

COMPANY CONSTITUTION
OF
EASTERN SUBURBS LEGION CLUB LTD

(as adopted – 2025)

ACN 001 024 139

A Company Limited by Guarantee and
not having a Share Capital

[retype version 08/12/25]

CONSTITUTION
OF
EASTERN SUBURBS LEGION CLUB LTD

COMPANY INFORMATION

1. The name of the Company is “Eastern Suburbs Legion Club Ltd” (hereinafter called the “Club”).
2. The registered office of the Club shall be situated at Sydney in the State of New South Wales or such other place in the said State as the Directors may from time to time determine.

DEFINITIONS

3. In this Constitution, the following definitions will apply, unless there is something in the subject or context inconsistent with the below meaning:

“Act” means the Corporations Act 2001 (Cth) (as amended) and any regulation made under that act.

“annual report” means an annual financial report that is produced in accordance with the requirements of the Act, the Registered Clubs Act and the Australian Accounting Standards.

“annual subscription” means the subscription paid by a member in accordance with the Registered Clubs Act and being paid either annually or otherwise.

“Australian Accounting Standards” means the standards issued by the Australian Accounting Standards Board, as in force for the time being, and including any modifications prescribed by the regulations made under the Act. Australian Accounting Standards is hereby deemed to include Reduced Disclosure Requirements (if applicable).

“Authority” means the Independent Liquor and Gaming Authority.

“Board” means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution and deemed the Directors of the Company.

“business day” means a day that is not a Saturday, a Sunday or a public holiday.

“By-law” means any by-law, rule, policy or regulation established by the Board under the provisions of this Constitution.

“chairperson” shall mean the chairperson of a meeting of the Club being such person entitled to preside at said meeting in accordance with the provisions of this Constitution.

“close relative” of a person means:

- (a) a parent, child, brother or sister of the person; or
- (b) a spouse or de facto partner of the person or of a person referred to in paragraph (a). [Note: “De facto partner” is defined in the Interpretation Act 1987 (NSW)]

“Club” means the Eastern Suburbs Legion Club Ltd [ACN 001 024 139] and includes any registered business names owned by the Club.

“club licence” means a club licence granted under the Liquor Act.

“Constitution” means this company constitution of the Club which has been adopted and modified in accordance with the Act.

“contract” includes commercial arrangement.

“core property” means any real property owned or occupied by the Club that comprises:

- (a) the defined premises of the Club, or
- (b) any facility provided by the Club for the use of its members and their guests, or
- (c) any other property declared, by a resolution passed by a majority of the members present at a general meeting of the members of the Club, to be core property of the Club,

but does not include any property referred to in paragraphs (a)-(c) that is declared, by a resolution passed by a majority of the members present at a general meeting of the members of the Club, not to be core property of the Club.

“dispose” of property means to sell, lease or licence the property or to otherwise deal with the property in such manner as may be prescribed by the Registered Clubs Act.

“employ” and “employee” includes engage under a contract for services.

“financial member”, and the term “financial” when referring to a member, means a member who has paid all money payable by him or her to the Club by the due date for payment thereof.

“Gaming Machines Act” means the Gaming Machines Act 2001 (NSW) (as amended) and any regulation made under that act.

“gift” includes money, hospitality or discounts.

“Liquor Act” means the Liquor Act 2007 (NSW) (as amended) and any regulation made under that act.

“manager” shall mean the Secretary of the Club and such other persons approved by the Authority in accordance with the Liquor Act.

“month” means a calendar month.

“non-core property” means any real property owned or occupied by the Club that is not core property.

“notice board” means a board or boards designated as such and conspicuously located within the Club premises on which notices for the information of members are posted.

“office” means the registered office for the time being of the Club.

“Officer” shall have the meaning defined in the Act.

“ordinary resolution” means a resolution that may be passed by a simple majority (being at least 50 per cent) of members present and entitled to vote at a general meeting

“Registered Clubs Act” means the Registered Clubs Act 1976 (NSW) (as amended) and any regulation made under that act.

“responsible adult” means a person of or over the age of eighteen (18) years who, in relation to the minor, is a parent, step-parent, guardian, legal spouse, or a person who for the time being has parental responsibility for the minor.

“Returning Officer” shall mean a person appointed by the Club to conduct an election on behalf of the Club, and shall include the State Electoral Commissioner or a representative when said Commissioner conducts an election.

“RSL club” or “services club” means:

- (a) an RSL, Services, Ex-services, Memorial, Legion or other similar club that is a registered club, or
- (b) a registered club that has objects similar to, or that has amalgamated with, a club referred to in paragraph (a).

“Rules”, unless otherwise inferred, means the paragraphs within this Constitution, and any By-laws and regulations of the Club.

“Secretary” includes Acting Secretary, Secretary Manager, Acting Secretary Manager, Honorary Secretary, Acting Honorary Secretary, Chief Executive Officer, and Acting Chief Executive Officer.

“special resolution” means a resolution that in accordance with the Act:

- (a) Is passed at a general meeting of the Club of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and
- (b) Is passed by a majority of at least 75 per cent of members entitled to vote who are in attendance and vote in person at the meeting.

