

CORPORATIONS ACT 2001

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

CONSTITUTION

of

CASINO RETURNED SERVICEMEN'S MEMORIAL CLUB LIMITED

ABN 56 000 144 963

NAME

1. The name of the company (referred to as "the Club") is "Casino Returned Servicemen's Memorial Club Limited".

DEFINITIONS

2. Unless the context or subject matter otherwise requires:

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

"the Board" means the members for the time being of the Board of Directors of the Club.

"By-law" means any By-law made in accordance with this Constitution.

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

"Constitution" means this Constitution.

"Director" means a member of the Board.

"financial member" means any Full Member who has paid all money payable by him or her to the Club by the due date for payment thereof.

"Full Member" means a person who is an Ordinary Member or a Life Member of the Club.

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

"General Meeting" includes Annual General Meeting.

"in writing" and "written" include any mode of representing or reproducing words, figures, drawings or symbols in a visible form.

"Liquor Act" means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

"month" means calendar month.

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

"officer" means an officer as defined in the Act.

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

"the Registered Clubs Act" means the Registered Clubs Act 1976. When any provision of the Registered Clubs Act is referred to, that reference is to that provision as modified by any law for the time being in force.

"Rules" means the Rules comprising this Constitution.

"Seal" means the common seal of the Club.

"Secretary" includes Chief Executive Officer, General Manager, Secretary Manager or Honorary Secretary or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.

"special resolution" has the same meaning as in the Act.

INTERPRETATION

3. This Constitution is subject to the Act and the Registered Clubs Act. To the extent that any of the provisions in this Constitution are inconsistent with these Acts and might prevent the Club being registered under these Acts, those provisions will be inoperative and have no effect.
4. A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws 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.
5. The "replaceable rules" contained in the Act are hereby excluded and do not apply to the Club except in so far as they are repeated or contained in this Constitution.
6. (a) Unless the context or subject matter otherwise requires:
 - (i) words indicating one gender include the other gender and vice versa; and
 - (ii) words indicating the singular include the plural and vice versa.

- (b) Headings and the index are included for convenience only and do not form part of this Constitution.

REQUIREMENTS OF THE REGISTERED CLUBS ACT

7. The Club is established for the objects set out in this Constitution.
8. (a) The Club is a company limited by guarantee and 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 grant to the Club of, or the fact that the Club has applied for, a certificate of registration under Part 2 of the Registered Clubs Act, or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
- (d) The Secretary, or an 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 the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
9. (a) 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.
- (b) 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.
10. (a) Liquor must not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.
- (b) Liquor must not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years must not use or operate poker machines or any other forms of gaming devices on the premises of the Club.
- (d) Subject to subsection 2(b) of Section 73 of the Gaming Machines Act 2001, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment

or part payment by way of commission or an allowance from or on any such receipts.

- (e) Subject to subsection 2 of Section 74 of the Gaming Machines Act 2001, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

11. Voting by proxy is not permitted:

- (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.

OBJECTS

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

- (a) To take over the assets and liabilities of the association or club known as "Returned Soldiers' Memorial Club (Casino)".
- (b) To provide a club house and accommodation for members and their guests and visitors and other buildings with all appurtenances and conveniences, recreation grounds, sports, games, or playing areas (including bowling greens, golf courses, gymnasias and tennis courts), as may be deemed expedient or desirable.
- (c) To perpetuate the memory of deceased members of the armed services.
- (d) To provide a meeting place for all war-related non-profit organisations and for such other bodies, organisations or institutions as may at any time hereafter take over or assume the functions and objects of either of the same.
- (e) To assist in charitable movements in the town and district of Casino.
- (f) To provide a meeting place for such bodies or organisations of the town and district of or surrounding Casino as may be calculated or intended to promote the progress, recreation or welfare of the citizens or residents of the said town or district by such means for such periods and upon such terms and conditions as may seem desirable or expedient.
- (g) To encourage and promote such sports, games, amusements and entertainments, pastimes and recreations, indoor and outdoor, as the Club may deem expedient.
- (h) To hold or arrange matches or competitions of all kinds and to offer and grant or contribute towards the provision of prizes, awards and distinctions.
- (i) To construct, erect or alter any buildings, homes, houses, halls, pavilions, workshops, stables, garages, sheds and other conveniences and works necessary or convenient for the purpose of the Club and to furnish and maintain same and to provide, lay out, prepare and maintain erections, lawns, grounds and areas and means of recreation

and to permit the same to be used by residents and other persons either gratuitously or for payment.

