

Corporations Act

A Company Limited by Guarantee

And not having a Share Capital

# Constitution of The Henry Lawson Club

*ABN 84 000 836 840*

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# Constitution

## NAME

- 1 The name of the company ("the club") is The Henry Lawson Club.

## DEFINITIONS

- 2 In this Constitution, unless a contrary intention appears:

**"Act"** (or **"Corporations Act"**) means the *Corporations Act 2001* (Cth)

**"Board"** means the board of Directors for the time being of the Club

**"Chairperson"**, **"Deputy Chairperson"** and **"Junior Deputy Chairperson"** means the holders from time to time of those offices elected under Clause 71.

**"Company"** (or **"Club"**) means the Henry Lawson Club Limited trading as The Henry Sports Club

**"Constitution"** means this Constitution and all supplementary substituted or amending rules for the time being in force

**"Director"** means a member of the Board, and **"Directors"** includes the Board.

**"Financial Member"** has the meaning given to it by Clause 20

**"Full Member"** has the meaning given to it by the Registered Clubs Act.

**"Gaming Machines Act"** means the *Gaming Machines Act 2001* (NSW)

**"General Meeting"** means a General Meeting of the Club

**"Liquor Act"** means the *Liquor Act 2007* (NSW)

**"Notice Board"** means any place within the premises of the Club, so designated by the Board, for the display of notices and other information

**"Office"** means the Registered Office of the Company

**"Register"** means the Register of Members.

**"Registered Clubs Act"** means the *Registered Clubs Act 1976* (NSW)

**"Registered Clubs Regulation"** means the *Registered Clubs Regulation 2015* (NSW)

**"Secretary"** means and includes Acting Secretary, Secretary Manager, and any person who is the Secretary of the Club for the purposes of the Registered Clubs Act

**"Senior Employee"** means, in connection with the making of a decision or the exercise of a power in the absence of the General Manager, the most senior of the Club's employees on the Club's premises at the relevant time

**"Special Resolution"** has the meaning given to it by the Act

Words or expressions contained in the Constitution are to be interpreted in accordance with the provisions of the *Interpretation Act 1987* (NSW)

## **INTERPRETATION**

- 3 In the Constitution, unless the context otherwise requires, a reference to a statute, regulation, ordinance, code or other law includes subordinate legislation (including regulations) and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them.
- 4 The Constitution is to be read and construed in conjunction with the provisions of the Registered Clubs Act, and to the extent that any of the provisions of the Constitution are inconsistent with those provisions, they are to be read down to the extent Replaceable Rules

## **OBJECTS**

- 5 The objects for which the Club is established are:
  - (a) To take over the funds, assets and liabilities of the unincorporated club known as “The Henry Lawson Club, Kingswood”;
  - (b) To support, and foster the welfare of, the local community, with particular emphasis on artistic, sporting, recreational, social and community development activities;
  - (c) To act as a venue and centre for dramatic, comedic, musical, dancing and related productions and performances by and for the community;
  - (d) To support local sporting activities of all kinds;
  - (e) To make grants, loans, or gifts to charitable institutions in furtherance of the objects set out at paragraphs (b), (c) and (d);
  - (f) To have the legal capacity and powers of a company limited by guarantee under the Act;
  - (g) To carry on all such activities as may be necessary or convenient for fulfillment of the objects of the Club;
  - (h) Without limiting the generality of paragraph (g), to raise money through trading and commercial activities not inconsistent with the Club’s objects, its Constitution, or applicable legislation; or to borrow money for such purposes; or to accept gifts;
  - (i) To purchase, lease or dispose of property and assets, real or personal, needed or useful for the effective conduct of the Club’s business;
  - (j) To construct, maintain, improve and alter any buildings or associated infrastructure, grounds and amenities owned by or under the control of the Club;
  - (k) To employ such staff or engage such contractors as may be required or useful for the effective conduct of the Club’s business;
  - (l) To apply for and to hold any licence as may be necessary for the carrying on of the Club’s business under the Liquor Act, Registered Clubs Act or any other legislative instrument, and to authorise employees of the Club to administer such licences on behalf of the Club;
  - (m) To take out such insurances as may be required or prudent to mitigate risk in relation to the Club, its assets, staff and members;