“teleconference” includes the use of telephone, computer, closed-circuit television, video based equipment, or any other suitable electronic means of communication.

“top executive” means each of the following:

- (a) the Secretary of the Club;
- (b) a person who is the manager (within the meaning of the Liquor Act) of any premises of the Club;
- (c) a person who is, or who is of a class, prescribed by the Registered Clubs Act for the purposes of this definition.

“written” and “in writing” include printing, typing, lithography, electronic communication and other modes of representing or reproducing words in visible form in the English language. Provided that information may only be given by means of electronic communication where at the time the information was given it was reasonable to expect that the information would be readily accessible and the person to whom the information is given has consented to the information being given by means of an electronic communication.

“year” when referring to matters dealing with elections means the period between successive Annual General Meetings.

INTERPRETATIONS

- 4. When reading and interpreting this Constitution, and any By-laws and other rules made under this Constitution, the definitions and the interpretation rules shall be in accordance with the Acts Interpretation Act 1901 (Cth) and the Interpretations Act 1987 (NSW). However, the application of the said Acts is subject to a contrary intention in other applicable Commonwealth and New South Wales legislation and any regulations made thereunder, or as otherwise clearly stated in this Constitution and not inconsistent with any legislation or regulation.
- 5. Replaceable rules under the Act are excluded from this Constitution and shall not apply to the Club except insofar as they are repeated in this Constitution or are included in modified form in this Constitution.
- 6. The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.
- 7. A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.
- 8. Words importing a gender include every other gender. Words in the singular number include the plural and vice versa. A reference to a person does not exclude it being a reference to a corporation, a body corporate or politic.
- 9. A decision of the Board on the construction or interpretation of the Constitution of the Club, or of any By-laws of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or

interpretation being varied or revised by the members of the Club in general meeting or by the Supreme Court of New South Wales.

EFFECT OF CONSTITUTION

10. The Club's Constitution and any By-laws and other rules have effect as a contract between the Club and each member; and between the Club and each director and the Secretary; and between a member and each other member; under which each person agrees to observe and perform the Constitution, By-laws and rules so far as they apply to that person.

CLUB STRUCTURE AND NON-PROFIT STATUS

11. The Club is established for the purposes set out in the Constitution.
12. The Club is a non-proprietary company.
13. The profits and other income of the Club shall be applied to the promotion of the purposes for which the members of the Club are associated together and no payment of any dividends or distribution of profits or income to or amongst the members of the Club shall be made.

MEMBERSHIP

14. Unless otherwise determined by the Board, the membership of the Club shall consist of full members.
15. In accordance with the Registered Clubs Act, the Club shall also have the following classes of membership:
 - (a) Provisional Members
 - (b) Temporary Members
 - (c) Honorary Members
16. Notwithstanding the classes of membership described in this Constitution, the Club may create such other classes or sub-classes of membership with appropriate rights and eligibility as defined in By-law as determined by the Board.
17. The rights and privileges of every member shall be personal to him or her and such rights and privileges shall not be transferable by any person or by operation of law, and no member shall be entitled to exercise the rights and privileges of a member unless all money due by such person to the Club has been paid.

MEMBERSHIP – VOTING RIGHTS

18. The members of the Club entitled to vote at an election of the Board shall consist of such class or classes of membership as comprises not less than 25 per cent of the members of the Club.

19. (a) Each member entitled to vote shall have one (1) vote.
- (b) Pursuant to the Registered Clubs Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.
- (c) An employee of the Club shall not vote at any general meeting of the Club or at any Board meeting or at any election of the Board or hold office as a member of the Board.
- (d) An employee of the Club must not vote at any election of the governing body of another club or association if any member of that governing body would, as the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of this Club.

CLASSES OF MEMBERSHIP

20. Full Member membership shall mean a person who is 18 years of age or more, has made application for membership of the club in accordance with this constitution, has been duly admitted to membership and is a fully paid-up member of the club.
21. Life Members
 - (a) Life Member shall mean any member, who in consideration of long or meritorious service to the Club or for any other commendable reason, is elected to Life Membership at a general meeting by at least two-thirds of the members present and entitled to vote.
 - (b) No person shall be appointed as a Life Member for his or her lifetime unless such person has been a member of the Club for a period of five (5) years in the aggregate and nor more than one (1) such Life Member shall be appointed in any one calendar year.

PROVISIONAL MEMBERS

23. (a) “Provisional Member” (as defined in the Registered Club Act) means a person who has applied for membership, has paid the appropriate annual subscription, and is awaiting a decision on the application.
- (b) Provisional Members shall have the same privileges as other members holding the same class of membership as applied for excluding the right to vote, the right to hold office and the right to attend meetings.