- (j) To raise money by entrance fees, subscriptions or otherwise as may be deemed expedient to afford its members all the usual privileges, advantages, conveniences and accommodation of a club.
- (k) To purchase or otherwise acquire the whole or any part of the undertaking, property and liabilities of any other company, body or association whether incorporated or not having objects altogether or in part similar to those of the Club; or possessed of property suitable for the purposes of the Club.
- (l) To take, or otherwise acquire and hold shares in or become a member of any other company, body or association, whether incorporated or not, having objects altogether or in part similar to those of the Club; or carrying on any club or undertaking capable of being conducted so as directly or indirectly to benefit the Club.
- (m) To purchase, take on lease or exchange, hire or otherwise acquire any lands, buildings, easements, rights or property, real or personal, which may be deemed necessary or convenient for any of the purposes of the Club.
- (n) To buy, sell, supply and deal in all kinds of equipment, apparatus, provisions, liquor, meals, refreshments and the like usually required by members and their guests frequenting the club house and grounds of the Club.
- (o) To sell, convey, transfer, lease, assign, mortgage, charge, give in exchange, dispose of, manage or otherwise deal with all or any of the property real or personal of the Club; but if the Club takes or holds any property which may be subject to any trusts it will only deal with the same in such manner as allowed by law having regard to such trusts.
- (p) To borrow or raise money by the issue of or upon bonds, debentures, stocks, bills of exchange, promissory notes or other obligations or securities of the Club, or by mortgage, charge or lien over all or any part of the real or personal property of the Club both present and future, and to purchase, redeem, discharge or pay off any such securities, obligations, mortgages, charges or liens.
- (q) To give any guarantee or enter into any bond in connection with the affairs of the Club and to indemnify any person or persons who may incur or have incurred any personal liability for the benefit of the Club.
- (r) To apply for and obtain and hold a certificate of registration or any other licence or licences under the Registered Clubs Act or any other Act or law for the time being operative and for such purpose or purposes to appoint, if necessary or desirable, a Secretary to act as licensee and hold the certificate of registration or other licence or licences on behalf of the Club.
- (s) To invest and deal with the funds and moneys of the Club in and upon such securities and investments and in such manner and in such terms and conditions as may from time to time be determined and from time to time to vary and realise such securities and investments.

- (t) To raise and collect funds by private subscription, public appeal, art unions, donations or otherwise and to accept any legacy, bequest, devise or gift of property whether subject to any special trust or not for all or any of the objects of the Club.
 - (u) To hold, promote, assist or encourage sales of work, bazaars, entertainments, competitions, plays, public and other meetings and to make or hire any public hall or other building for any such purpose and to procure or authorise the delivery of lectures or addresses calculated to benefit the Club or any branch of its work and to distribute gratuitously or otherwise literature of any kind connected with or calculated to assist any of the objects of the Club.
 - (v) To undertake and execute any trusts or any agency business which may seem to the Club conducive to any of its objects.
 - (w) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
 - (x) To do such acts, deeds, matters and things and to enter into and make all such agreements as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club or any of them.
13. The income and property of the Club, howsoever derived, must be applied solely towards the promotion of the objects of the Club as set out 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 nothing herein is to be construed as preventing the payment of an honorarium in respect of special honorary services rendered, repayment of out-of-pocket expenses, payment of interest on money lent, payment for sale or hire of goods or payment of rent for premises let to the Club.

WINDING UP

14. The liability of the members of the Club is limited.
- 15.
- (a) Each member undertakes to contribute an amount not exceeding two dollars (\$2.00) if the Club is wound up:
 - (i) while he or she is a member of the Club; or
 - (ii) within one year of the date that he or she ceases to be a member.
 - (b) The contribution referred to in Rule 15(a) shall be for the:
 - (i) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and

- (ii) costs, charges and expenses of winding up.

16.

- (a) If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:
 - (i) not be transferred, paid to or distributed among the members;
 - (ii) be given or transferred to the Casino Sub-branch of the Returned Servicemen's League of Australia; or to the extent that this Rule 16(a)(ii) cannot be complied with,
 - (iii) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.
- (b) The institution or institutions referred to in Rule 16(a)(iii) shall be determined by:
 - (i) the members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution; or in default thereof
 - (ii) the Supreme Court of New South Wales.
- (c) So far as effect cannot be given to the provisions of Rules 16(a) and 16(b) then any remaining property shall be given to some charitable object.

MEMBERSHIP

- 17. The number of Full Members of the Club shall be determined by the Board of the Club from time to time provided always that the number of Ordinary members of the Club shall be not less than number prescribed in Section 12 of the Registered Clubs.
- 18. At least 25% of Full Members of the Club must at all times have the right to vote at the election of the Board.
- 19. A person must not be admitted to membership of the Club except as an Ordinary Member, Life Member, Honorary Member, Temporary Member or Provisional Member.
- 20. A person who is under the age of 18 years will not be admitted to any class of Ordinary membership.
- 21. All classes of membership are open to both genders.
- 22. Unless and until otherwise determined by the Board, there will be one class of Ordinary membership called Club membership.
- 23. The persons whose names at the date of the special resolution adopting this Constitution are entered in the Club's Register of Members and other persons as the Board admits to membership in accordance with this Constitution are the members of the Club.

CLUB MEMBERSHIP

24. Any person who has attained the age of 18 years is eligible for election to Club membership.

LIFE MEMBERSHIP

25. (a) A financial member of not less than 5 consecutive years standing in the class of Club membership is eligible for election to Life membership if that person:
- (i) has rendered special services to the Club; and
 - (ii) is recommended by the Board for election to Life membership.
- (b) A person who satisfies the eligibility requirements in paragraph (a) will be duly elected to Life membership if a resolution to that effect is carried by a three-quarters majority of members who are present and voting at a General Meeting.
- (c) Not more than one person may be elected to Life membership in each financial year.