- (n) To enter into arrangements or affiliations with any governmental authority, club, sporting charitable artistic or cultural body with similar objects to those of the Club, or able to support or make more effective the activities of the Club;
  - (o) To invest and deal with moneys not immediately required in such manner as is permitted by, and consistent with, law; and
  - (p) To do all other such things as may be necessary or conducive to the achievement of the objects of the Club.
- 6 All income and property of the Club must be applied solely towards the promotion of the objects set out in Clause 5, and no portion of the income or property is to be paid or transferred, directly or indirectly, or by way of dividend, bonus or otherwise, by way of profit to the members of the Club.
- 7 No alteration or amendment may be made to the Constitution except by Special Resolution passed at a duly convened general meeting of the Club by a majority of not less than three quarters of such members of the Club as are present at the meeting and entitled to vote.
- 8 The Company is established for the purposes set out in this Constitution.
- 9 The income and property of the Club, however derived, are to be applied solely towards the promotion of the objects of the Club set out in the Constitution and no portion is to be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Club; provided that (subject to the provisions of the Registered Clubs Act) nothing prevents the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Club, or to any member of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest on money borrowed from a member of the Club for any of the purpose of the Club.
- 10 The liability of members is limited.
- 11 Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up while being a member, or within one year after ceasing to be a member, for payment of any debts and liabilities of the Club contracted before the cessation of membership, and of the costs, charges and expenses of winding up and for the adjustments of the rights of the contributories among themselves, such amount as may be required, not exceeding twenty dollars (\$20.00).
- 12 If upon the winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but must be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under the Constitution such institution or institutions to be determined by the members of the Club at or before the time of dissolution., and if and so far as effect cannot be given to the this provision, then to some charitable object.

## **REQUIREMENTS OF THE REGISTERED CLUBS ACT, THE LIQUOR ACT AND THE GAMING MACHINES ACT**

- 13 The Club is a non-proprietary Club.
- (a) Subject to the provisions of sections 10(6) and 10(6A) of the Registered Clubs Act or any other applicable law, a member of the Club, whether or not a member of the Board, or of any committee, of the Club, must not derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every member of the Club.
  - (b) Subject to the provisions of sections 10(1)(j) and 10(7) of the Registered Clubs Act or any other applicable law, 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, or is granted, a club licence under the Liquor Act or from any added value that may accrue to the Club because of the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act.
  - (c) No member or employee of the Club may, under the rules of the Club or otherwise, 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.
- 14 (a) No employee of the Club may 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 are to be applied only to the promotion of the purposes of the Club and must not be paid to or distributed among the members of the Club.
- 15 (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; but this prohibition does not apply if the Club is a holder of a club licence and 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 gaming machines on the premises of the Club.

## **MEMBERSHIP**

- 16 The classes of membership are Full Members, Social Members, Life Members, Provisional Members, Temporary Members and Honorary Members.
- 17 Those persons who at the date of the Special Resolution adopting this Constitution are entered in the records of the Club as Full Members, Social Members or Life Members are members of the Club.

- 18 A person must not be admitted to membership of the Club except as a Full Member, Social Member, Life Member, Honorary Member, Provisional Member or Temporary Member.
- 19 Except as provided by Clause 22, only Full Members and Life Members are eligible to:
- (a) vote at General meetings of the Club;
  - (b) nominate persons for election to the Board of the Club;
  - (c) be elected to the Board of the Club; and
  - (d) participate in the governance, administration and management of the Club.
- 20 To exercise any right or entitlement attached to membership of the Club, a member must be a Financial Member, in that any membership fee which the member is liable to pay must have been paid as at the date at which the right or entitlement is sought to be exercised.
- 21 For the avoidance of doubt, Clause 20 does not apply to Life Members, who are not required to pay any membership fee.
- 22 Social Members may attend general meetings as observers and, notwithstanding Clause 19, are entitled to cast a vote in the election of the Board.
- 23 The rights of members to use the facilities of the Club are as may be determined by the Board but, without limiting the generality of the powers of the Board in this respect, 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:
- (a) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
  - (b) the Club's responsible conduct of gambling policy (as adopted and amended by the Board from time to time).