TEMPORARY MEMBERS

24. (a) “Temporary Member” (as defined in the Registered Club Act) shall mean a person who has attained the age of eighteen (18) years and who has been admitted to Temporary Membership of the Club and who meets at least one of the following conditions:
- (i) A person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the registered Club (and includes a person whose ordinary place of residence is in an excepted area as approved by the Director-General);
 - (ii) A person who is a member of another registered club with similar objects to those of this Club;
 - (iii) Any person who is attending the Club for the purpose of taking part in an organised sport or competition as provided in Section 30 (10) of the Registered Clubs Act;
 - (iv) An interstate or overseas visitor.
- (b) The duration of Temporary Membership shall be as determined by the Board from time to time provided that Temporary Membership shall be for a period of up to, but not exceeding, seven (7) consecutive days (or for such longer period no more than thirty (30) consecutive days as the appropriate authority may approve in writing in relation to the Club) PROVIDED that a person who is attending the Club for the purpose of taking part in an organised sport or competition shall be a Temporary Member from the time on that day when that person attends the premises of the Club until the end of that day.
- (c) The Temporary Membership of any person may be cancelled by the Club at any time without assigning any reason and the person concerned shall, if present, be required to leave the Club premises.
- (d) A Temporary Member (other than a Temporary Member who is exclusively attending the Club for the purpose of taking part in an organised sport or competition) is required to complete and sign the Temporary Member Register when entering the Club premises for the first time. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
- (e) Temporary Members shall not be required to pay a joining fee or an annual subscription unless determined otherwise by the Board from time to time.
- (f) Temporary Members shall have such rights and privileges as determined by the Board from time to time. Temporary Members shall NOT be entitled to introduce guests to the Club, attend any meetings of the Club, vote at any election, hold any position of office, nominate members for officer of the Club, or nominate members for Life Membership of the Club.
- (g) A Temporary Member may be accompanied at the premises of the Club by a minor (person under the age of eighteen (18) years) provided that the Temporary Member is a responsible adult in relation to that minor and that such minor remains in the immediate presence of the Temporary Member. A minor’s details must NOT be entered into the Temporary Member Register or the Guest Register of the Club.

HONORARY MEMBERS

25. (a) “Honorary Member” (as defined in the Registered Club Act) shall mean a person who has attained the age of eighteen (18) years and who is either the current Patron of the Club, or a prominent citizen or dignitary visiting the Club for some special occasion. The period of such Honorary Membership shall be as determined by the Board.
- (b) Honorary Member shall also mean a serving Australian Defence Force (ADF) person who attends the premises of the Club and produces evidence that the person is a member of the Australian Defence Force. ADF Honorary Membership shall be for the day the person attends the Club.
- (c) Any person who is for the time being a Member of Parliament (State or Federal) representing any part of the area for the time being comprised in the Municipality of Waverley may be admitted by resolution of the Club in general meeting as an Honorary Member for a period not exceeding his or her term of office in that position.
- (d) (i) An Honorary Member shall have such other rights and privileges as shall be determined by the Board PROVIDED that an Honorary Member shall NOT attend any meetings of the Club, vote at any election, hold any position of office, nominate members for officer of the Club, or nominate members for Life Membership of the Club.
- (ii) In the case of a member being admitted as an Honorary Member such person shall retain his or her status and all rights, privileges and obligations as a member, save and except that he or she shall not be required to pay annual subscription or levy.

PATRONS

26. 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. Such Patron or Patrons shall be deemed to be Honorary Members of the Club provided that any Patron who is a member of the Club shall also be entitled to exercise all the privileges and advantages of such membership. Patrons will cease to be Patrons when the period of appointment expires, and may be removed prior to that time by the members in general meeting.

ADMISSION TO MEMBERSHIP

27. (a) Candidates for membership of the Club shall complete and sign an application form. The application form shall set out the full name, address and occupation of the candidate and the class of membership to which the candidate wishes to be admitted. The application form shall be in the form and contain such further particulars as are from time to time determined by the Board.

- (b) The name and address of each candidate for membership shall be displayed on the notice board for at least one (1) week before the election. An interval of at least two (2) weeks shall elapse between the application for membership and the election.
 - (c) The Secretary shall have the discretion to (and shall, if so directed by the Board) refuse to accept payment of the joining fee (if any) and the applicable annual subscription with the application for membership without giving any reason for such refusal.
28. Applications for membership shall be submitted to and may be approved or rejected by the Board of Directors and if approved the applicant shall become a member of the Club. The Board shall not be bound to give any reason for the rejection of any application. The Board shall cause a record to be kept of any admittance and such record shall show the names of the Board members present and voting at a meeting at which applications for membership have been approved.
29. Should a person who has been previously expelled from membership of the Club make application for membership then that application must be considered by the full Board of Directors. The ballot shall be by secret ballot and two (2) adverse votes shall exclude the person from being accepted to membership.
30. Every person elected to membership shall be deemed to agree to pay the joining fee (if any) and annual subscription and other fees and charges as prescribed in the Constitution and to be bound by the Constitution of the Club and By-laws from time to time in force and the payment of the said joining fee or part thereof and/or the said annual subscription or part thereof shall be conclusive evidence of such agreement. Provided nevertheless that if such payment is not made within one (1) month after the date of the election to membership, the Board may at its discretion cancel its election of the person to membership of the Club.

