badge or other indicia of membership.
- (d) The provisions of Rule 36 do not apply to the termination of a membership under this Rule
31. **Patron.** The Patron of the Club is the Catholic Archbishop of Sydney.
32. **Chaplain.** The Board must appoint a Club Chaplain.
33. **Addresses of members.** A member must advise the Secretary of any change in his or her address.
34. **Registers of members and guests.** The Club must keep the following registers (and where applicable, in conformity with the Registered Clubs Act and to the extent applicable, also in conformity with Rule 20):
- (a) a register of persons who are Full members of the Club. This register must set forth the name in full, the occupation and address of each Full member and, if the member is an Ordinary member, the date on which that member last paid the fee for membership of the Club.
 - (b) a register of persons who are Honorary members.
 - (c) a register of persons who are Temporary members.
 - (d) a register of persons of or above the age of 18 years who enter the premises of the Club as guests of members.
 - (e) a member must not without the informed prior written consent of the Club:
 - (i) use information obtained from the Club's Register of Members or any other records of the Club to contact, or send material to, another member of the Club for the purpose of marketing or for any political, religious, charitable or commercial purpose; or
 - (ii) disclose any such information to someone else except where the recipient has a bona fide reason to receive the information for the purposes of assisting the member in the exercise of the rights of the member as a member of the Club and where use of the information otherwise than pursuant to (i) above is precluded.
35. **Conduct of members.**
- (a) Members must not:

- (i) act contrary to, or refuse or neglect to comply with, this Constitution or any By-law made under this Constitution or any legislation controlling the operation of the Club
 - (ii) wilfully damage the property of the Club or otherwise fail to treat the property of the Club with care
 - (iii) remove any property of the Club from its proper place without due authorisation from the Club
 - (iv) fail to be polite and respectful of each other member and other person on or near any of the Club's premises or at any Club function or activity, or unreasonably disturb or cause offence to any other member or other person on or near the Club's premises or at any Club function
 - (v) be guilty of any conduct that exposes the Club or any member of the Club's staff, to penalty or prosecution or the loss of any right or benefit
 - (vi) be in default by more than 30 days in making any payment or repayment due to the Club
 - (vii) be guilty of any conduct unbecoming of a member or detrimental or prejudicial to the interests of the Club, or which is likely to bring the Club into disrepute or contempt, or which renders the member unfit for membership of the Club, whether on or off Club premises
 - (viii) behave in a manner prejudicial to the good order of the Club or to the comfort or welfare of any member, guest or employee of the Club
 - (ix) openly or so as to cause nuisance to another member or guest or Club employee, do anything to promote any commercial activity or solicit for any commercial purpose or hawk, peddle or sell or offer for sale, any goods or services, at any of the Club's premises or at any Club function or activity
 - (x) engage in dangerous, illegal, offensive, threatening, patently unethical, nuisance, harassing, insubordinate, lewd, violent, quarrelsome, indecent or disorderly conduct on or in the vicinity of any of the Club's premises or at any Club function or activity or in any way in connection with the Club (but this provision does not limit any of the provisions above).
- (b) A member must not be involved in or associated with, at or in the vicinity of any of the Club's premises or facilities, or at any Club function or activity-
- (i) the distribution of how-to-vote or other electioneering material, or
 - (ii) any lobbying, canvassing of votes or other electioneering or lobbying, that can reasonably be expected to be unwelcome to a recipient or viewer or in any circumstances or manner that is reasonably likely to cause a nuisance or offence or be inconvenient to a Club patron.

This restriction is not limited to things in connection with any Club election or other Club matter.

36. Disciplinary proceedings.

- (a) If a member in the opinion of the Board or a duly constituted disciplinary committee:
 - (i) has acted contrary to, or refused or neglected to comply with, any provision of this Constitution, or

- (ii) obtained membership by improper means, or
- (iii) no longer meets all relevant qualifications for membership or is not otherwise desirable as a member, or
- (iv) is of such character or reputation that they may bring disrepute to the Club

then the Board or the disciplinary committee has the power to reprimand, suspend them from any or all privileges of membership for such fixed or indefinite period as it considers fit, or to expel or accept the resignation of the member and to remove their name from the Register of members, and the following provisions apply.

- (b) The member must be notified of any charge against the member pursuant to this Rule by notice in writing to the member at least 10 clear days before the meeting of the Board or disciplinary committee at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge.
- (c) The member is entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in his or her defence. In answering the charge, the member may also put forward any matter that the member proposes should be taken into account in determining any penalty.
- (d) The voting by the members of the Board or disciplinary committee present at such meeting will be in the manner determined by the Board or disciplinary committee, and no resolution by the Board or disciplinary committee to reprimand, suspend or expel a member is deemed to be passed unless at least a majority of the members of the Board or disciplinary committee present vote in favour of such resolution.
- (e) If the member fails to attend such meeting the charge may be heard and dealt with and the Board or disciplinary committee may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.
- (f) After the Board or disciplinary committee has considered all the evidence put against the member it must come to a decision as to the member's guilt or innocence in relation to the charge. The Board or disciplinary committee is not required to inform the member before considering any penalty and the member is not entitled to any further opportunity to address the Board or disciplinary committee in relation to the penalty appropriate.
- (g) If the Board or disciplinary committee is advised by the Secretary or a senior employee that they apprehend that there may be a security risk if the member or a particular witness is allowed to attend a hearing, then the Board or disciplinary committee in their discretion may exclude the member or the prospective witness from the hearing (and may notify the member or the prospective witness accordingly in advance). In that case the Board or disciplinary committee may still proceed to come to a decision as to the member's guilt or innocence in relation to the charge, and regarding any penalty, in the absence of the member or that prospective witness.
- (h) The member charged may call a witness or witnesses but there is no power to compel the attendance of any witness or to compel any witness to give testimony. The Board or disciplinary committee may proceed to a final decision despite any proposed witness either not attending or not being prepared to give testimony.
- (i) The member charged is not entitled to legal representation at the meeting. If the Board or disciplinary committee agree to the member charged being accompanied by another person at the meeting (which is entirely at the discretion of the Board or disciplinary committee), then the Board or disciplinary committee may at any time withdraw consent for that person to be present including without limitation where that

other person does not follow any reasonable request as to how to conduct themselves during the meeting.

- (j) If at the meeting the member charged conducts themselves inappropriately or otherwise seeks to disrupt the meeting then the Board or disciplinary committee may warn the member and require the member to act appropriately and caution the member that otherwise they may be excluded. If the member then fails to heed the caution and acts or continues to act inappropriately or in a manner that prevents the normal continuation of the meeting, the Board or disciplinary committee may exclude the member and finish their deliberations and come to final decisions (including as to whether to reprimand, suspend or expel the member), in the absence of the member.
- (k) Any decision of the Board at such hearing or any adjournment thereof is final and the Board or disciplinary committee is not required to assign any reason for its decision. However, without being under any obligation to consider doing so or to do so, the Board or a disciplinary committee may reopen any hearing at any time and may set aside or reduce any decision regarding a penalty, although again without being required to assign any reason for its decision.
- (l) The powers of the Board under this Rule may be exercised by a disciplinary committee appointed by the Board and comprising not less than 3 members of the Board. A quorum of the disciplinary committee is 3 members of the Board.
- (m) The Secretary must not vote but may assist the Board or disciplinary committee in its deliberations. There is no objection to the Secretary or any other employee of the Club being present at the meeting to give evidence and also to assist the Board or disciplinary committee.
- (n) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty ("the senior employee"), has the power to suspend any member's membership and remove that member from the premises of the Club:
 - (i) who in the opinion of the Secretary or the senior employee has engaged or is apprehended to be likely to engage in conduct contrary to the the provisions of this Constitution; or
 - (ii) whose presence on the premises of the Club in the opinion of the Secretary or the senior employee may render the Club or the Secretary liable to a penalty under any legislation; or
 - (iii) who in the reasonable opinion of the Secretary or the senior employee, ought in the member's own best interests, be removed or excluded from Club premises.