## **ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP**

- 24 No person who has not attained the age of eighteen years is eligible to be admitted to membership of the Club, unless the application for membership is accompanied by the written consent of the person's parent or guardian.

## **LIFE MEMBERSHIP**

- 25 On the recommendation of the Board a person who has been a member of the Club continuously for a period of not less than ten (10) years, and who has rendered distinguished service to the Club, may be elected at a General Meeting to be a Life Member by a secret ballot in which the nominee receives a simple majority of the votes cast by those present and voting.
- 26 A person elected as a Life Member is not liable to pay any membership fees, subscriptions or levies, but has all the rights and privileges of a Full Member.



- 27 Unless otherwise decided by the membership, by ordinary resolution at a General Meeting, not more than two members can be made Life Members in any one financial year.

## **MEMBERSHIP BY STAFF OF THE CLUB**

- 28 Employees of the Club may be elected to Social or Full membership, and are eligible for Life Membership in accordance with Clause 25.
- 29 Staff members who cease to be employees of the Club may continue to be members of the Club.

## **HONORARY MEMBERS**

- 30 The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board from time to time:
- (a) any prominent citizen or local dignitary visiting the Club; and
  - (b) any person who has rendered outstanding service to the Club or holds or who has held a position prominent in the Club, the community or other sporting fraternity.
- 31 Honorary Members are entitled only to use the facilities of the Club and are not be entitled to attend or to vote at meetings of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- 32 Honorary Members may be relieved of any obligation or liability with respect to the payment of membership fees at the discretion of the Board.
- 33 The Board may cancel the membership of any Honorary Member without notice and without being required to give any reason.

## **TEMPORARY MEMBERS**

- 34 The following persons may be made Temporary Members of the Club in accordance with procedures established by the Board from time to time:
- (a) any visitor whose permanent place of residence is in New South Wales; or
  - (b) any interstate or overseas visitor.
- 35 Temporary Members are not required to pay any membership fee or subscription.
- 36 Temporary Members are not entitled to vote at any meetings of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- 37 Temporary Members are not to be permitted to introduce guests into the Club.

- 38 The General Manager or the Senior Employee may terminate the membership of any Temporary Member at any time without notice and without having to provide any reason.
- 39 No person under the age of 18 years may be admitted as a Temporary Member of the Club other than in circumstances determined by the Board.
- 40 When a Temporary Member first enters the Club premises on any day the following particulars must be entered in the Club's Register of Temporary Members:
- (a) the name in full of the Temporary Member;
  - (b) the residential address of the Temporary Member;
  - (c) the date on which Temporary membership is granted; and
  - (d) the signature of the Temporary Member.

## **PROVISIONAL MEMBERSHIP**

- 41 Any person who has lodged with the Club or an employee of the Club delegated for this purpose an application form duly completed in accordance with the Constitution seeking Full or Social membership of the Club, and who pays to the Club the required fee may be accepted as a Provisional Member of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- 42 Should a person who is admitted as a Provisional Member not be elected to membership of the Club within six (6) weeks from the date of lodging the application form, or should that person's application for membership be refused (whichever is the sooner), that person ceases forthwith to be a Provisional Member of the Club, and any fee submitted with the application form will be forthwith returned to the person.
- 43 Provisional Members are entitled to the same rights and privileges as members of the category applied for, but are not entitled to attend or vote at any meetings of the Club, nominate for or be elected to the Board or any office of the club or to participate in the management, business and affairs of the Club in any way.

## **TRANSFER OF MEMBERSHIP**

- 44 The Board, at its discretion, may on the written application of a member transfer a member from any class of membership to another class of membership for which that person is eligible, in which case any difference in fee is payable or refundable, as the case may require.

## **ABSENTEE MEMBERS**

- 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 State of New South Wales or residing outside the State. For the purpose of this rule the Australian Capital Territory is deemed to be within New South Wales.