SUBSCRIPTIONS, FEES AND CHARGES

31. The subscription fee payable by members for membership of the club shall be an amount not less than \$2 per annum. The subscription shall be payable in advance either annually or, if the Board determines, for more than one (1) year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time.
32. The annual subscription shall fall due on the first day of July in each year.
33. (a) The payment of whole or any part of the annual subscription may upon the application of a member be suspended or remitted by the Board in its absolute discretion during such member's absence from the Commonwealth whilst engaged on military service and the member shall in the case of such remission or suspension be deemed to remain a financial member for the period thereof.
- (b) The Board shall have power to make charges and levies on categories of members for general or special purposes as they see fit.

- (c) Subject to the provisions of the Anti-Discrimination Act 1977 (NSW), a member may in relation to age be granted special privileges and discounts on the annual subscription, and/or any other fees and levies.

NON-FINANCIAL MEMBERS

- 34. Any member whose subscription is unpaid on the last day of July in any year shall upon resolution of the Board of Directors thereupon cease to be a member of the Club and shall not enjoy rights or privileges as such and shall be removed from the register of members.
- 35. Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-laws of the Club.

DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS

- 36. If any member refuses to or neglects to comply with any of the provisions of the Constitution, By-laws or other Rules of the Club or is in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or is guilty of conduct which in the opinion of the Board is unbecoming of a member or which renders the member unfit for membership, the Board (including a properly constituted judiciary committee) shall have the power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to erase the member's name from the register of members provided that at all times the principles of procedural fairness are upheld and that:
 - (a) Such member shall be notified of any charge against him or her pursuant to this Rule by notice in writing by a prepaid letter posted to the member's last known address at least fourteen (14) clear days before the meeting of the Board at which such charge is to be heard. The notice shall set out the facts, matters and circumstances giving rise to the charge.
 - (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and may be accompanied at the hearing by a person of the member's choice, or the member may answer the charge in writing.
 - (c) Witnesses may be reasonably called to attend and to give evidence or may give a written statement.
 - (d) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board or committee may decide on the evidence before it, the member's absence notwithstanding, having regard to any representations made to it in writing by the member charged.

- (e) The voting method by the members of the Board or committee present at such meeting shall be as decided by the Board and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds (2/3) of the members of the Board present vote in favour of such motion.
- (f) Any decision of the Board at such hearing or any adjournment thereof shall be final.
- (g) Thorough minutes of proceedings shall be taken of all meetings relating to a charge or complaint made against a member.
- (h) The member shall be notified in writing of any decisions and penalties imposed by the Board or by a judiciary committee.
- (i) Any member notified or any member proposed in accordance with this Rule to be notified may immediately be suspended from all privileges of the Club until such time as the meeting is held. Such immediate suspension of membership shall be advised to the member in writing. The meeting of the Board to hear the charge against the member shall be heard within six (6) weeks of the notification to the member of the immediate suspension.

REMOVAL OF PERSONS FROM THE CLUB PREMISES

37. (a) In this Rule: “authorised person” means the Secretary, an employee or agent of the Secretary, or a police officer; “vicinity of the Club premises” means any place less than 50 metres from any point on the boundary of the licensed premises. The functions that may be exercised under this Rule may only be exercised in relation to the licensed premises to which the club licence relates. A reference in this Rule to turning a person out of the Club premises includes a reference to causing the person to be turned out.
- (b) The Secretary or an authorised person may refuse to admit to, or may turn out of, the Club premises any person, including a member: who is at the time intoxicated, violent, quarrelsome or disorderly; whose presence on the Club premises renders the Secretary liable to a penalty under the Liquor Act; who smokes, within the meaning of the Smoke-free Environment Act 2000 (NSW), while on any part of the Club premises that is a smoke-free area within the meaning of that Act; who uses, or has in his or her possession, while on the premises, any substance that the authorised person suspects of being a prohibited plant or a prohibited drug; or whom the authorised person, under the conditions of the club licence or a term of a liquor accord, is authorised or required to refuse access to the Club premises.
 - (c) If pursuant to this Rule a person (including a member) has been refused admission to, or has been turned out of the Club premises, an authorised person may at any time refuse to admit that person into the Club premises or may turn the person out of the Club premises.
 - (d) (i) In accordance with the Liquor Act, if a person is required to leave the Club premises under this Rule, the said person must leave the Club premises.
 - (ii) In accordance with the Liquor Act for the purposes of this Rule, such reasonable degree of force as may be necessary may be used to turn a person out of the Club premises.
 - (e) (i) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule, must not re-enter or attempt to re-enter the Club premises within 24

hours of being refused admission or being turned out. After the 24-hour period ends in relation to any such person, an authorised person is not prevented from exercising the powers under this Rule in relation to the person.