The Secretary or the senior employee may decide to exercise that power of suspension in the absence of the member and when the member is not on or is no longer on any of the Club's premises. They are not required to give any reason.

Where the Secretary or the senior employee exercises that power of suspension, the Club must use its reasonable endeavours to notify the member. The notification may be oral or by written notice.

- (o) A member suspended under this provision must not remain at, be on or seek entry to any of the Club's premises nor is the member entitled to exercise any of the benefits of membership, during the period of suspension. The Secretary or the senior employee of the Club who has exercised the power referred to in paragraph (a) of this Rule must make a written report to the Board or the Board's duly constituted disciplinary committee within 7 days of the date of the suspension and removal of the member. The report must set out the facts, matters and circumstances giving rise to the suspension and removal. The report is confidential to the Board.

- (p) Any suspension of a member by the Secretary or the senior employee pursuant to paragraph (a) of this Rule is to continue until the next meeting of the Board or the disciplinary committee following the date of the suspension and removal of the member. Subject to any decision by the Board or the disciplinary committee, the Secretary or the senior employee at any time may vary or end any such suspension. The Board or the disciplinary committee may at any time, on their own motion or at the request of the member, vary or end any such suspension. These powers may be exercised respectively by the Secretary, the senior employee, the Board and the disciplinary committee without the need for any notification to the member or hearing and without the need to give any reason. The Club must use its reasonable endeavours to notify the member of any decision under this provision. The notification may be oral, or by written notice.
- (q) Nothing in this Rule 36 creates any legal duty or obligation on the part of the Club or any Club employee, consultant or agent.
- (r) A member or former member may not commence or prosecute any action or legal proceeding against:
- (i) the Club or any Club director, other member, employee, consultant or agent for anything said, done or omitted in good faith in connection with this Rule 36, or
 - (ii) any person who provides any complaint, statement, submission or evidence (orally or in writing) in connection with anything arising or that might arise under this Rule 36, for anything said, done or omitted in good faith in connection with or in the complaint, statement, submission or evidence
- and all proceedings and utterances at any meeting in connection with anything arising out of this Rule 36 or at any Board meeting or general meeting in connection with anything arising under this Rule 36, are privileged and protected from any action or legal proceeding taken by a member or former member. For the avoidance of doubt, this provision does not protect any person against a claim or liability for maliciously or knowingly making a false or misleading statement.
- (s) The provisions of this Rule 36 apply to all Full members, in any category.

37. Additional power to suspend or expel.

- (a) Despite anything to the contrary elsewhere in this Constitution the Secretary, or in the Secretary's absence the senior employee of the Club then on duty at any of the Club's premises ("the senior employee") also has the power to suspend a member's membership and remove the member from any of the premises of the Club where the Secretary or senior employee on reasonable grounds apprehends that the member has chosen to self-exclude themselves from any part of the Club's premises or from any part of any other licensed premises or has been banned from entry into or expelled from any other licensed premises.
- (b) The Secretary or the senior employee may decide to exercise that power of suspension in the absence of the member and when the member is not on or is no longer on any of the Club's premises.
- (c) Where the Secretary or the senior employee exercises that power of suspension, the Club must use its reasonable endeavours to notify the member. The notification may be oral or by written notice.
- (d) The Board or the disciplinary committee may at any time, on their own motion or at the request of the member, vary or end any such suspension.

- (e) These powers may be exercised respectively by the Secretary, the senior employee, the Board and the disciplinary committee without the need for any notification to the member or hearing and without the need to give any reason.
- (f) The various powers conferred by this Constitution in this and other Rules to suspend a member's membership and to remove a member from Club premises or disallow a member access to Club premises, are exclusively for the benefit of the Club. A member or former member may not commence or prosecute any action or legal proceeding against:
 - (i) the Club or any Club director, other member, employee, consultant or agent for anything said, done or omitted in good faith in connection with this or any of those other Rules;
 - (ii) any person who provides any complaint, statement, submission or evidence (orally or in writing) in connection with anything arising or that might arise under this Rule 37, for anything said, done or omitted in good faith in connection with or in the complaint, statement, submission or evidence

and all proceedings and utterances in connection with the exercise of those powers or at any meeting in connection with anything arising out of this Rule 37 or at any Board meeting or general meeting in connection with anything arising under this Rule 37, are privileged and protected from any action or legal proceeding taken by a member or former member. For the avoidance of doubt, this provision does not protect any person against a claim or liability for maliciously or knowingly making a false or misleading statement.

- (g) Nothing in this Rule 37 creates any legal duty or obligation on the part of the Club or any Club employee, consultant or agent.

38. **Resignation and cessation of membership.**

- (a) A member at any time may resign by giving notice to the Club in writing or by any other statement or act that in the reasonable opinion of the Secretary or the Board or the disciplinary committee signifies that the member intends to resign, and a resignation in that manner takes effect immediately. An entry in the Register of Members, that a (former) member has resigned, is prima facie evidence of the fact and date of resignation.
- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the entrance fee or subscription or otherwise) upon and by reason of such cessation of membership forfeits all rights as a member of the Club, provided that such person remains liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership and any other money due by that person at the date of cessation of that person's membership or for which that person is or may become liable under this Constitution.
- (c) A person ceasing to be a member is not entitled to any refund (or part refund) of any entrance fees or annual subscriptions paid.

39. **Privacy authorisation.**

- (a) All Full and other members, and their guests, acknowledge and consent to the Club collecting, disclosing and using their personal information as the Club reasonably determines in connection with the records, operations and marketing of the Club including in the manner and for the purposes set out below.
- (b) Personal information will be used by the Club to enable the Club to assess an application for membership and if approved, for the initial establishment and then the

subsequent administration of membership and the management and administration of the affairs of the Club in relation to the member and other members.

- (c) Members and guests agree and consent to the Club using and disclosing their personal information for those purposes and acknowledge that if their personal information is not provided to the Club that may result in the Club being unable to process or accept any application concerning them or to operate or administer the Club's undertakings.
- (d) Members and guests agree and consent to the Club using or disclosing their personal information for the following additional purposes:
 - (i) performing administrative tasks and managing the operations and undertakings of the Club
 - (ii) considering any other application they have made to the Club
 - (iii) helping the Club to develop and identify facilities, products and services that may interest the member or guest
 - (iv) to tell the member or guest about facilities, products and services that the Club thinks may be of interest to them (unless they have asked the Club not to)
 - (v) conducting member satisfaction research
 - (vi) developing, establishing and administering alliances and other arrangements with other organisations including reciprocal clubs, and
 - (vii) the promotion, administration and use of the Club's facilities, products and services.
- (e) Members and guests are advised that the Club may disclose their personal information to:
 - (i) other organisations with whom the Club has arrangements or alliances (and any agents used by the Club and its business partners in administering such an arrangement or alliance)
 - (ii) the Club's agents, contractors and external advisersfor use for any of the purposes set out about in connection with the Club or to use in any promotional activity in relation to any such alliance or arrangement.
- (f) The Board may by By-law or otherwise, adopt and amend a Club privacy policy from time to time.