## **ADMISSION OF MEMBERS**

- 46 A person may not be admitted as a member of the Club (other than as an Honorary Member, a Temporary Member or a Provisional Member) unless that person is elected to membership at a meeting of the Board, or a duly appointed election committee of the Club, the names of whose members present and voting at that meeting are recorded by the General Manager. The Board may reject any application for membership without giving any reason for the rejection.
- 47 In respect of every application for admission to membership of the Club there must be completed an application in such form, and containing such particulars, as may be from time to time determined by the Board, indicating the full name, address, and date of birth of the applicant and a statement that the applicant, if admitted, will be bound by this Constitution of the Club.
- (a) No person who is under the age of 18 years may be admitted as a member of the Club unless the written consent of that person's parent or guardian is provided with the application for membership.
- (b) The application form must be signed by the applicant, and be accompanied by payment of the applicable membership fee.
- 48 When a person has been admitted to membership the General Manager will cause notice of the admission to be given personally, forwarded electronically, or posted, to the person.

## **MEMBERSHIP FEES**

- 49 Membership fees must be paid annually or in such other manner as the Board may determine.
- 50 The amounts of membership fees or other levies will be as the Board may from time to time prescribe
- 51 Any applicant admitted during the membership year to any class of membership may in respect of that membership year be entitled to reductions or rebates in fees as the Board may from time to time determine.
- 52 If a member's membership fee, or any part it, is not paid within a period of 30 days from the date upon which it falls due the General Manager will give to the member in default 30 days written notice within which the fee or balance of the fee must be paid, and if payment is not made within the time required, the defaulting member will (unless the Board otherwise determines) be removed from membership, and will cease to enjoy the rights and entitlements of membership.
- 53 The Board has the power to determine charges or levies on members for general and special purposes.

## **PATRONS**

- 54 The members in General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting and such Patron or Patrons will be admitted to Honorary Membership during tenure as a Patron.

## **PERSONAL DETAILS OF MEMBERS**

- 55 Members must advise the General Manager of any change of personal details such as change of name, change of address, change of occupation, change of telephone number or email address, or any other details relevant to the maintaining of the Club's Register of Members.

## **REGISTER OF MEMBERS AND GUESTS**

- 56 The Club must keep the following registers:
- (a) A register of persons who are Social, Full, and Life Members of the Club. This register must record the name in full, the occupation and address of each such member, and the date of the most recent payment of membership fees.
  - (b) A register of persons who are Honorary Members or Temporary Members. This register must record the name in full and the address of each Honorary Member and each such Temporary Member and, where an Honorary Member has been admitted to membership for a limited period, the dates on which the period commences and ends. And;
  - (c) A register of persons on or over the age of eighteen (18) years who enter the premises of the Club as guests of members. This register must record on each occasion on any day on which a person of or over the age of eighteen years enters the premises of the Club as the guest of a member the name in full or surname and initials of the given names, and the address, of the guest, the date of that day and the signature of that member provided that if any entry in the register is made on any day in respect of the guest of the member, it is not necessary for an entry to be made in that register in respect of that guest if the guest subsequently enters the premises of the Club on that day as the guest of that member.

## **DISCIPLINARY PROCEEDINGS**

- 57 If any member fails to comply with any of the provisions of the Constitution, or is in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which in the opinion of the Board is unbecoming of a member or which renders that member unfit for membership, the Board may reprimand, suspend for such a period as it considers fit, expel or accept the resignation of, such member and, where the member is expelled or resigns, to remove the member from membership, provided that:
- (a) The member must be notified of any charge or allegation made, by post or electronic mail to the member's last known address, no less than fourteen days before the meeting of the Board at which is to consider the charge or allegation. The notice must set out the facts, matters and circumstances giving rise to the

charge or allegation and include details of the range of potential penalties if the member is found guilty.