- (ii) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule, must not, without reasonable excuse, remain in the vicinity of the Club premises, or reenter the vicinity of the Club premises within six (6) hours of being refused admission or being turned out. In accordance with the Liquor Act, a person has a reasonable excuse for remaining in, or re-entering, the vicinity of the Club premises if, the person reasonably fears for his or her safety if he or she does not remain in, or re-enter, the vicinity of the Club premises, or the person needs to remain in, or re-enter, the vicinity of the Club premises in order to obtain transport, or the person resides in the vicinity of the Club premises.
- (f) An incident register may be maintained (and shall be maintained if required under the Liquor Act) for the purpose of recording in writing and relaying the facts, matters and circumstances relating to the exercise of powers referred to in this Rule. In accordance with the Liquor Act, any incident, whether under this Rule or otherwise, that occurs outside of the standard trading period for the Club and results in a patron of the Club premises requiring medical assistance is an incident that must be recorded in the incident register. All reports must be recorded in the incident register as soon as practical after the incident.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 38. (a) A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation shall take effect from the date on which such notice in writing is received by the Secretary.
- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Member Register, neglecting to pay the annual subscription or otherwise) shall ipso facto forfeit all rights as a member of the Club provided that such person shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of membership of the Club and any other moneys due by the member at the date of cessation of membership of the Club or for which the member is or may become liable under this Constitution or under the Act.

ADDRESSES OF MEMBERS

- 39. Every person shall notify the Secretary of a current address and occupation if those particulars have not already been stated on the application for membership and shall, as soon as practical, notify the Secretary of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

REGISTER OF MEMBERS AND GUESTS

40. The Club shall keep the following registers in accordance with the Act and the Registered Clubs Act:
- (a) Register of Members. The register of members must contain the name in full, address and occupation of each member, the date on which the entry of the member's name in the register is made, and the date on which the member last paid the annual subscription for membership of the Club. The Club must include in the register an up-to-date index of members' names. The index must be convenient to use and allow a member's entry in the register to be readily found. A separate index need not be included if the register itself is kept in a form that operates effectively as an index.
 - (b) Temporary Member Register of persons who are Temporary Members other than Temporary Members who are exclusively attending the Club for the purpose of taking part in an organised sport or competition. At the commencement of the Temporary Membership, the register shall have entered in it the full name, or the surname and initials, and the address, of the Temporary Member together with his or her signature. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
 - (c) Honorary Member Register. This register shall have entered in it the full name or the surname and initials, and the address, of each Honorary Member and the date or period of Honorary Membership. If the person is an ADF Honorary Member the entry in the register shall also include his or her signature.
 - (d) Guest Register of persons over the age of eighteen (18) years who enter the premises of the Club as the guest of a member. Such register shall have entered therein on each day the guest enters the premises of the Club, the name and address of the guest, the date of that day, and the signature of the accompanying member. A guest entering the Club more than once on the same day with the same member need only enter his or her name in the register once. It is offence to make an entry in the Guest Register relating to a person under the age of eighteen (18) years.
41. A register referred to in this section shall be retained by the Club for a period of at least three (3) years after the date of the last entry in the register.

GUESTS

42. (a) All members excluding Temporary Members shall have the privilege of introducing guests to the Club who are over the age of eighteen (18) years.
- (b) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.

- (c) Guests shall be required to remain in the reasonable company of the introducing member at all times while on the Club premises and shall not remain on the Club premises any longer than the member.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) No member shall introduce any guest more frequently or in greater numbers than may for the time being be provided by By-law, nor shall the member introduce any person as a guest whose name has been removed from the Member Register for misconduct or who has been suspended by the Board of the Club.
- (f) The Board shall have power to make By-laws from time to time regulating the terms and conditions on which guests may be admitted to the Club, provided that at all times such By-laws are not inconsistent with this Constitution and the Registered Clubs Act.
- (g) Members introducing persons under the age of eighteen (18) years to the Club shall ensure that such persons remain in the designated permissible areas as defined by the Board.

BOARD OF DIRECTORS

- 43. (a) The Club and all its assets and rights and business affairs shall be managed by a Board of Directors consisting of a President, and a Vice President and five (5) Directors. All such members of the Board are Directors of the Club within the meaning of the Act.
- 44. (a) The Board shall be elected annually at the Annual General Meeting of the Club by ballot held at the meeting or at a ballot held during a period preceding the Annual General Meeting in such usual and proper manner as determined in the By-laws of the Club.
- (b) The members of the Board shall hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they shall retire but shall be eligible for re-election.
- (c) No member who is currently unfinancial or under suspension shall be elected or appointed to the Board or any other office or perform duties as holder of an office or member of any committee while such member remains unfinancial or during the period of such suspension.
- 45. Each member elected or appointed to the Board may be required to undergo training courses relating to financial management and other relevant matters in order for the Club to meet the requirements of the Registered Clubs Act.

NOMINATION AND ELECTION OF THE BOARD

46. An election of the Board of Directors shall be opened and kept open for a period of at least seven (7) days prior to the Annual General Meeting.
47. (a) All nominations for the Board of Directors shall be in writing and signed by two (2) financial members and the written consent of the person nominated shall be subscribed thereon.