RIGHTS OF MEMBERS

26. A Life Member will have all the entitlements, rights and privileges of a Club Member. In addition, a Life Member will be exempt from payment of subscriptions or levies.
27. Financial members in the classes of Life membership and Club membership are entitled to attend and to vote on all matters at General Meetings and to vote at the election of the Board.
28. Each member who is entitled to vote has one vote, but cannot vote by proxy.
29. (a) 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.
- (b) Without limiting the general powers of the Board conferred in paragraph (a), all members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:
- (i) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
 - (ii) the Club's responsible service of gambling policy (as adopted and amended by the Board from time to time).

HONORARY MEMBERSHIP

30. The following persons may be admitted as Honorary Members of the Club in accordance with procedures established by the Board from time to time:
- (a) the Patron or Patrons for the time being of the Club;
 - (b) any prominent citizen or local dignitary.

31. (a) Honorary Members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.
- (b) Honorary Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time. Honorary Members 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.
- (c) The Board has power to cancel the membership of any Honorary Member without notice and without being required to give reason.
- (d) When Honorary membership is conferred on any person, the following particulars must be entered in the Club's Register of Honorary Members:
- (i) the name in full, or the surname and initials, of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary membership is conferred;
 - (iv) the date on which Honorary membership is to cease.

TEMPORARY MEMBERSHIP

32. The following persons may be admitted as Temporary Members of the Club in accordance with procedures established by the Board from time to time:
- (a) a person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's premises or such greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution;
 - (b) a full member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
 - (c) a full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full Member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;
 - (d) an interstate or overseas visitor.
33. (a) Temporary Members are not required to pay an entrance fee or subscription, but may be required to pay a Temporary membership fee as determined by the Board from time to time.
- (b) Temporary Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time. Temporary Members 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.

- (c) 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.
- (d) A person under the age of 18 years will not be admitted as a Temporary Member other than pursuant to Rule 32(c).
- (e) When a Temporary Member (other than a Temporary Member admitted pursuant to Rule 32(c)) first enters the Club's premises on any day, the following particulars must be entered in the Club's Register of Temporary Members:
 - (i) the name in full, or the surname and initials, of the Temporary Member;
 - (ii) the residential address of the Temporary Member;
 - (iii) the date on which Temporary membership is granted;
 - (iv) the signature of the Temporary Member.

PROVISIONAL MEMBERSHIP

34. (a) A person may be admitted to Provisional membership of the Club pending the decision of the Board in relation to his or her application for Ordinary membership. The requirements for admission to Provisional membership are:
- (i) the person has applied for a class of Ordinary membership on the Club's nomination form; and
 - (ii) the person has paid the appropriate entrance fee (if any) and subscription.
- (b) Should a person who is admitted as a Provisional Member not be elected to Ordinary membership of the Club within 6 weeks from the date of depositing the nomination form at the Office or should that person's application for membership be rejected (whichever is the earlier), that person will cease to be a Provisional Member. The entrance fee (if any) and subscription submitted with the nomination form will be returned to that person.
- (c) If the Board approves the application for membership, that person will cease to be a Provisional Member and from the date of approval the person will be admitted to the class of Ordinary membership applied for.
- (d) Provisional Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time. Provisional Members 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.

GUESTS

35. (a) All members will have the privilege of introducing guests to the Club. However, a Temporary Member may only introduce (but not sign in) a guest who is under the age of 18 years and in relation to whom the Temporary Member is a responsible adult.
- (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 subscription or other money due to the Club or who is currently under suspension.

- (c) A member is responsible for the conduct of any guest that he or she may introduce to the Club.
- (d) The Board has power to make By-laws from time to time, not inconsistent with 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 introduced that guest.
- (f) A guest must not remain on the Club's premises any longer than the member who introduced 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) at any time without notice and without being required to give 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.
- (i) If an 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 again be made in the Register if that guest subsequently enters the Club's premises on that day as the guest of that member.

ELECTION OF MEMBERS

- 36. A person must not be admitted as an Ordinary Member of the Club unless that person is elected to membership by a majority of the Directors present and voting at either a meeting of the Board or of a duly appointed committee, the names of those Directors present and voting at that meeting being recorded by the Secretary.
- 37. A candidate for Ordinary membership must be proposed by one and seconded by another Life Member or Club Member.
- 38. (a) A nomination form must be completed in respect of every application for Ordinary membership.
- (b) The nomination form will contain such particulars as are from time to time prescribed by the Board. The nomination form will as a minimum include the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club.

- (c) The nomination form must be signed by the proposer, seconder and the candidate.
 - (d) The appropriate entrance fee (if any) and subscription may be lodged with the nomination form.
 - (e) The nomination form must be deposited at the Office. The Secretary must cause the name and address of the candidate to be displayed on the Club Notice Board or in some other conspicuous place in the Clubhouse for a continuous period of not less than 7 days before the election of the candidate as a member of the Club. An interval of at least 14 days must elapse between the proposal of a candidate for election and the candidate's election.
 - (f) The Board may reject any application for membership without giving any reason for the rejection. The Secretary will as soon as practicable return to a rejected candidate the amount of the entrance fee (if any) and subscription lodged with the application.
 - (g) The Board has the power to make By-laws regulating all matters in connection with the election of a member not otherwise provided by this Constitution.
39. When a person has been elected to membership, the Secretary will enter that person's name and details in the Club's Register of Members. The member so elected is deemed to have agreed to be bound by this Constitution and the By-laws from time to time in force.