- (b) The member will be invited to attend the meeting for the purpose of answering the charge, but may answer the charge or allegation in writing. If the member attends the meeting, the member may bring a support person, but must speak personally, and not through a representative or advocate.
  - (c) Any motion to reprimand, suspend or expel a member may be determined by the Board by simple majority.
  - (d) If the member does not attend the meeting the charge or allegation may be heard and dealt with in the member's absence, and the Board may make its decision on the evidence before it, having regard to any representations made to it in writing by the member charged.
  - (e) In considering the charge or allegation, the Board is not bound by the rules of evidence, and may consider such matters, according to such procedure, as it sees fit; but must have regard to the member's response to the charge or allegation, however given.
  - (f) The Board is not required to provide reasons for its decision, but may decide to do so.
  - (g) Any decision of the Board in relation to the hearing, or any procedure or adjournment, is final.
  - (h) The Board must communicate its decision, including as to any penalty or sanction, as soon as it is convenient to do so, to the member.
- 58 The General Manager, or in the General Manager's absence the Senior Employee, has the power forthwith to remove from the premises of the Club any member:
- (a) who in the opinion of the General Manager or the Senior Employee is then intoxicated, or behaving in a violent, quarrelsome or indecent manner; or
  - (b) whose presence on the premises of the Club in the opinion of the General Manager or the Senior Employee may render the Club or the Secretary of the Club liable to a penalty under the Registered Clubs Act, Liquor Act, Gaming Machines Act or under any other law; or
  - (c) who in the opinion of the General Manager or the Senior Employee has engaged or used any part of the Club's premises for an unlawful purpose;
  - (d) who, within the meaning of the Smoke-Free Environment Act 2000 (NSW), smokes while on any part of the Club's premises that is smoke free; or
  - (e) who uses, or has in possession, while on the Club's premises any substance that the General Manager or Senior Employee reasonably suspects of being a prohibited drug or prohibited plant;
  - (f) whom the General Manager or the Senior Employee, under the conditions of the Club Licence or according to a term (of the kind referred to in section 134 of the Liquor Act) of the local liquor accord, is authorised or required to refuse access to the Club's premises; or

- (g) who in the opinion of the General Manager or the Senior Employee has refused or neglected to comply with this Constitution or By-Laws or who has engaged in conduct which may:
  - (i) be prejudicial to the Club's interests; or
  - (ii) be conduct unbecoming of a member; or
  - (iii) render that member unfit for membership.
- 59 The General Manager or a Senior Employee who has exercised a power under this clause must provide a written report to the Board within seven (7) days of the date of the exercise of the power, setting out the facts, matters and circumstances giving rise to the exercise of the power.
- 60 Any member so removed will, without further notice, be deemed to have been suspended for a period of thirty (30) days, or until the holding of the next Board meeting, whichever is the lesser; or such other period as the Board in its absolute discretion may determine.

## **RESIGNATION AND CESSATION OF MEMBERSHIP**

- 61 A member may at any time by giving notice in writing to the General Manager resign from membership of the Club, and such resignation takes effect from the date on which it is received by the General Manager.
  - (a) Every person who ceases, for any reason, to be a member of the Club is no longer entitled to the rights and entitlements of membership, but remains liable for any fee or levy (or part of a fee or levy), due but unpaid as at the date of cessation of membership.

## **GUESTS**

- 62 All members other than Temporary Members may introduce guests to the Club and on each day a member first brings a guest into the Club that member must enter into the Register of Guests the name and address of the guest, and must countersign that entry.
- 63 The Board may place a limit on the number of guests members generally, or a particular member, may introduce on any day; or on the frequency with which a members may introduce guests.
- 64 Members are responsible for the conduct of any guests they may introduce to the Club.
- 65 The Board may make rules not inconsistent with the Constitution or provisions of the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- 66 No guest may be supplied with liquor on the premises of the Club except in the company, and at the invitation of, a member.

- 67 While on the Club's premises a guest must remain (as far as can reasonably be expected) in the company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- 68 A member's guest must not remain on the premises of the Club after the departure from the Club of the member who countersigned the entry in the Register of Guests in respect of that guest.
- 69 A member may not invite as a guest another member who has been expelled, or against whom disciplinary proceedings are pending.

## **BOARD OF DIRECTORS**

- 70 The Board of Directors is comprised of no fewer than five (5) and no more than nine (9) directors. Directors hold office for two years, and at each Annual General Meeting at which an election of Directors is held, all positions of Director will be declared vacant.
- 71 The Board may, from within its members, elect persons to hold the offices of Chairperson, Deputy Chairperson, and Junior Deputy Chairperson.