(b) Any person nominating to be a member of the Board of Directors must be a member and have held membership for five (5) consecutive years.
48. Nominations shall close on a date to be fixed by the Board but not later than twentyone (21) days before the day appointed for the holding of the Annual General Meeting and all nominations shall be in the hands of the Secretary or Returning Officer not later than 6:00 PM on the day so fixed for the close of nominations.
49. No person shall be eligible to be elected as President or Vice President unless such person has served as a member of the Board for a total period of two (2) years.
50. (a) If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting.

(b) If no or insufficient nominations be received for any offices the candidate or candidates, if any, nominated shall be declared duly elected at the Annual General Meeting and nominations shall be made orally at the meeting for the vacancies then remaining. No person shall be elected from the floor of a meeting without giving consent to such nomination (whether present or not). If there be more than the required number nominated for any position, an election by ballot for such vacancies remaining shall be held in accordance with this Constitution.
51. (a) The election of the Board shall be conducted and counted by a Returning Officer and at least two (2) scrutineers appointed by the Board.

(b) A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.
52. (a) In any case of doubt as to the formality or otherwise of a ballot paper, the same shall be referred to the Returning Officer whose decision shall be final.

(b) In the event of an equality of votes in favour of two or more candidates, the Returning Officer (or in his or her absence the chairperson of the meeting) shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.
53. The Board shall have the power to make By-laws regulating all matters in connection with the nomination and election of the Board not otherwise provided by this Constitution.

SPECIAL APPOINTMENTS MADE BY THE BOARD

54. (a) In accordance with the Registered Clubs Act, the elected members of the Board may appoint special Board members to hold up to two (2) Board positions at any one time, provided that:
- (i) The terms shall be no more than three (3) years; and
 - (ii) The person must be an financial member at the time of, and for the duration of, the appointment; and
 - (iii) The person is not eligible for reappointment as a special Board member at the end of the term.
- (b) Within twenty-one (21) days of a special Board member appointment being made, a notice must be clearly displayed on the Club's notice board and on the Club's website (if any) that states the reason for the person's appointment, the person's relevant skills and qualifications, and any payments to be made to the person in connection with the appointment.
- (c) Nothing in this Rule shall prevent the appointment of members to fill casual vacancies in accordance with this Constitution.

REMOVAL FROM OFFICE OF DIRECTORS

55. (a) Members who are entitled to vote at an election of the Club may by ordinary resolution remove any member of the Board of Directors or the whole of the Board before the expiration of any Director's period of office and may by ordinary resolution appoint another member or members in their stead providing that each person so appointed complies with the requirements of this Constitution. Any person so appointed shall hold office until the next Annual General Meeting.
- (b) The Secretary must give the Director or Directors a copy of the notice as soon as practicable after it is received.
- (c) A Director is entitled to put a case to the members by giving the Secretary a written statement for circulation to members and speaking to the motion at the meeting. The director's statement does not have to be circulated to members if it is more than 1,000 words long or defamatory.
- (d) An extraordinary general meeting shall be called in accordance with the provisions of this Constitution to vote on the resolution and to appoint Directors (if any).

VACANCIES ON THE BOARD

56. The Office of a member of the Board shall immediately be deemed vacant if the Office holder:
- (a) ceases to be a member of the Board by virtue of the Act (in particular, but not limited to, provisions relating to convictions and bankruptcy);
 - (b) becomes prohibited from being a member of the Board by reason of any order made under the Act, the Registered Clubs Act or the Liquor Act (which may include failing to undergo training for directors);
 - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) is removed from office by an ordinary resolution passed by members at a general meeting of which due notice has been given to remove the person from office;
 - (e) is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board;
 - (f) transfers to a class of membership that would disqualify the person from being eligible for appointment to his or her own office under the provisions of this Constitution following the change of membership class;
 - (g) becomes an employee of the Club;
 - (h) resigned from office by notice in writing to the Secretary of the Club;
 - (i) ceases to be a member of the Club.
57. The Board shall have the power at any time to appoint an eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the next following Annual General Meeting but shall be eligible for reelection.

POWERS AND DUTIES OF THE BOARD

58. The business and affairs of the Club and all its funds, property, assets and rights shall be managed by the Board of Directors who may exercise all such powers of the Club as are not required by this Constitution to be exercised in general meeting.
59. Without limiting the general powers conferred by Rule 58 it is hereby declared that the powers of the Board shall include powers:
- (a) To determine who shall be authorised to sign bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts, deeds and documents on behalf of the Club.
 - (b) To appoint from among their number such committees as they deem necessary or expedient and depute and refer to them such powers, authorities and discretions as the Board may determine.
 - (c) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.

- (d) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (e) 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.
- (f) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (g) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (h) The Board shall have the power to sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to lease demise exchange or sell in accordance with the Registered Clubs Act all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be licensed under the provisions of the Liquor Act without the consent of the Authority being obtained and the power to sell or exchange core property shall be in accordance with the Registered Clubs Act.
- (i)
 - (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his duties.
 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers officers representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise.
- (j) To set the joining fees and annual or other subscriptions and fees payable by all members.