TRANSFER OF MEMBERSHIP

40. (a) The Board may, at its discretion, on the written application of a member who has the qualifications for and wishes to become a member of a different class (if any different class exists), transfer that member from any class of Ordinary membership to another class of Ordinary membership. The Board may, if thought appropriate, make an adjustment in the entrance fee (if any) and subscription paid or payable by that member so transferred for the membership year in which the transfer takes place.
- (b) The Board may appoint a committee to exercise the powers of the Board in relation to the transfer of membership.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

41. Membership subscriptions must be paid annually in advance or may, if the Board so directs and approves, be paid by monthly, quarterly or half-yearly instalments in advance or for more than one year in advance. The Board will from time to time prescribe the time and manner of payment and all other related matters not especially provided for in this Constitution.
42. (a) The Board will from time to time prescribe the entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club. However, the amount payable by Ordinary Members must not be less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.
- (b) The Board has power to make charges and levies on Ordinary Members for general or special purposes.

43. The Board may at any time or times suspend the payment of entrance fees either generally or in respect of individual cases, and has the discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.
44. (a) If a member has not paid the subscription or any other money due to the Club on or before the due date for payment, the member ceases to be a financial member.
- (b) If the member pays the subscription or other money within 3 months after the due date for payment, that member will again be a financial member.
- (c) If the subscription or other money remains unpaid after 3 months from the due date for payment (or any further time which the Club in its absolute discretion may permit), the defaulting member will be debarred from all privileges of membership and will cease to be a member of the Club.

ABSENTEE LIST

45. 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 member will be placed on an Absentee List.

PATRON

46. (a) The members in General Meeting may appoint one or more Patrons from time to time upon a recommendation being made by the Board to the meeting.
- (b) A Patron who is not a member of the Club will be deemed to be an Honorary Member while he or she remains a Patron.

ADDRESSES OF MEMBERS

47. A member must advise the Secretary of any change in his or her address.

REGISTERS OF MEMBERS AND GUESTS

48. The Club must keep the following registers:
- (a) a register of persons who are Full Members of the Club, which will set out 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 Club's premises as guests of members.

DISCIPLINARY PROCEEDINGS

49. (a) The Board has the power to reprimand, suspend from any or all privileges of membership for such period as it considers fit, expel or accept the resignation of any Full Member if, in its opinion, that member:
- (i) has refused or neglected to comply with any provision of this Constitution or of the By-laws; or
 - (ii) is guilty of any conduct prejudicial to the interests of the Club; or
 - (iii) is guilty of any conduct which is unbecoming of a member; or
 - (iv) is guilty of any conduct which renders the member unfit for membership.
- (b) The Board must comply with the following procedure when exercising its powers under paragraph (a):
- (i) The Club must give written notice to the member of any charge against that member under this Rule, at least 7 clear days before the meeting of the Board at which the charge is to be heard. The notice will set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.
 - (ii) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing.
 - (iii) At the meeting, the member charged is entitled to call witnesses in his or her defence.
 - (iv) The voting by the Directors present at the meeting will be in that manner as is decided by the Board. A resolution at the meeting will not be passed unless at least a two-thirds majority of the Directors present vote in favour of that resolution.
 - (v) If the member fails to attend the meeting, the Board may hear the charge and, on the evidence before it, make a decision as to the member's guilt and, if found guilty, the separate decision as to penalty. However, the Board must have regard to any representations made to it in writing by the member charged.
 - (vi) After the Board has considered all the evidence put against the member it must come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board must, if the member has attended the meeting and has been found guilty, inform the member prior to considering any penalty.
 - (vii) If the member has attended the meeting, he or she must be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which he or she has been found guilty.
 - (viii) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to give any reason for its decision.

(c) In the event that a notice of charge is issued to a member pursuant to paragraph (b)(i):

- (i) the Board by resolution; or
- (ii) the Secretary (independently of the Board)

shall have the power to immediately suspend that member from any or all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to that member.

50. (a) In addition to any powers under Section 77 of the Liquor Act, the Secretary or an employee of the Club then on duty, may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person :

- (i) who is intoxicated, violent, quarrelsome or indecent; or
- (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
- (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or Liquor Act;
- (iv) who hawks, peddles or sells any goods on the premises of the Club;
- (v) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;
- (vi) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant;
- (vii) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club;
- (viii) who has engaged or used any part of the premises for an unlawful purpose; or
- (ix) who has engaged in conduct which may be prejudicial to the interests of the Club or which may be conduct unbecoming of a member.

(b)

(c) The Secretary or the senior employee of the Club who has exercised the power referred to in paragraph (a) he or she may immediately suspend that person's membership of the Club and, if so, must make a written report to the Board 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.

(d) Any suspension of a member by the Secretary or the senior employee pursuant to paragraph (c) will continue until further notice is given to the member pursuant to Rule 49.

- (e) If pursuant to Rule 50(a) a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 50(g)) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (f) Without limiting Rule 50(e), if a person has been refused admission to or turned out of the Club in accordance with Rule 50(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- (g) Without limiting Rule 50(e), if a person has been refused admission to or turned out of the Club in accordance with Rule 50(a), the person must not:
 - (i) remain in the vicinity of the Club; or
 - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

51.