40. Guests.

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

- (d) The Board has power to make By-laws from time to time, not inconsistent with this Constitution or the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club.
- (e) A guest must at all times remain in the reasonable company of the member who countersigned the entry in the Register of guests in respect of that guest.
- (f) A guest must not remain on the Club's premises any longer than the member who countersigned the entry in the Register of guests in respect of that guest.
- (g) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) and may expel a guest from the Club's premises (or any part thereof), in either case at any time without notice and without being required to give a reason.
- (h) On each occasion on any day on which a person of or above the age of 18 years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of guests:
 - (i) the name in full, or the surname and initials of the given names, of the guest;
 - (ii) the residential address of the guest;
 - (iii) the date of that day;
 - (iv) the signature of that member,

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

41. The Board.

- (a) The business and affairs of the Club and the custody and control of its funds and property are managed by a Board of Directors consisting of the Prescribed Number of Directors including the Chairperson and the Vice-Chairperson.
- (b) At the first meeting of the Board held after each election of the Directors, the Board must elect from among its members the Chairperson and the Vice-Chairperson.

42. Board election-voting. The Board must be elected at an election at which a majority of the Full members of the Club are entitled to vote.

43. Board-make-up.

- (a) The Prescribed Number is (subject to (b) below):
 - (i) eight, for the period from the conclusion of the Annual General Meeting in 2015 to the Annual General Meeting in 2016
 - (ii) seven, for the period from the conclusion of the Annual General Meeting in 2016.
- (b) If at any time after the Annual General Meeting in 2013 and prior to the Annual General Meeting in 2016 there is a casual vacancy on the Board, then the casual vacancy is not to be filled, except as necessary to maintain a Board of at least seven directors including the Chairperson and the Vice-Chairperson and if that happens before the Annual General Meeting in 2016, then despite (a) above, the Prescribed Number up to that Annual General Meeting is the higher of – the number of continuing

directors, and seven. (For example, if two casual vacancies occur before the Annual General Meeting in 2014 then the Board will continue with only seven members up until that meeting and an election will only be necessary at that meeting to continue with seven directors.)

- (c) Rule 51 (the Triennial Rule) applies in addition to this Rule. Directors who have been elected for three years must continue to retire at the end of their three year terms but remain eligible to offer themselves for re-election. Directors who are elected continue to be elected for three year terms up until the third Annual General Meeting after that at which their election is announced.

44. Core qualification to be a director.

- (a) No person is qualified to be a Director unless that person is a Catholic and has been a financial member of the Club for a continuous period of at least 5 years prior to the date of closing of nominations.

Entrenchment of core qualification requirement

- (b) No proposed alteration, amendment or deletion of this Rule or any part thereof is to be submitted to members unless the proposal has first been approved by a unanimous resolution of all members of the Board present and voting at a properly constituted meeting of the Board.
- (c) The Club may modify or repeal its Constitution, or a provision of its Constitution, by special resolution, subject to the following.
- (d) For the purposes of section 136(3) of the Act, a special resolution to modify or repeal the whole or any part of Rules 44(a), (b), (c) or (d) does not have any effect unless the resolution is also approved in writing by a majority of the Club's then Life members.

45. Mandatory Training Qualifications for Board candidates.

- (a) This Rule is to enable the Board to set mandatory minimum qualification requirements for candidates for Board elections, through one or more By-laws (each such mandatory qualification requirement being referred to below as a "Mandatory Pre-Nomination Qualification"). A candidate who does not meet a Mandatory Pre-Nomination Qualification is automatically disqualified from standing for election.
- (b) In order to be effective, a Mandatory Pre-Nomination Qualification must be adopted by a resolution of the Board in respect of which at least a majority of the directors then in office vote in favour
- (c) A candidate for any Board election must meet the requirements of any Mandatory Pre-Nomination Qualification By-law that is in force, at the time that their nomination for election is lodged with the Secretary.
- (d) Potential candidates for Board election must arrange to meet those requirements in their own time and provide appropriate evidence to the reasonable satisfaction of the Returning Officer. The Club will pay or reimburse the candidate for any fee for obtaining any Mandatory Pre-nomination Qualification. The Club will not pay or reimburse the candidate for any further fee or fees if the candidate is unsuccessful at the first attempt. A candidate must themselves pay or bear all other costs and expenses associated with meeting those requirements.
- (e) This provision does not disqualify a candidate:
 - (i) who is currently or has previously been a Director of the Club; or

- (ii) for whom the Mandatory Pre-nomination Qualification has been waived pursuant to Rule 69, or
- (iii) for whom the Mandatory Pre-nomination Qualification has been varied pursuant to Rule 69, who meets the varied requirements.

46. Disqualification from being Director.

- (a) A member is not qualified to be nominated for or elected or appointed to the Board nor to hold any other office within the Club nor be a member of any committee of the Club unless they:
 - (i) are a Full Member and not unfinancial; and
 - (ii) are not currently suspended from privileges of membership; and
 - (iii) have not within the previous two years either been reprimanded or suspended from any privilege of membership pursuant to Rule 36.

For so long as they are not qualified, a member is not eligible to be nominated for or elected or appointed to the Board or to hold or continue to hold office as a director or any other office within the Club or to be a member of or to continue as a member of any committee of the Club.

- (b) Subject to (c) below, a member is disqualified from being elected as a Director or continuing as a Director if the member:
 - (i) is a director or senior manager of another registered club with premises within a radius of five kilometres of any of this Club's licensed premises, or
 - (ii) has a material personal interest in any hotel liquor licence relating to premises within five kilometres of any of this Club's licensed premises, or
 - (iii) at any time has or within the previous three years has had, a material personal interest in any contract or arrangement for the supply of goods or services to the Club for which the Club has paid or will be obliged to pay more than ten thousand dollars in any twelve month period:
 - (A) this can include but is not limited to, being a member, officer or employee of a relevant supplier;
 - (B) an honorarium approved at an Annual General Meeting in respect of special honorary services rendered, does not count for this purpose; or
 - (iv) has, or is a member, officer or employee of a group or organisation that has, a material interest in any land that is zoned so as to permit commercial use that is within one hundred metres of any of the Club's licensed premises:
 - (A) for this purpose, two properties are within one hundred metres of each other if any part of one property is within one hundred metres of any part of the other property;
 - (B) for this purpose, a material interest includes a direct or indirect ownership interest or a direct or indirect interest as a tenant;
 - (C) this can include an interest that is held jointly or individually together with one or more others;
 - (D) such a group or organisation can include an unincorporated or incorporated association or a body corporate or a firm;

- (E) however, a group or organisation does not count for this purpose if membership or make up of the group or organisation is primarily determined only by being a person of the Catholic faith;
 - (v) resides at a property any part of which is within two hundred metres of any part of any land owned or occupied by the Club;
 - (vi) is an employee of the Club or has been an employee of the Club at any time within the previous 2 years.
- (c) Where a member would otherwise be disqualified under (b) above, the member may apply for and the Board may grant an exemption as follows.
- (i) The member must apply to the Board for exemption. The application must be in writing accompanied by full details of the circumstances that would otherwise disqualify the member.
 - (ii) The member must provide the Board if requested with any other relevant information reasonably requested by the Board.
 - (iii) The Board may grant exemption to the member if the Board sees fit, by resolution of the Board at a duly convened meeting of the Board. The Board is not obliged to publish any reasons for its decision. The Board may but is not obliged to take into account the Board's assessment of the potential of the member to make a contribution to the Board if the member were to be elected as a director, weighed against the potential for the disqualifying grounds to be adverse to the interests of the Club.
 - (iv) An exemption so granted by the Board is effective up until the completion of the next annual election of Directors and, if the member is elected as a Director at that election then the exemption continues for the whole of the term for which the member is then elected. If the member subsequently wishes to be a candidate for re-election, then the member may only do so if the member re-applies for and is granted a further exemption on each occasion.