## **VACANCIES ON THE BOARD**

- 72 If a vacancy occurs in a position of Director, the Board may fill it as a casual vacancy.
- 73 A Director appointed to a casual vacancy holds office only until the next succeeding Annual General Meeting at which an election of Directors is held.
- 74 The office of Director becomes vacant if the holder of the office:
- (a) dies;
  - (b) ceases to be a member entitled to hold office on the Board;
  - (c) becomes an employee of the Club;
  - (d) becomes bankrupt or enters into any arrangements with creditors;
  - (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (f) is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board and the Board resolves that this office is vacated;
  - (g) by notice in writing given to the General Manager that person resigns from office.
  - (h) is prohibited from being a member of the Board by reason of any order made under the Act, the Registered Clubs Act or any other law;
  - (i) ceases to be a member of the Club;
  - (j) fails to declare the nature of any material personal interest in a matter referred to in section 191 of the Act or section 41C of the Registered Clubs Act;

- (k) fails to complete any training for a registered club director that the person is required to complete, within the prescribed period, pursuant to the Registered Clubs Act (provided that this rule 69(k) shall not apply to any Director who is exempt from completing such training under the Registered Clubs Act); or
- (l) is convicted of an offence and sentenced to imprisonment.

## **ELECTION AND POWERS OF THE BOARD**

75 Elections of the Board are to be conducted in accordance with this Clause. In this Clause a reference to an Annual General Meeting is a reference to an Annual General Meeting at which an election of Directors is held in accordance with Clause 70.

- (a) Only a person who has been at the time at which nominations are called for, a financial Full Member for two years or more is eligible to be elected at an Annual General Meeting as a Director.
- (b) Nominations for election as a Director must be in writing, and received by the General Manager no less than fourteen (14) clear days before that Annual General Meeting.
- (c) If at any Annual General Meeting there have been more nominations than positions available, in writing and received by the General Manager no less than fourteen (14) clear days before that meeting, the determination as to which nominees will be declared elected as Directors must be decided by a show of hands.
- (d) In the event of an equality of votes, the Returning Officer may conduct a further vote by show of hands as between the nominees concerned.
- (e) If at any Annual General Meeting there are no more nominations than positions available, in writing and received by the General Manager no less than fourteen (14) clear days before that meeting, those nominees will be declared elected as Directors.
- (f) If there are fewer nominations than positions available, those having nominated under paragraph (b) will be declared elected and and nominations may, notwithstanding paragraph (b), be called for from the floor of the meeting for the remaining vacancies. If more nominations are received than the number of vacancies remaining, the Returning Officer must conduct a further secret ballot to determine which of these nominees should be declared elected.

76 The Board is responsible for the conduct and administration of the business, management and general affairs of the Club; and in the discharge of these obligations it has power, subject to the Constitution and applicable legislation and the law generally, to:-

- (a) make and enforce rules, and determine policies, about the Club's operations and the rights and privileges of its members;
- (b) do all such things as may be necessary to engage, manage, direct, remunerate and dismiss such employees and contractors as may be necessary or convenient for the effective operation of the Club;



- (c) secure and maintain such policies of insurance as may be necessary or desirable for the proper administration of the Club;
- (d) purchase or otherwise acquire, on such terms and conditions as it may think fit, for the Club property whether real or personal, services or rights;
- (e) enter into contracts;
- (f) borrow;
- (g) mortgage or charge the property of the Club;
- (h) institute or defend legal proceedings concerning the Club, as well as to negotiate and settle any such proceedings;
- (i) invest and otherwise deal with any of the moneys of the Club;
- (j) enter on behalf of the Club any association or affiliation with any organisation, company, agency, entity or group consonant with the objects of the Club;
- (k) appoint persons to represent the Club on such terms and conditions as it may see fit; and
- (l) To delegate its powers (except the power of delegation) at its discretion, to members, employees or officeholders of the Club, or to committees or subcommittees of the Board.