- (a) Any member suspended pursuant to Rules 49 or 50 shall during the period of such suspension not be entitled to:
 - (i) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (ii) participate in any of the social or sporting activities of the Club or any sub club without the permission of the Board;
 - (iii) attend or vote at any meeting of the Club or any sub club;
 - (iv) nominate or be elected or appointed to the Board or any committee of a sub club;
 - (v) vote in the election of the Board or any committee of a sub club;
 - (vi) propose, second or nominate any eligible member for any office of the Club or any sub club;
 - (vii) propose, second or nominate any eligible member for Life membership.
- (b) Any member who has been expelled by a decision of the Board pursuant to Rule 49 shall not be able to make application to rejoin the Club within such period as shall be fixed by the Board at the disciplinary hearing at which the decision to expel the member is made. The member involved shall be notified of this period when being advised of the decision to expel him from the Club or at such later date as determined by the Board.

DISCIPLINARY COMMITTEE

52.

- (a) The Board may by resolution delegate all of the powers and functions given to the Board by Rules 49 and 50 to a Disciplinary Committee comprising not less than three (3):
- (i) directors of the Club;
 - (ii) Life members or financial Full members of the Club;
 - (iii) management staff of the Club; or
 - (iv) any combination whatsoever of (i), (ii) and (iii) above,
- selected by the Board.
- (b) The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 49 save that:
- (i) a quorum of the Disciplinary Committee shall be three (3) persons referred to in Rule 52(a); and
 - (ii) all references to the Board in Rule 49 shall be read as being references to the Disciplinary Committee;
 - (iii) the Disciplinary Committee shall not be required to provide any reason for its decision.
- (c) The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 49 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:
- (i) the procedure set out in Rule 49 is followed; and
 - (ii) the member is notified that the Board is exercising the power under this Rule 52(c) within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.
- (d) The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 52(a) and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

RESIGNATION AND CESSATION OF MEMBERSHIP

53. (a) A member may at any time resign from his or her membership of the Club by either
- (i) giving notice in writing to the Secretary; or
 - (ii) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.

- (b) The member's resignation will take effect from the date on which notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
- (c) Every person ceasing to be a member of the Club (whether by resignation, expulsion, neglecting to pay the entrance fee or subscription, or for any other reason) upon and by reason of such cessation of membership forfeits all rights as a member of the Club. However, the 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.
- (d) In the event of a person ceasing to be a member of the Club, the Secretary will make a notation to that effect against the person's name in the Register of Members.

THE BOARD

- 54. (a) The business and affairs of the Club and the custody and control of its funds and property is to be managed by a Board of 9 Directors.
- (b) Unless otherwise determined by the Board, the positions on the Board will be the President, 2 Vice-Presidents, Honorary Treasurer and 5 Ordinary Directors. The Board will elect Directors to these positions from time to time as the occasion may require.
- 55. Only financial members in the classes of Life membership and Club membership are eligible to be nominated for, elected to and hold office on the Board.
- 56. A member is ineligible to be nominated for or elected to the Board if that member:
 - (a) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of that charge within the period of 2 years immediately prior to the date determined for the next Annual General Meeting; or
 - (b) has at any time been convicted of an indictable offence; or
 - (c) is a former employee of the Club whose services were terminated by the Club for misconduct.
- 57. (a) On and from 2002 the election of the Board, the Directors term of office will be until the conclusion of the second Annual General meeting after at which they were elected when they will retire.
- (b) The Directors holding office at the date of the special resolution adopting this Constitution will continue to hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they will retire.
- (c) A retiring Director will (subject to this Constitution) be eligible for re-election.

ELECTION OF THE BOARD

58. The election of the Board, when required, will be conducted in the following manner:
- (a) The Club will call for nominations by a method approved by the Board, for example, by a notice placed on the Club Notice Board and in the local newspaper.
 - (b) Each nomination must be in writing and signed by a proposer who must be a Life Member or Club Member, and signed by the nominee who will therein state that he or she consents to the nomination.
 - (c) The closing date for nominations will be not less than 21 days before the Annual General Meeting.
 - (d) As soon as practicable after nominations have closed, the Secretary will post the names of the duly nominated candidates and their proposers on the Club Notice Board.
 - (e) If at the close of nominations the number of candidates duly nominated is the same as the number to be elected, the candidates so nominated will be declared elected at the Annual General Meeting.
 - (f) If at the close of nominations the number of candidates duly nominated is less than the number to be elected, the candidates so nominated will be declared elected at the Annual General Meeting. Further nominations may be called for at the meeting, and if the number of candidates so nominated exceeds the number required for the remaining vacancies, an election for those vacancies will be conducted in accordance with procedures determined by the Board.
 - (g) If at the close of nominations the number of candidates duly nominated is more than the number required to be elected, a ballot will be taken in the following manner:
 - (i) The Board will appoint a Returning Officer who will have charge of the ballot. A candidate for election or a proposer of any candidate must not be appointed as the Returning Officer.
 - (ii) The Returning Officer will supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of returned ballot papers and the counting of votes after the ballot is closed, and will report the result of the ballot to the Annual General Meeting.
 - (iii) The ballot will open not less than 14 days before the Annual General Meeting and will close on the day preceding the meeting.
 - (iv) The ballot paper will contain the names of all duly nominated candidates. The position of candidates' names on the ballot paper will be determined by lot by the Returning Officer after nominations have closed.
 - (v) The Board may prescribe the manner in which votes are to be marked on the ballot paper.
 - (vi) The decision of the Returning Officer as to the validity or formality of any ballot paper will be final and conclusive.