47. Limit on number of directors from a single interest group.

Basic Limit

- (a) No more than two members who are members of the same Single Interest Group may be on the Board at any time.
- (b) This is a continuing requirement that applies at all times.
- (c) At any time when there are already two members of a particular Single Interest Group on the Board, no other member of that particular Single Interest Group may become a Director.
- (d) A person is a member of a Single Interest Group if they are a member, officer or employee of the Single Interest Group or they come within the specific definition of the class of persons that make up the particular Single Interest Group.

Definition of a Single Interest Group

- (e) "Single Interest Group" means any of the following:
 - (i) (affiliated clubs) another club that this Club recognises as an affiliated club (this can include an unincorporated or incorporated association or a body corporate);

- (ii) (supported groups) a group or organisation that received financial support in cash or kind of at least \$1,000 from the Club, in either the current or the most recently completed financial year (this can include an unincorporated or incorporated association or a body corporate or firm);
- (iii) (single sport) a grouping of two or more such affiliated clubs, or two or more such supported groups, that are all associated with a single sport (or a particular single group of related sports, such as, but only by way of example, indoor soccer and outdoor soccer);
- (iv) (members of a previous Amalgamating Club) a group made up of former members of an individual Amalgamating Club (as defined in Rule 20(a));
- (v) (owners of adjacent land) a group made up of persons who have, or who are a member, officer or employee of a group or organisation that has, a material interest in any land that is within one hundred metres of a particular one of the Club's licensed premises; and
 - (A) for this purpose, two properties are within one hundred metres of each other if any part of one property is within one hundred metres of any part of the other property;
 - (B) for this purpose, each of the Club's licensed premises is considered separately so that there is a separate group of such persons associated with each of the Club's separate licensed premises;
 - (C) for this purpose, a material interest includes a direct or indirect ownership interest or a direct or indirect interest as a tenant;
 - (D) this can include an interest that is held jointly or individually together with one or more others;
 - (E) such a group or organisation can include an unincorporated or incorporated association or a body corporate or a firm;
 - (F) however, a relationship with a group or organisation excluded by (f) below, does not count.

Exclusions

- (f) However, despite anything to the contrary above any group or organisation where membership or make up of the group or organisation is primarily determined only by being a person who is Catholic, is excluded from being a Single Interest Group.
- (g) An internal club within the Club (internal clubs are referred to elsewhere in this Constitution as sections or committees), is not a Single Interest Group.
- (h) Also despite anything to the contrary above, a sub-committee of the Board is not a Single Interest Group.
- (i) Where a director is a patron or member of a particular Single Interest Group, or on the committee (however described) of a particular Single Interest Group, solely at the request of the Board then that is ignored for the purposes of this Rule 47.

Voting Procedures

- (j) At an election of the Board where more than two candidates come from the same Single Interest Group, only a maximum of two of those candidates can be elected. The basic limit in Rule 47(a) also applies and a candidate may not be elected in breach of that limit. This provision prevails to the extent of any inconsistency over any other provision of the Constitution except Rule 47(k) below.

Partial Deferral of Limit

- (k) The limit on the number of Directors from the same Single Interest Group does not prevent any person who was a Director of the Club at 29 October 2010, from continuing as a Director or from being re-elected as a Director.
- (l) For a person who was a Director of the Club at 29 October 2010, this deferral ceases to apply to them as soon as there is any break in them being a Director such as where their term of office comes to an end and they are not re-elected. For example, the deferral continues to apply to such a person if their existing term of office comes to an end at the 2011 AGM but they are then re-elected for a fresh term at that AGM.
- (m) Where a person who was a Director of the Club at 29 October 2010 is a member of a Single Interest Group, then that counts when deciding whether any candidate is entitled to become a Director.

Information from Candidates

- (n) (Contents of Nomination Form) The nomination form prescribed by the Board under Rule 48(d) must provide for candidates to provide details of their memberships of any Single Interest Group. The form must include provision for the candidate to verify the information provided by a statutory declaration.

Operation of the restriction

- (o) This rule operates where there is a change in the circumstances of a particular Director ("the Affected Director") that triggers a breach of the basic limit in Rule 47(a) because that Director becomes the third member of a particular Single Interest Group on the Board. In that case, it is the Affected Director who becomes disqualified from continuing as a Director.

48. **Board elections - process.** The election of members of the Board must take place each year and be declared at the Annual General Meeting in conformity with the other provisions of this Constitution and in the following manner:

- (a) The Board must appoint a Returning Officer for each election who will have the power to appoint assistants, who must not be candidates in the election. The Board may appoint an external party as Returning Officer and that may be a statutory body, or a corporation.
- (b) Not less than 9 weeks before the Annual General Meeting in each election year, the Returning Officer must call for nominations for election to the Board. Such nominations must reach the CEO or Returning Officer (as the Returning Officer determines) at least 7 weeks before the date of the Annual General Meeting in that year. The Returning Officer (see below) may fix a time on the last day for nominations for the election, by which nominations must reach the Secretary on that day. In default of the Returning Officer nominating a time for this purpose, the closing time on that day is 5pm.
- (c) A candidate for election as a Director must be nominated by two members each of whom is either a Life member or a financial Ordinary member, and the nomination form must be signed by the candidate to signify the candidate's consent. The nomination form must provide evidence that the candidate is Catholic. The evidence must be either:

- (i) an endorsement by the Priest in Charge of the Parish in which the candidate resides or worships that the candidate is a Catholic or
 - (ii) a certification by the candidate (or any other evidence in that regard) that the Board in its discretion has resolved to accept.
- (d) All nomination papers must be in the form prescribed by the Board from time to time. The following provisions apply.
- (i) A candidate, with their nomination, may supply details of their qualifications, experience, skills and other relevant matters for posting to members. In providing those details, each candidate is limited to 200 words. The material must not be defamatory or misleading. The Returning Officer acting reasonably may decline to forward, or may edit, any materials supplied by a candidate which in the opinion of the Returning Officer after taking legal advice from the Club's legal advisor if so required by the Returning Officer, is defamatory or offensive to good taste, misleading, or exceeds the maximum permitted length.
 - (ii) A candidate with their nomination may also include a recent photo of themselves or if the candidate wishes, have that arranged by the Secretary. The Returning Officer may direct that the ballot paper or the accompanying materials, is to include such candidate photos. However, the Returning Officer in his or her discretion may decline to include photos if that would delay the forwarding of ballot papers or otherwise be unduly inconvenient. If any candidate photo is included, then all candidate photos provided must be included except for any photo that the Returning Officer acting reasonably deems to offend good taste.
 - (iii) Any candidate details and photos must be displayed and set out in a uniform manner, in the materials forwarded to members. Photos and materials must appear in the same order as the names of the candidates on the ballot paper. A candidate may not object if his or her details or photo appear in the correct order but due to reasonable requirements for printing, appear on the back or some other particular position on a page.
- (e) If the candidates duly nominated do not exceed the number required for election, those candidates will be duly elected, but if the number so nominated exceeds the number required for election, then a ballot must be taken.
- (f) The positions on the ballot paper will be determined by the Returning Officer by ballot conducted in the presence of members of the retiring Board. Such ballot papers must be initialled by the Returning Officer or otherwise authenticated as the Returning Officer determines and forwarded to each financial member of the Club at least 14 days before the date of the close of the ballot. No rank or distinguishing feature may appear in respect of any candidate on the ballot paper, except identification of an existing member of the Board.
- (g) Ballot papers must be returned by post to the address determined by the Returning Officer, or otherwise lodged in a manner directed by the Returning Officer. The ballot will close at 8.00 pm on a day determined by the Returning Officer, which must be not less than 7 days prior to the Annual General Meeting.
- (h) Voting by proxy is not permitted.
- (i) Any ballot paper received after the close of the ballot must not be counted.
- (j) The accidental omission to give a ballot paper to a member or the failure of any member to receive a ballot paper will not invalidate the ballot.

- (k) The Returning Officer in their discretion may permit candidates to each appoint one or two scrutineers, to scrutinise the counting of the ballot by the Returning Officer.
 - (l) Where scrutineers are permitted, every candidate has the same right to appoint a scrutineer or scrutineers and the following provisions apply.
 - (i) Neither a candidate nor a continuing Director may act as a scrutineer. However, this does not prevent either from being present at a draw to determine the order of candidates on the ballot paper.
 - (ii) A continuing Director may not act as a scrutineer.
 - (iii) A scrutineer must follow all directions from the Returning Officer.
 - (iv) The Returning Officer may proceed with opening a ballot box and with a count of the ballot whether or not any scrutineer is present and without delaying for any scrutineer who is not present.
 - (m) The voting must be conducted in accordance with the following procedure.
 - (i) Voting will be indicated by the placing of a mark within the square opposite the name of the candidate for whom the vote is cast. Voters must cast votes for no more than the number of candidates to be elected. A vote will be deemed to be informal if the member votes for more than the number of candidates to be elected.
 - (ii) Instructions as to the method of voting and the number of candidates for whom votes may be cast must appear on each ballot paper.
 - (iii) Ballots may be counted by the Returning Officer either progressively as the ballot proceeds or on the closing of the ballot, as the Returning Officer determines. Counting must take place on Club licensed premises.
 - (iv) The Returning Officer must decide if any particular ballot paper is informal.
 - (v) The Returning Officer must declare elected the required number of candidates who have received the highest number of votes.
 - (vi) In the event of 2 or more candidates having an equal number of votes for any position, the successful candidate will be determined by the drawing of lots by the Returning Officer in the presence of the candidates concerned or their scrutineers.
 - (n) The result of the ballot must be declared by the Returning Officer at the Annual General Meeting. The Returning Officer may report the results to the President on completion of the counting and must at or immediately after the Annual General Meeting confirm the results in writing to the CEO.
 - (o) For the avoidance of doubt, it is noted that a director in office at the commencement of the Annual General Meeting whose office is up for re-election at that meeting, continues in office until the conclusion of that meeting and despite the result of such ballot being declared at the meeting.
49. **Nomination Committee.** The Board pursuant to its other powers under this Constitution may from time to time appoint a Nomination Committee. At such times as a Nomination Committee exists, the following provisions apply.
- (a) The objects of the Nomination Committee include – identifying good potential candidates for election to the Board; encouraging good potential candidates to stand

for election to the Board; and considering and providing reports to the Board in relation to the qualifications of candidates for election to the Board.

- (b) The Nomination Committee is subject to any Code for Committees adopted by the Board from time to time and is governed by any Charter for the Nomination Committee adopted by the Board from time to time.
 - (c) The Board prior to the issue of ballot papers for an election of Directors may prepare and by majority decision adopt a report to members in relation to the qualifications of candidates for election to the Board. The Returning Officer must distribute any such report with the ballot papers for the particular election. The report must not be defamatory or misleading in the reasonable opinion of the Returning Officer taking account of any materials provided to him or her by the Board with its report or any candidate with their nomination. The Returning Officer may edit out and not forward, any part of any such Board Report which in the opinion of the Returning Officer after taking legal advice from the Club's legal advisor, does not meet those requirements.
50. **Board elections – By-laws.** The Board may from time to time make such By-laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection therewith.
51. **Triennial Rule.** The Directors are elected to the Board in accordance with the “triennial rule” set out in Schedule 4 of the *Registered Clubs Act* 1976 and otherwise in accordance with the provisions of this Constitution. For convenience of reference, that Schedule is reproduced below.

Schedule 4 Rules for election to governing body for term of 3 years

(Section 30)

1 Definitions

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)

3 First general meeting under triennial rule

(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.

4 Subsequent general meetings

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.

5 Casual vacancies

- (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 subclause (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.*

6 Re-election

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.

7 Revocation of triennial rule

If the triennial rule is revoked:

- (a) *at a general meeting—all the members of the governing body cease to hold office, or*
- (b) *at a meeting other than a general meeting—all the members of the governing body cease to hold office at the next succeeding general meeting,*
and an election shall be held at the meeting to elect the members of the governing body.

52. Additional appointments to the Board.

- (a) The Board may exercise any power conferred by the Registered Clubs Act to appoint additional persons as members of the Board, in addition to the number of directors elected in accordance with Rule 43 (Board make-up).
- (b) The qualification for a person to be appointed under this provision is that they must be an Ordinary member at the time of, and for the duration, of their appointment in accordance with the requirements of Regulation 23A(2)(b) of the Registered Clubs Regulation 2009 NSW. However, the provisions of Rule 47 (Limit on number of directors from a single interest group) apply equally in relation to any person who is being considered for appointment or who is appointed under this provision.
- (c) A person may only be appointed to the Board under this provision if they have first consented in writing to be so appointed and have provided the Board with the same documentation (with the minimum necessary changes) that would be required if the person was a candidate for election to the Board.
- (d) A resolution of appointment pursuant to this provision must:
- (i) record the term of appointment which must not exceed the maximum permitted by the Registered Clubs Act
 - (ii) state the reasons for the person's appointment, the person's relevant skills and qualifications, and any payments to be made to the person in connection with his or her appointment.
- (e) Within 21 days of an appointment being made, the Club must cause the required notice to be displayed at the premises of the Club.
- (f) A director appointed under this provision remains subject to all other provisions of this Constitution in relation to a director and without limiting those general words, the provisions of Rule 72.
- (g) However, a director appointed under this provision is automatically excused from having to comply with any Mandatory Training By-law (see Rule 68), except to the extent that the Board stipulates otherwise in the resolution of appointment.

- (h) No payment is to be made to a director appointed under this provision, in respect of their appointment or their service as a director, except only to the extent permitted by the Registered Clubs Act. The Board may award a director appointed under this provision, the whole or any part of any honorarium approved for such an appointee at the last Annual General Meeting or if no such honorarium has currently been approved, a director appointed under this provision is entitled to the same honorarium as approved for other directors at the last Annual General Meeting.