## **PROCEEDINGS AT MEETINGS OF THE BOARD**

77 This clause regulates the proceedings at meetings of the Board.

- (a) The Board may meet for the despatch of its business at such times, and in such locations, as it may see fit, but must (unless the Board otherwise decides) meet at least once in each quarter of a calendar year, where a quarter means a period of three (3) months ending on 31 March, 30 June, 30 September or 31 December.
- (b) The Board may decide the arrangements for calling and adjourning its meetings.
- (c) The quorum at a meeting of the Board is three Directors.
- (d) The Board can, subject to the Constitution, decide its own procedure at meetings.
- (e) Questions arising at meetings of the Board will be decided by a majority of votes and, in the event of an equality of votes, the Chair has a casting vote.
- (f) The Chairperson is the Chair of the Board but, if the Chairperson is not present, the Deputy Chairperson is the Chair and, if the Deputy Chairperson is not present, the Junior Deputy Chairperson is the Chair.
- (g) A Director must abstain from discussion or voting in relation to any matter in relation to which that Director has a financial or other material interest, whether direct or indirect.
- (h) The Board may make resolutions by circulating electronic communications.
- (i) The Board must make, or cause to be made, records of (i) all appointments of officers or employees, (ii) the names of Directors or other persons present or in

attendance at meetings, and (iii) all resolutions and proceedings at all meetings of the Club and the Board.

## **GENERAL MEETINGS**

78 A general meeting called the Annual General Meeting will be held at such time and place as may be determined by the Board but in any case no later than the last day of November in each calendar year. All meetings other than Annual General Meetings will be called Extraordinary General Meetings.

(a) The Board will determine when, where and in what manner all general meetings of the Club will be held, and may determine that meetings should be held:

- (i) at one or more physical venues;
  - (ii) at one of more physical venues and using in addition virtual meeting technology; or
  - (iii) using only virtual meeting technology;
- provided that in all cases
- (iv) the arrangements are reasonable to allow full participation by all members present without being present physically in the same place;
  - (v) all members present are taken for all purposes to have been present while so participating; and
  - (vi) the Board may in its unfettered discretion postpone or cancel any general meeting, however conducted, at any time before the day of the meeting.

(b) The Board must on the request of no fewer than twenty (20) members being, at the date of receipt by the General Manager of the request, members entitled to vote at general meetings, convene a general meeting of the Club to be held as soon as practicable, but in any case not later than sixty (60) days after the receipt by the General Manager of the request, and:

- (i) The request must state the nature of the business to be transacted at the meeting and be signed by the members making the request.
- (ii) If the Board does not, within sixty (60) days from the date of the receipt by the General Manager of the request, convene the general meeting, the members requesting the meeting may themselves convene the meeting, but any meeting so convened must be held no later than ninety (90) days after the receipt by the General Manager of the request.
- (iii) At any meeting convened under subparagraph (b) (ii) the proceedings must be the same, or as nearly as possible the same, as if the meeting were convened by the Board.
- (iv) Any reasonable expenses incurred by the members requesting the meeting must be met by the Club.

- (v) A general meeting called by the Board on the request of the members under this clause may be cancelled by the Board at any time before the day of the meeting, on the request of those members, who must pay the expenses of the cancellation unless the Board determines otherwise.
- (vi) A general meeting called by the members under this clause, may be cancelled by those members so notifying the Club in writing at least 14 days prior to the date for which the General Meeting has been called, and those members must pay the expenses of the cancellation unless the Board determines otherwise.

79 Subject to the provisions of the Act relating to Special Resolutions, twenty one (21) days' notice specifying the place, day and hour of the meeting, and general nature of the business to be transacted must be given to all members entitled to attend and vote at general meetings, but the general meeting may validly proceed and transact business notwithstanding the inadvertent or accidental omission to give notice of the meeting to any individual member.

## **PROCEEDINGS AT GENERAL MEETINGS**

80 The business of any Annual General Meeting will be (a) to receive and consider the Accounts, Statements and reports prescribed by section 316 of the Act; (b) subject to Clause 71 and if necessary, to elect the members of the Board; and (c) to appoint an Auditor or Auditors.

81 No business may be transacted at any general meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum is (a) if the meeting is convened at the request of members under Clause 79, not be less than fifty (50) members present and entitled to vote; (b) if the business of the meeting includes a proposal to alter or amend the Constitution, not less than twenty-five (25) members present and entitled to vote and, (c) in all other cases, not less than thirteen (13) members present and entitled to vote.