- (vii) If there is an equality of votes affecting the election of any candidate then the Returning Officer will determine by lot from those tied candidates, the candidate who is to be elected.

59. The Board has the power to make By-laws regulating all matters in connection with the conduct of any election not otherwise provided by this Constitution.

POWERS OF THE BOARD

60. The Board is responsible for the management of the business and affairs of the Club.

61. The Board may exercise its powers and do all such acts and things as the Club is by law or this Constitution authorised to exercise and do and which are not by law or this Constitution required to be exercised or done by the Club in General Meeting. In particular, but without limiting its general powers, the Board has power from time to time:

- (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such Director or Directors or such Full Members of the Club as it may from time to time think fit and may from time to time revoke such delegation.
- (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (c) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (d) To determine who will be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (e) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.
- (f) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect of permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to terminate with or without compensation any contract of service or for service or otherwise.
- (g) To fix the maximum number of persons who may be admitted to each class of membership of the Club.
- (h) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested and to define and limit the persons eligible for membership of all or any such sections and committees, and to fix or approve any supplementary subscription or any charge for membership of such sections and committees or any of them, and from time to time to terminate and dissolve any such sections or committees or to reconstitute the same on a similar or different basis.

- (i) To set the entrance fees, subscriptions and other fees, charges and levies payable by members.
- (j) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises.
- (k) To recommend the amount of honorarium payable to any Director or to any other member in respect of his or her services rendered to the Board or to any committee of the Club and subject to approval by a General Meeting to pay such honorarium.
- (l) To repay out-of-pocket expenses that are of a kind authorised by a current resolution of the Board and are reasonably incurred by any Director or any other person in the course of carrying out his or her duties in relation to the Club.

BY-LAWS

62. The Board has power to make By-laws not inconsistent with this Constitution which in the Board's opinion are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members of the Club, and from time to time to amend or rescind any such By-laws. Without limiting the generality of the Board's power, the By-laws may relate to the following matters:
- (a) those matters as the Board is specifically by this Constitution empowered to regulate by By-law;
 - (b) the general management and control of the trading activities of the Club;
 - (c) the management and control of the Club's premises;
 - (d) the management and control of play and dress on the Club's premises;
 - (e) the upkeep and control of the Club's property;
 - (f) the management and control of all competitions;
 - (g) the conduct of members and guests of members;
 - (h) the privileges to be enjoyed by members;
 - (i) the relationship between members and the Club's employees;
 - (j) the control and regulation of the Club's sections and committees and the conduct and activities thereof;
 - (k) generally all those matters as are commonly the subject matter of club constitutions or by-laws or which are not reserved either under the Act, the Registered Clubs Act or this Constitution for decision by the Club in General Meeting.
63. The Board has power to enforce the observance of all By-laws in accordance with the disciplinary proceedings provisions of this Constitution.

64. Any By-law made under this Constitution comes into force and has the full authority of a By-law of the Club on being posted upon the Club Notice Board.

SECTIONS AND COMMITTEES

65. The Board may permit any section of the Club to adopt a name distinctive of that section and to become affiliated with the body controlling the game or activity on such terms and conditions (not inconsistent with the Registered Clubs Act or this Constitution) as that controlling body may from time to time require and to pay on behalf of the Club, capitation fees to that controlling body or as required by that body.
66. A person is ineligible to be a member of any section of the Club unless he or she is a financial member of the Club.
67. The Board may empower any section or committee of the Club to open and operate an account in the name of the section in a financial institution approved by the Board from time to time. However, the persons eligible to operate that account must be approved by the Board which from time to time may remove and replace those persons or any of them.
68. Subject to the absolute control and supervision of the Board, each section or committee of the Club may manage its own affairs but must make regular reports to the Board (or otherwise as the Board may require from time to time). The minutes and records of the section or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.
69. Subject to this Rule, the constitutions and rules or by-laws of each section of the Club may be amended from time to time by a majority of the members for the time being of the section at a general meeting of the section. However, an amendment proposed to and approved by a general meeting of the section will not have effect unless and until it has been approved by resolution of the Board.
70. A committee of the Club must in the exercise of those powers delegated to it, conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President or his or her nominee, who must be a Director, has by virtue of his or her office the right to be a member of all committees. A committee may meet and adjourn as it thinks proper. The meetings and proceedings of a committee consisting of 2 or more members will, as far as practicable, be governed by the proceedings of the Board provisions of this Constitution unless otherwise prescribed by the Board.
71. Any disciplinary action which is taken by a section or committee of the Club in respect of any member of that section or committee must at once be reported to the Board together with the reasons for that action and with a recommendation as to further action (if any) to be taken by the Board.

PROCEEDINGS OF THE BOARD

72. The Board may meet for the transaction 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. A record of all Directors present and of all resolutions and proceedings of the Board must be entered in a Minute Book provided for that purpose.