DUTIES OF DIRECTORS, THE SECRETARY, AND EMPLOYEES

60. (a) A Director, Secretary, other officer or employee of the Club must not improperly use their position to gain an advantage for themselves or someone else; or to cause detriment to the Club.
- (b) A Director or other officer of the Club must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if they were a director or officer of a club in the Club's circumstances.
- (c) A Director or other officer of the Club who makes a business judgment is taken to meet the requirements of subsection (b), and their equivalent duties at common law and in equity, in respect of the judgment if they:
- (i) make the judgment in good faith for a proper purpose; and
 - (ii) do not have a material personal interest in the subject matter of the judgment; and
 - (iii) inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
 - (iv) rationally believe that the judgment is in the best interests of the Club.
- (d) A Director or other officer of the Club must exercise their powers and discharge their duties in good faith in the best interests of the Club; and for a proper purpose.
- (e) A person who obtains information because they are, or have been, a Director, Secretary or other officer or employee of the Club must not improperly use the information to gain an advantage for themselves or someone else; or to cause detriment to the Club.

BY-LAWS

61. From time to time the Board may make By-laws or regulations not inconsistent with this Constitution and at any time in like manner to annul vary any By-laws or regulations so made and for the time being in force shall be binding on the members of the Club and she have effect accordingly and without limiting the generality the power to make annul or vary By-laws or regulations hereby conferred on the Board the following shall deemed to be matters to which the powers shall expressly extend:
- (a) As to form and contents of applications for membership.
 - (b) As to the rights and privileges which shall be accorded members of the Club.
 - (c) As to the qualifications, restrictions and conditions which shall be attached to members of the Club.
 - (d) As to all such matters and things as in the opinion of Board are necessary or expedient to be scribed for the conduct of any business or affairs related to the administration of the Club or the promotion of wellbeing of the members of the Club or the advancers of their interests.

62. Any By-laws made under this Constitution shall come into force and have the full authority of a By-law of the Club on being posted upon the Club's notice board.

PROCEEDINGS OF THE BOARD

63. (a) The Board of the Club shall hold a meeting at least once in each month of the year and minutes of all proceedings and resolutions of the Board shall be kept and entered in a book provided for the purpose.
- (b) The President shall preside at every meeting of the Board or if at any meeting the President is not present or is unwilling or unable to act then the VicePresident shall act as chairperson of the meeting. If the Vice-President is not present or is unwilling or unable to act then the Board members present shall elect their own chairperson of the meeting.
- (c) The quorum for meetings of the Board shall be four (4) members present in accordance with this Constitution.
64. Unless the Board determines otherwise, a meeting of the Board may be held at two or more places at the same time by means of teleconferencing if the need arises. The consent may be a standing one. A director may only withdraw consent within a reasonable period before the meeting. Teleconference access to a Board meeting, given reasonable notice of such request for access, shall be made available. A Board member who participates in a meeting via teleconferencing shall be taken to be present at the meeting and to form part of any quorum for the meeting. Secret ballots shall not be conducted at any meeting where teleconferencing is in use unless all votes cast are cast electronically and are cast in exactly the same manner by each Board member. A Board member's attendance via a teleconferencing facility shall not be recorded or stored and shall not be transmitted or relayed to a location other than to the meeting being attended.
65. The President may at any time convene a meeting of the Board. The Secretary shall convene a meeting of the Board upon the request of not less than two (2) members of the Board.
66. Every member of the Board shall, in each instance, have one (1) vote. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of the members of the Board present and voting and shall for all purposes be deemed a determination of the Board. In case of an equality of votes, the chairperson of the meeting shall have a second or casting vote in addition to the deliberative vote.
67. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to at least the number required for a quorum or of summoning a general meeting of the Club, but for no other purpose.
68. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as

aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

69. (a) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- (b) For the purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- (c) A reference in paragraph (a) to all the Directors does not include a reference to a Director who at a meeting of the Board, would not be entitled to vote on the resolution.
70. (a) The Board may delegate any of its powers to Committee consisting of such members as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations or conditions that may be imposed on it by the Board. The President, Vice-President and the Secretary shall constitute an executive committee pursuant to this Constitution to exercise all the administrative powers of the Board but subject nevertheless to the directions of the Board.
- (b) The meetings and proceedings of any committee constituted under this Rule consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulations made by the Board.

DISCLOSURE OF DIRECTORS' INTERESTS

71. (a) Each Director must comply with the Corporations Act in relation to the disclosure of the Director's interests.
- (b) A Director who has a material personal interest in a matter that relates to the affairs of the Club must declare that interest to the Board before the transaction was entered into. A Director that has an interest in a matter may give the Board standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the Club at the time the notice is given. The Secretary shall record in the minutes any declaration made or any general notice given by a Director in accordance with this Rule.
- (c) Unless otherwise approved in writing by the Board, a Director is ineligible to hold office and is also disqualified from office by contracting with the Club either as vendor, purchaser or otherwise except with express resolution of approval of the Board.

- (d) Unless a declaration of interest is made by a Director at a Board meeting prior to the Club entering into a contract, any such contract or any contract or arrangement entered into by or on behalf of the Club in which any Director is in any way interested will be voided for such reason.
- (e) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.
- (f) The Club cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (g) If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting, then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Club and the general meeting may pass a resolution to deal with the matter.