53. **Board responsibilities and powers.**

- (a) The Board is responsible for the management of the business and affairs of the Club.
- (b) 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.
- (c) Without limiting those general words the Board may:
 - (i) exercise the power of delegation in section 198D(1) of the Act; and
 - (ii) make By-laws in connection with the affairs or operations of the Club that are not contrary to any other provision of this Constitution but otherwise including without limitation, any matter otherwise regulated by this Constitution; and
 - (iii) make By-laws in connection with the privileges to be enjoyed by members including (without limiting those general words) implementing, varying or terminating one or more loyalty or reward programmes that provide privileges and benefits to particular members and other patrons including but not limited to in the form of discounts, commensurate with the level of the member or patron's transactions with the Club in their capacity as a member or patron; any loyalty or reward programme must comply with section 10(1)(i) of the Registered Clubs Act by being offered equally to any Full member even though a particular Full member may choose not to participate or a particular Full member may not reach the requisite level of transactions to be notified of the particular programme.

The restriction on the distribution of any profits or other income of the Club in Rule 8 applies and this provision is subject always to the other requirements of the Registered Clubs Act, the *Gaming Machines Act*, and the *Liquor Act* including but not limited to the Club's obligations in relation to the responsible service of alcohol and the responsible provision of gaming.

54. **By-Laws.** Any By-law made under this Constitution will come into force and has the full authority of a By-law of the Club on being posted upon the Club Notice Board.

55. **Sub-clubs.** The Board may permit any sub-club created under this Constitution 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 body controlling the game or activity in New South Wales (or the relevant State) or Australia on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club, capitation fees to any such controlling body or as required by such body.

56. **Sub-clubs and committees - eligibility.** A person is ineligible to be a member of any sub-club or committee created under this Constitution unless he or she is a financial Full member of the Club.

57. **Sub-clubs – bank accounts.** The Board may empower any sub-club or committee created under this Constitution to open and operate an account in the name of the sub-club in such

bank or financial institution as the Board may from time to time approve, provided that the persons eligible to operate upon any such account must be approved by the Board which from time to time may remove and replace such persons or any of them.

58. **Sub-clubs – management and reporting.** Subject to the absolute control and supervision of the Board, each such sub-club or committee created under this Constitution may manage its own affairs but must make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the sub-club or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.
59. **Sub-clubs - rules.**
- (a) Each sub-club must adopt rules and by-laws as directed by the Board.
 - (b) The rules or by-laws of each sub-club may be amended from time to time by a majority of the members for the time being of sub-club at a general meeting of such members either annually or at a meeting convened specifically for such purpose if but only if approved by the Board.
 - (c) No sub-club may incur any obligation or liability on behalf of the Club nor incur any obligation or liability in the name of the Club, except to the extent authorised by the Board or pursuant to a power of authorisation delegated by the Board.
60. **Sub-clubs – reports of disciplinary action.** Any disciplinary action which is taken by a sub-club or committee created under this Constitution in respect of any member of sub-club or committee must at once be reported to the Board together with the reasons for such action and with a recommendation as to further action (if any) to be taken by the Board.
61. **Proceedings of the Board.**
- (a) The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary but at least once in each calendar month for the transaction of business, and a record of all members of the Board present and of all resolutions and proceedings of the Board must be entered in a Minute Book provided for that purpose.
 - (b) The following provisions apply to permit Board meetings to be held using technology.
 - (i) A meeting of the directors may consist of a conference between directors some, or all, of whom are in different places if each director who participates is able:
 - (A) to hear each of the other participating directors addressing the meeting, and
 - (B) if they wish to address each of the other participating directors, to do so simultaneously.
 - (ii) Such a meeting may be held face to face, by conference telephone or by any other form of communication (whether or not it exists when this provision is adopted) or by a combination of any of those methods.
 - (iii) A quorum is present if at least the number of directors required to form a quorum are participating in accordance with the provisions above. A meeting held in this way is taken to take place where the person chairing the meeting is located.
 - (iv) Before a meeting, any director may give notice to the Secretary that they wish to participate in the meeting in any of the ways allowed under these provisions.

In that case, the Secretary must use all reasonable endeavours to arrange for the director to participate that way at the reasonable expense of the Club.

- (v) A director is conclusively presumed to be present and to form part of the quorum of a meeting at all times during a meeting when participating in a permissible manner by technology, unless the director has notified the chair that the director is leaving the meeting or the chair has actual knowledge that the connection to the director has ceased to function.
 - (vi) This provision does not limit the discretion of the directors to regulate their own meetings.
 - (c) A meeting of the Board may not be recorded unless all directors present consent. However, this provision does not prevent the chair (or at the direction of the chair, another director or an executive of the Club or other invitee) from using technology to dictate notes to assist with the preparation of minutes.
 - (d) Except where either the Chairperson deems it reasonably necessary to hold a meeting at shorter notice because of an emergency or shorter notice is agreed by all directors, each Director must be given at least 48 hours advance notice of any Board meeting other than a scheduled regular monthly Board meeting. Despite anything elsewhere in this Constitution, such notice is to be given by email to the last current email address for each director notified by them to the Secretary and it is the responsibility of each Director to keep the Secretary notified of their current email address and to monitor their email.
62. **Board meetings - chair.** The Chairperson will preside as the chair at every meeting of the Board. If the Chairperson is not present or is unwilling or unable to act, then the Vice-Chairperson will act as the chair. If the Vice-Chairperson is not present or is unwilling or unable to act, then the members of the Board present may elect their own chair.
63. **Board meetings - quorum.** The quorum for meetings of the Board is a majority of the members of the Board. No business may be conducted at a meeting of the Board except when a quorum is present.
64. **Board meetings - convening.** The Chairperson at any time may convene a meeting of the Board. The Secretary upon the request of not less than 2 members of the Board must convene a meeting of the Board.
65. **Board meetings - voting.** Subject to this Constitution, questions arising at any meeting of the Board must be decided by a majority of votes and a determination by a majority of the members of the Board will for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the chair of the meeting will have a second or casting vote.
66. **Director – defect in appointment.** All acts done by any meeting of the Board or by any person acting as a member of the Board will, 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.
67. **Board – circulating resolutions.** Subject to this Constitution a resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in identical wording each signed by one or more members of the Board.
68. **Mandatory Training By-laws.**

- (a) This Rule is to enable the Board to set its own mandatory requirements for director training through one or more By-laws, as follows. A director who does not comply with any such mandatory training requirement is automatically disqualified – see Rule 72 (each such mandatory training requirement being referred to below as a "Mandatory Training By-law").
- (b) In order to be effective, a Mandatory Training By-law must be adopted by a resolution of the Board in respect of which at least a majority of the directors then in office vote in favour
- (c) Despite anything to the contrary stated or implied in any Mandatory Training By-law, a Director is only obliged to meet the particular mandatory requirement within the later of – the period stated in the By-law, and:
 - (i) in the case of a Director who was in office immediately prior to the commencement of the 2013 Annual General Meeting – within two years of the adoption of the By-law (or such shorter period as all Directors unanimously resolve at the time of the adoption of the particular By-law), or in every other case
 - (ii) within one year of first being elected as a Director.