73. A meeting of the Board may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.
74. The President is entitled to preside as the chairman at any meeting of the Board. If the President is not present or being present is unwilling or unable to act, then the Directors present may elect their own chairman.
75. The quorum for a meeting of the Board is a majority of the Directors.
76. The President may at any time call a meeting of the Board. The Secretary must call a meeting of the Board upon the request of not less than 2 Directors.
77. Subject to this Constitution, questions arising at any meeting of the Board will be decided by a majority of votes. In the event of an equality of votes, the chairman of the meeting will have a second vote in addition to a first vote.
78. All acts done by a Director or by any person acting as a Director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the Director or person acting as aforesaid, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
79. (a) The Board may pass a resolution without a meeting of the Board being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Such a resolution is as valid and effectual as if it had been passed at a meeting of the Board duly called and held.
- (b) Separate copies of a document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director signs.
80. (a) A Director must in accordance with Sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. "Material personal interest" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.
- (b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the Minutes of that meeting of the Board.
- (c) Without limiting the application of Section 191(2) of the Act, paragraph (b) does not apply to an interest:
- (i) which the Director has as a member of the Club and which is held in common with the other members of the Club; or
- (ii) which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).

- (d) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
 - (i) must not vote on the matter (or in relation to a proposed resolution under paragraph (e)(i) in relation to the matter, whether in relation to that or a different Director); and
 - (ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
- (e) Paragraph (d) does not apply if:
 - (i) the Board has passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Club, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
 - (ii) the Australian Securities and Investments Commission has declared or ordered in accordance with Section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

VACANCIES ON THE BOARD

81. Subject to compliance with the Act, the members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given, remove any Director before the expiration of his or her term of office and may by ordinary resolution appoint another person in his or her place. The member so appointed will hold office only until the conclusion of the next Annual General Meeting at which an election of the Board is required.
82. The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (a) dies;
 - (b) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;
 - (c) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club;
 - (d) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
 - (f) by notice in writing given to the Secretary, resigns from office;
 - (g) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act;

- (h) fails to complete the mandatory training requirements for directors referred to the Registered Clubs Act within the prescribed period (unless exempted);
 - (i) becomes an employee of the Club;
 - (j) ceases to be a financial member; or
 - (k) ceases to be a member of the Club.
83. 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. The member so appointed will hold office only until the conclusion of the next Annual General Meeting at which an election of the Board is required.
84. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the quorum required for a meeting of the Board, the continuing Director or Directors must not act for any purpose except:
- (a) to increase the number of Directors to the quorum; or
 - (b) to call a General Meeting.

GENERAL MEETINGS

85. A general meeting known as the Annual General Meeting must be held at least once in every calendar year at such date, 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 known as General Meetings.
86. The Board may whenever it thinks fit call a General Meeting and it must, on the request of not less than 5% of the members of the Club having at the date of the deposit of the request at the Office a right to vote at General Meetings, within 21 days proceed to call a General Meeting to be held as soon as practicable, but in any case not later than 2 months after the deposit of the request. In the case of a members' request, the following provisions will have effect:
- (a) The request must state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office. The request may consist of several documents in identical wording each signed by one or more of those members.
 - (b) If the Board does not within 21 days from the date of the request being so deposited duly proceed to call the meeting, the members who made the request or any of them representing more than 50% of the members who made the request may themselves call the meeting. However, any meeting called by the members must not be held after the expiration of 3 months from the date of such deposit.
 - (c) In the case of a meeting at which a resolution is to be proposed as a special resolution, the Board will be deemed not to have duly called the meeting if it does not give notice of that special resolution as is required by the Act.
 - (d) Any meeting called under this Rule by the members must be called in the same manner or as nearly as possible as that in which meetings are called by the Board.

- (e) Any reasonable expenses incurred by the members in convening any meeting under this Rule must be repaid to the members by the Club.

87. (a) Subject to the Act, the Club must give each member who is entitled to attend and to vote at a General Meeting at least 21 days written notice specifying the place, date and time for the meeting. The Club's Auditor must also receive notice of the meeting.

- (b) A notice of a General Meeting will specify the general nature of the meeting's business and, if applicable, will set out an intention to propose a special resolution and state that special resolution.

- (c) A General 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, unless the Court, on the application of the member concerned or any other person entitled to attend the meeting or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

QUORUM FOR GENERAL MEETINGS

88. 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. The quorum requirements are:

- (a) for a General Meeting which is called on the request of members, not less than 5% of the members of the Club or 100 members of the Club (whichever is the lesser) who are present and entitled to vote; and
- (b) for a General Meeting which is not called on the request of members and for an Annual General Meeting, not less than 25 members of the Club who are present and entitled to vote.

89. If within 30 minutes from the time appointed for any General Meeting a quorum is not present, the meeting if called upon the request of members will be dissolved. In any other case the meeting will stand adjourned to the same day in the next week at the same time and place or to such other date, time and place as the Board may determine, but such period must be less than one month. If at the adjourned 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.