82 If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened at the request of members under Clause 79, must be dissolved. In any other case it will stand adjourned to the same day in the next week following, at the same time and place, or to such other day, time and place as the Board may determine, but such a period must not exceed 21 days. If at such adjourned meeting a quorum is not present, the members who are present and entitled to vote will form a quorum, and may transact the business for which the meeting was called.

83 The Chairperson will preside as Chair at every general meeting. If the Chairperson is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Deputy Chairperson will be the Chair, but if the Deputy Chairperson is not present or is unwilling or unable to act, then the Junior Deputy Chairperson will be the Chair, but if the Junior Deputy Chairperson is not present or is unwilling or unable to act, then the members present may elect one of them to be the Chair of the meeting.

- 84 (a) Every question submitted to a meeting will be decided by a show of hands (unless a poll is demanded by the members) and in the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the Meeting will have a second or casting vote.
- (b) A person may not:
- (i) attend or vote at any meeting of the Club or of the Board or of any committee; or
  - (ii) vote at any election of, or of a member of, the Board, as a proxy of another person.
- 85 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 records of the Club containing the minutes of the proceedings, will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- 86 (a) If a poll is demanded it must be taken in such a manner, and either at once or after an interval or adjournment or otherwise, as the Chair may direct; and the result of the poll is to be taken as the resolution of the meeting at which the poll was demanded; but if a poll demanded on the election of the Chair, or on a question of adjournment, it must be taken forthwith.
- (b) A demand for a poll may be withdrawn.
- 87 The Chair of a 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 may 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 will for all purposes be treated as having been passed on the date when it was in fact passed and not as having been passed on any earlier date. It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, other than if a meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting must be given as though the meeting were not an adjourned meeting.
- 88 Minutes of all resolutions and proceedings at general meetings must be entered within thirty (30) days of the date of the meeting, in a book or other permanent record provided for that purpose; and any such minute must be signed by the Chair of the next succeeding meeting; and if so signed will be prima facie evidence of the proceedings to which it relates.

## **ACCOUNTS AND AUDIT**

- 89 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.

- 90 The books of accounts are to be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club must make its accounting records available in writing, at such times and places as are reasonable, for inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records
- 91 The Club must send or otherwise make available to each member, as required by the Act, a copy of the financial report, a copy of the Directors' report and a copy of the Auditor's report for the relevant financial year of the Club.
- 92 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 such other period as the Board may determine.
- 93 Auditors are to be appointed; their duties regulated in accordance with the Act; and their remuneration fixed by the Board.

## **GENERAL MANAGER**

- 94 At any time there will only be one General Manager of the Club, who will be appointed by the Board, and who will be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

## **EXECUTION OF DOCUMENTS**

- 95 The Board must provide for the safe custody of the Seal of the Club.
- 96 The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (a) two members of the Board; or
  - (b) one member of the Board and the General Manager.
- 97 The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (a) two members of the Board; or
  - (b) one member of the Board and the Secretary.
- 98 The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given. Nothing in Clauses 93 or 94 limits the ways in which the Club may execute a document.

## **NOTICES**

- 99 A notice may be given by the Club to any member either:
- (a) personally; or
  - (b) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or

- (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member;
  - (d) by sending the notice to the member by other electronic means (if nominated) by the member; or
  - (e) by notifying the member that the notice is available and how it may be accessed, if the member nominates electronic means by which the member may be notified that a notice is available and an electronic means by which the member may access the notices.
- 100 (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on the day of receipt by that 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 on the day following that on which the notice was posted.
  - (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) Where a notice is sent under Clause 99(e), the notice is taken to have been given on the day following that on which the member is notified that the notice is available.
- 101 If a member has an address outside the State of New South Wales and has not supplied the Club an address within New South Wales (or an electronic address) for the giving of notices to him or her, a notice posted on the Notice Board will be deemed to be notice to such member at the expiration of 24 hours after it is so posted up. For the purpose of this rule, the Australian Capital Territory shall be deemed to be within New South Wales.

## **INDEMNITY OF OFFICERS**

- 102 (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:
- (i) in relation to a liability owed to the Club or a related body corporate; or
  - (ii) in relation to 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) in relation to 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:
- (i) in relation to conduct involving a wilful breach of duty in relation to the Club; or
  - (ii) in relation to a contravention of sections 182 or 183 of the Act.