69. Mandatory training – variation or relaxation of requirements.

The Board by a resolution in respect of which at least a majority of the directors then in office vote in favour may for a particular candidate or director:

- (a) waive or vary a requirement under Rule 45 (Mandatory Qualifications) or Rule 68 (Mandatory Training By-laws) where there are exceptional circumstances (and that may include taking into account that the particular director or candidate has already director training and skills by virtue of an existing qualification or past experience); and
- (b) approve of an alternative course of training or qualification in lieu of the requirement of one or other or both of those Rules 45 and 68.

70. Directors – conflicts of interest. A member of the Board is not disqualified by reason of his or her office from contracting with the Club either as vendor or purchaser or otherwise, nor will any such contract or arrangement entered into, by or on behalf of the Club in which any member of the Board is in any way interested be avoided, nor will any member of the Board so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such member of the Board holding that office or of the fiduciary relationship thereby established, but in accordance with the provisions of Section 191 of the Act it is the duty of the member of the Board to declare the nature of his or her interest at a meeting of the Board and to observe the restrictions under the Act on being present while the matter is being considered and on voting on the matter; and it is the duty of the Secretary to record such declaration in the Minutes of the meeting and to record such declaration in accordance with the requirements of the Registered Clubs Act.

71. Directors - removal. A director may be removed from office in accordance with the procedure prescribed in section 203D of the Act and where a director is so removed at a meeting of the members, the members at that meeting by resolution may appoint another person in lieu to fill the casual vacancy arising and the person appointed holds office only until the next succeeding general meeting – see Rule 51 (Triennial Rule).

72. Directors – automatic disqualification. The office of a member of the Board is immediately vacated if that person:

- (a) becomes insolvent under administration or assigns his or her estate for the benefit of or compounds with his or her creditors;

- (b) is found guilty (whether or not a conviction is recorded) of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months;
- (c) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
- (e) by notice in writing given to the Secretary resigns from office;
- (f) becomes prohibited from being a member of the Board by reason of any order made under the Act or the Registered Clubs Act;
- (g) becomes an employee of the Club;
- (h) ceases to be a member of the Club;
- (i) does not within the required period meet the requirement of a Mandatory Training By-law (see Rule 69);
- (j) fails to declare the nature of any material personal interest in accordance with Part 2D.1 Division 2 of the Act and section 41C of the Registered Clubs Act;
- (k) becomes prohibited from being a member of the Board by reason of any provision of this Constitution such as becoming disqualified under any provision of this Constitution; or
- (l) is otherwise disqualified under a provision of this Constitution from continuing as a Director.

73. Board – casual vacancy.

- (a) The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy but irrespective of whether the member meets the Mandatory Pre-nomination Qualification specified in Rule 45. The member so appointed will hold office only until the conclusion of the next Annual General Meeting – see Rule 51.
- (b) The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.
- (c) Any casual vacancy arising because there are insufficient qualified candidates to fill all available vacancies at an election of the Board are to be filled pursuant to this Rule 73.

74. General meetings.

- (a) A General Meeting called the Annual General Meeting must be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the end of the Club's financial year. All general meetings other than Annual General Meetings are called General Meetings.
- (b) The Board may direct that any General Meeting be held at two or more venues using any technology that gives members as a whole a reasonable opportunity to participate.

75. **Member rights – general meetings.**

- (a) Members may give notice of a resolution that they propose to move at a general meeting, only as permitted by and in accordance with section 249N of the Act.
- (b) The Board must arrange to hold a general meeting on the request of members but only if the request is in accordance with section 249D of the Act.

76. **General meetings - notice.** At least 21 days notice specifying the place, day and hour of a General Meeting and the nature of the business of the meeting and the wording of any resolution to be proposed at the meeting, must be given in the manner provided by this Constitution to all members entitled to attend and vote at General Meetings of the Club, but the meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member.

77. **General meetings - quorum.**

- (a) No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at a General Meeting convened on the request of members is not less than 100 members present and entitled to vote, and at all other General Meetings and at all Annual General Meetings is not less than 30 members present and entitled to vote.
- (b) If within 15 minutes from the time appointed for any General Meeting a quorum is not present, the meeting if convened upon the request of members will be dissolved. In any other case it will 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. If at such adjourned General Meeting a quorum is not present, the members who are present and entitled to vote will be a quorum and may transact the business for which the meeting was called.
- (c) If the Chairperson at a General Meeting at any time determines that a quorum is no longer present then the meeting if convened upon the request of members is ended or in any other case, the meeting stands 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.

78. **General meetings - business.** The ordinary business of any Annual General Meeting is to receive and consider the reports prescribed by Section 317 of the Act and to elect, as required and in the manner provided in this Constitution, members of the Board, and subject to the Act, to appoint an Auditor or Auditors.

79. **General meetings – restrictions on speaking.** Except at the specific invitation of the chair, a person may not speak or vote at a General Meeting if they:

- (a) are an employee of the Club or have been an employee at any time within the previous 2 years; or
- (b) at any time have or within the previous three years have had, a material personal interest in any contract or arrangement for the supply of goods or services to the Club for which the Club has paid or will be obliged to pay more than \$10,000 in any 12 month period (this can include but is not limited to, being a member, officer or employee of a relevant supplier; however, an honorarium approved at an Annual General Meeting in respect of special honorary services rendered, does not count for this purpose).

80. **General meetings – management of proceedings.**

- (a) The chair of a General Meeting may refuse admission to (or turn out), anyone who is not entitled under this Constitution to be at that meeting and also turn out any Member if they:
 - (i) seek to activate, have a camera, tape recorder or video camera or other audio or visual recording device
 - (ii) have a placard or banner
 - (iii) have any article which the chair considers to be dangerous, offensive or liable to cause disruption
 - (iv) refuse to produce or to permit examination of any article, or the contents of any article in their possession, or
 - (v) behave or threaten to behave in a dangerous, offensive or disruptive manner.
 - (b) The chair at a General Meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting and may require the adoption of any procedures which are in his or her opinion reasonably necessary or desirable for:
 - (i) proper and orderly debate or discussion including limiting the time that a person present may speak on a motion or other item of business before the meeting; and
 - (ii) the proper and orderly casting or recording of votes, whether on a show of hands or on a poll.
 - (c) Subject to sections 250S and 250T of the Act, the chair of a General Meeting may at any time he or she considers it reasonably necessary or desirable for the proper and orderly conduct of the meeting
 - (i) terminate debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote
 - (ii) allow debate or discussion on any business, question, motion or resolution being considered by the meeting to continue
 - (iii) decline to take or act on a point of order or procedural motion (and so there is no doubt, it is recorded that nothing in this Rule 80 takes anything away from the duty of the chair under sections 250S and 250T of the Act and to ensure the proper and fair conduct of the meeting including in relation to debating and voting on motions on the notice paper).
81. **General meetings - chair.** The Chairperson is entitled to take the chair at every General Meeting. If the Chairperson is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then the Vice-Chairperson will act as the chair. If the Vice-Chairperson is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the Directors present will elect a member of the Board or another member to be the chair of the meeting. Failing that, the members present will elect one of their number to be the chair of the meeting.
82. **General meetings - voting.** Every question submitted to a General Meeting will be decided by a show of hands (unless a poll is demanded by the chair or by not less than 5 members) and in the case of an equality of votes whether on show of hands or on a poll the chair of the meeting will have a second or casting vote.
83. **General meetings - proxy voting prohibition.** Voting by proxy is not allowed:

- (a) at any election of the Board;
 - (b) at any meeting of the Board or of a committee of the Club; or
 - (c) at any General Meeting.
84. **General meetings – declaration of resolutions.** At any General Meeting (unless a poll is demanded), a declaration by the chair that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of the proceedings of the Club, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
85. **General meetings - polls.**
- (a) If a poll is duly demanded it must be taken in such manner and either at once or after the interval or adjournment or otherwise as the chair directs and the result of the poll will be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of the chair or on a question of adjournment must be taken immediately.
 - (b) A demand for a poll may be withdrawn.
86. **General meetings - adjournment.** The chair of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting must for all purposes be treated as having been passed on the date when it was in fact passed and must not be deemed to have been passed on any earlier date. It is not necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for one month or more, when notice of the adjourned meeting must be given as in the case of an original meeting.
87. **General meetings - minutes.** Minutes of all resolutions and proceedings at General Meetings must be entered within one month of the meeting in a book provided for that purpose. Any such Minutes must be signed by the chair of the meeting to which it relates or by the chair of the next succeeding meeting, and if purporting to be so signed is prima facie evidence of the proceedings to which it relates.
88. **Accounts.** The Board must cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
89. **Books of Account - location.** The books of account must be kept at the Office or at such other place as the Board thinks fit. The Club must at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other Act to inspect such records.
90. **Annual reports.** The Club must, within 4 months after the end of the Club's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), send to each member of the Club, but subject to Section 316 of the Act, the reports required under section 314 of the Act, to be provided to members.
91. **Financial year.** The financial year of the Club commences on the first day of July and ends on the last day of June in each year or, subject to the Act, is for such other period as the Board may determine.
92. **Auditors.** Auditors must be appointed and their duties regulated in accordance with the Act and their remuneration is to be fixed by the Board.

93. **Secretary.** The Board must appoint one but not more than one Secretary who is the Chief Executive Officer of the Club.
94. **Common seal.** The Club if so determined by the Board may but need not have a common seal. Where the Board determines that the Club is to have a common seal, the provisions of section 123 of the Act apply including but not limited to the power for the Board to determine that the Club is also to have a duplicate common seal.
95. **Signing of documents.**
- (a) The Club may execute a document (including a deed) where the Club does not have a common seal, by having the document signed by two directors or a director and the Secretary.
 - (b) If the Club does have a common seal then the Club may execute a document if the seal is fixed to the document and witnessed by two directors or a director and the Secretary.
 - (c) In accordance with section 127 of the Act, this Rule does not limit the ways in which the Club may execute a document (including a deed).
 - (d) Nothing in this Rule authorises the execution of a deed or any other document on behalf of the Club except with or pursuant to the authority of the Board.
96. **Notices.**
- (a) A notice may be given by the Club to any member either:
 - (i) personally; or
 - (ii) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or
 - (iii) by sending the notice to the facsimile number or electronic (or virtual) address (if any) nominated by the member.
 - (b) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
 - (c) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
 - (d) If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Club Notice Board is deemed to be notice to such member at the expiration of 24 hours after it is so posted up.
97. **Electronic Communications and Technology.**
- (a) For the purposes of anything under or in connection with these Rules, the Board may approve any of the following and may delegate that power of approval to a Committee or to the Secretary:
 - (i) any transaction with the Club taking place in part or wholly by means of one or more electronic communications

- (ii) the provision of any information by means of one or more electronic communications, and
 - (iii) the lodgment of any nomination for membership or for election, by means of electronic communication.
- (b) An approval may be general or for a particular case. An approval may be given despite any express or implied requirement for writing elsewhere in these Rules and in lieu of the requirement for writing.
- (c) Despite anything in Rule 48 or elsewhere in these Rules, the Board may approve of:
- (i) the provision of or publication to members, of details of a ballot for the election of Directors and of the prescribed details and photos of the candidates, and
 - (ii) voting and administration of the ballot for the election of Directors (including, at the discretion of the Board, voting without attendance at any of the Club's premises)

by means of one or more electronic communications (including online or by the use of other technology). Any such By-law must stipulate procedures that are broadly in conformity with the procedures applicable in relation to physical voting by ballot, with the minimum changes reasonably necessary to accommodate or fit with the particular use of electronic communications and other technology. The election must still be under the overall supervision and control of the Returning Officer even where the provision of electronic communications, online access or other technology is through an external organisation.

98. Officers - indemnity.

- (a) To the extent permitted by law, the Club:
- (i) must indemnify each Relevant Officer against a Liability of that person and Legal Costs of that person
 - (ii) may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person
 - (iii) may pay, or agree to pay, a premium for a contract insuring a Relevant Officer against a Liability of that person and Legal Costs of that person
 - (iv) may enter into an agreement or deed on terms and conditions determined by the Board, with a Relevant Officer or a person who is, or has been an officer of the Club or a subsidiary of the Club, under which the Club must do all or any of the following:
 - (A) keep books of the Club and allow either or both that person and that person's advisers access to those books on the terms agreed
 - (B) indemnify that person against any Liability of that person
 - (C) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person
 - (D) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Club or a subsidiary of the Club, on the terms agreed (including as to the payment of all or part of the premium for the contract of insurance).

- (b) Any such agreement or deed with a Relevant Officer or other such person, must first be approved by the Board in conformity with section 41K of the Registered Clubs Act. For the purposes of section 191(2)(a)(iii) of the Act, such contract or agreement, being subject to approval by the members, is by the resolution inserting this provision in this Constitution, approved by the members.

99. **Mortality Fund.** The Mortality Fund, which was established on 1 January 1973, has the following rules and benefits.

- (a) All Ordinary members of the Club who were admitted to membership before midnight at the end of 31 October 2008, but not any other members, are eligible to partake of the Mortality Fund.
- (b) An amount as the Board may determine from time to time will be set aside from each member's subscription to finance the Mortality Fund, and this amount will be subsidised by an equal amount from general funds.
- (c) Benefits from the Mortality Fund are \$200, payable to the next of kin of a deceased member.
- (d) The Board is authorised if circumstances demand to wind up the Mortality Fund and to repay members the contributions paid by them, plus interest at the rate of 5% per annum. Any surplus remaining after such winding up will be absorbed into the general funds of the Club.
- (e) Any member who ceases to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the entrance fee or subscription or otherwise) will forfeit any benefits from the Mortality Fund.
- (f) If a member is not a financial member, the Mortality Fund will retain that member's contribution as the property of the Mortality Fund. If that member again becomes a financial member, he or she must recommence membership of the Mortality Fund as a new member.

100. **Constitution - copies.** A copy of this Constitution must be supplied to a member on request being made to the Secretary and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or such lesser fee as determined by the Board.

101. **Constitution - amendments.**

- (a) Subject to the provisions of Rules 16, 20 and 44, this Constitution may be amended only by a resolution passed by a three-quarters majority of Life members and financial Ordinary members who are present and voting at a General Meeting, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with the Act.
- (b) For the purposes of s. 246B of the Act, the rights of members in any class of members of the Club may be varied or cancelled by a special resolution varying this Constitution that is passed in accordance with Rule 101(a) of the members at a general meeting of the members of the Club, without a separate meeting or resolution in that class. A special resolution that amends the Club's Constitution is sufficient for this purpose.