PROCEEDINGS AT GENERAL MEETINGS

90. The business of any Annual General Meeting may include:

- (a) confirmation of the Minutes of the previous General Meeting;
- (b) receipt and consideration of the reports prescribed by Section 317 of the Act;
- (c) election (if required) of the Board;
- (d) appointment (if required) of the Auditor;
- (e) any business of which due notice has been given;
- (f) any business approved by the meeting.

91. The President is entitled to preside as the chairman at any General Meeting. If the President is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the Directors present will elect a Director to preside as the chairman. If a Director is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the members of the Club present will elect one of their number to preside as the chairman.
92. At a General Meeting, a poll on any resolution may be demanded by the chairman of the meeting or by not less than 5 members who are entitled to vote on that resolution. In the event of an equality of votes, the chairman will have a second vote in addition to a first vote.
93. At a General Meeting (unless a poll is demanded), a declaration by the chairman of the meeting 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.
94. (a) If at a General Meeting a poll is demanded, the poll must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman of the meeting directs. The result of the poll will be the resolution of the meeting at which the poll was demanded. However, a poll demanded on the election of the chairman or on a question of adjournment must be taken immediately.
- (b) A demand for a poll may be withdrawn.
- (c) In the case of any dispute as to the admission or rejection of a vote, the chairman of the meeting will determine the dispute, and such determination made in good faith will be final and conclusive.
95. The chairman of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business 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 except 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.
96. Minutes of all resolutions and proceedings at a General Meeting must be entered within one month of the meeting in a book provided for that purpose. The Minutes must be signed by the chairman of the meeting to which it relates or by the chairman of the next meeting, and if purporting to be so signed is evidence of the proceedings to which it relates.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

97. (a) The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.

- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- (c) The auditor is entitled to be heard even if:
 - (i) the auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the auditor from office;
 - (iii) the auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

FINANCIAL RECORDS AND AUDIT

- 98. The Board must cause written financial records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
- 99. The financial records will be kept at the Office or at such other place as the Board thinks fit. The Club must at all reasonable times make its financial records available in writing for the inspection of Directors and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other law to inspect such records.
- 100. 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), report to members in accordance with Division 4 of Part 2M.3 of the Act.
- 101. In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
 - (i) the financial report of the Club;
 - (ii) the directors' report; and
 - (iii) the auditors' report on the financial report.
- 102. An Auditor must be appointed in accordance with the Act. The Auditor's duties and remuneration will be regulated in accordance with the Act and the Registered Clubs Act.

FINANCIAL YEAR

- 103. The Club's financial year commences on the first day of July and ends on the last day of June in each year.

SECRETARY

- 104. The Board must appoint one but not more than one Secretary who is the Chief Executive Officer of the Club.

EXECUTION OF DOCUMENTS

- 105. The Board must provide for the safe custody of the Seal.

106. (a) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) 2 Directors; or
 - (ii) one Director and the Secretary.
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) 2 Directors; or
 - (ii) one Director and the Secretary.
107. The Club may only fix the seal to a document after a resolution of the Board to that effect.

NOTICES

108. A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending the notice by pre-paid post to the address of the member recorded for that member in the Register of Members; or
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
109. (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on that day.
- (b) Where the Club sends a notice by post, the notice is taken to have been given to the member:
- (i) in the case of a notice of meeting, on the day following that on which the notice was posted; or
 - (ii) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- (c) Where the Club sends a notice by facsimile or by other electronic means, the notice is taken to have been given to the member on the day following that on which the notice was sent.
110. 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 the member at the expiration of 24 hours after it is so posted up.

INDEMNITY TO OFFICERS

111. (a) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except in relation to:
- (i) a liability owed to the Club or a related body corporate; or
 - (ii) a liability for a pecuniary penalty order under Section 1317G of the Act or a compensation order under Section 1317H of the Act; or
 - (iii) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.
- (b) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an officer except:
- (i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Act; or
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
 - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - (iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.
- (c) The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except in relation to:
- (i) conduct involving a wilful breach of duty in relation to the Club; or
 - (ii) a contravention of Sections 182 or 183 of the Act.

COPY OF CONSTITUTION

112. The Club will give a copy of this Constitution to any Full Member within 7 days if that member:
- (a) asks the Club, in writing, for a copy; and
 - (b) pays a fee (up to the fee prescribed by the Act) if required by the Club.

AMENDMENTS TO CONSTITUTION

113. This Constitution may only be amended by a resolution which is proposed as a special resolution and passed by a three-quarters majority of financial members in the classes of Life membership and Club membership who are present and voting at a General Meeting.

FIRST SUBSCRIBERS

114. The persons whose names, addresses and occupations are listed below were the subscribers to the Club's original Memorandum of Association dated the 30th day of November 1954.

Name	Address	Occupation
Leslie Charles Thomas Sedgwick	Barker Street, Casino	Solicitor
Eric Ernest Scharer	Barker Street, Casino	Law Clerk
Garnet Percy Raphael	West Street, Casino	Director
John Thomas Hunter McDonald	North Street, Casino	Chemist
Leonard Frank Taylor	Stapleton Avenue, Casino	Draper
Francis George Little	Colches Street, Casino	Storekeeper
John William Stavert	Barker Street, Casino	Clerk
Witness to Signatures: Nita Rae Bugden	Hickey Street, Casino	Law Clerk

CASINO RETURNED SERVICEMEN'S MEMORIAL CLUB LIMITED

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