HONORARIUM

- 72. Nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

GENERAL MEETINGS

- 73. (a) A general meeting called the Annual General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year.
- (b) All meetings of the general body of members other than Annual General Meetings shall be called extraordinary general meetings.
- 74. (a) The Board may whenever it thinks fit convene a general meeting of the Club and shall convene a general meeting on the request of not less than five per cent (5%) of the members entitled to vote at meetings whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).
- (b) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the Club and may consist of several documents in like form each signed by one or more requisitionists.

- (c) A meeting of members must be held for a proper purpose. A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
- (d) On receipt of a valid requisition the Club shall forthwith proceed to convene a general meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.
- (e) If the Board does not give notice of a general meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.
- (f) In the case of a general meeting where at least twenty-one (21) clear days' notice of such meeting has not been given to members entitled to attend and vote at such meeting the Board shall be deemed not to have duly convened the meeting.
- (g) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which general meetings are convened by the Board.
- (h) To call the meeting the requisitionists may ask the Club for a copy of the Register of Members and the Club must give the requisitionists the copy of the Register without charge.
- (i) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.

NOTICE OF GENERAL MEETINGS

75. At least twenty-one (21) clear days written notice specifying the place day hour and business of a general meeting shall be given to all members entitled to attend and vote the general meeting. The meeting shall not be invalidated by reason only of the accidental omission to give written notice of the meeting or the non-receipt of the notice of the meeting by any member.

MEMBERS' RESOLUTIONS AND QUESTIONS

76. (a) Members may give the Club notice in writing of a resolution that they propose to move at a general meeting provided that such members hold at least five per cent of the votes that may be cast on the resolution or at least 100 members who are entitled to vote at a general meeting, whichever is less (number of members calculated as at the midnight immediately preceding the day that the members give the notice). The Board may at its discretion determine that a resolution shall be presented to members with less than the required number of members giving notice of the proposed resolution.
- (b) Notice given in accordance with paragraph (a) of this Rule must be given to the Secretary and shall be considered at the first general meeting held at least two (2) months after receipt of the notice. If a general meeting is held on a date less than two

- (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days' notice of the resolution to members, the Club may, at its discretion, and with due notice, present the resolution to members for consideration.
77. A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the auditor if the question is relevant to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the auditor even if the Club believes the question is not relevant to the auditor's report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).

ANNUAL GENERAL MEETINGS

78. The business of the Annual General Meeting shall be as follows:
- (a) To confirm the minutes of the previous Annual General Meeting and of any other general meetings held;
 - (b) To receive and consider the reports of the Board;
 - (c) To receive and consider the financial report as required by the Act and the Registered Clubs Act and to receive and consider the auditor's report (if required);
 - (d) To appoint an auditor (only if a vacancy exists in the office of auditor);
 - (e) To approve honoraria or other extraordinary benefits (if any);
 - (f) To elect the Board in accordance with this Constitution, or, if the ballot was held prior to the Annual General Meeting, to declare the result of the ballot and, if necessary, to elect further Directors;
 - (g) To deal with any valid business of which due notice has been given;
 - (h) Such business which under this Constitution ought to be transacted at a general meeting;
 - (i) To deal with general business as approved by the chairperson of the meeting or as approved by the meeting.

79. The chairperson of an Annual General Meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask questions about, or make comments on, the management of the Club.
80. (a) The Club's auditor is entitled to attend any general meeting of the Club and 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 even if the auditor retires at the meeting or the meeting passes a resolution to remove the auditor from office.
- (b) If the Club's auditor or representative is at the Annual General Meeting, the chairperson of the meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

PROCEEDINGS AT GENERAL MEETINGS

81. (a) The quorum for any Annual or Extraordinary General Meeting shall be not less than twenty-five (25) financial members or ten per cent (10%) of the financial members on the register which ever shall be the less and no business shall be transacted at any meeting unless a quorum of the members is present when the meeting proceeds to business and none less than that number shall be present at any time during the meeting.
- (b) If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time, and place as the Board may determine. It shall not be necessary to give notice of such adjourned meeting if it is held within thirty (30) days of the original meeting. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
82. The President shall take the chair at all duly constituted meetings, or in the President's absence, a member of the Board shall be appointed chairperson of the meeting. In the case that no Board member is in attendance within fifteen (15) minutes after the time appointed for holding the meeting, or if they are unwilling to act, the members present shall choose one of their number to be chairperson of the meeting.
83. (a) At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five (5) members entitled to vote and unless a poll is so demanded a declaration by the chairperson of the meeting that a resolution has been carried on a show of hands, or carried unanimously or by a particular majority and an entry to that effect in the book of the proceedings of the Club, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn at the meeting at which the demand was made. The poll may be taken by voting papers.
- (b) If a poll is duly demanded it shall be taken in such manner and at such time and place as the chairperson of the meeting shall direct and either at once or after an adjournment and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- (c) In the case of an equality of votes, whether on a show of hands or on poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote only.
 - (d) A poll demanded on the election of a chairperson of the meeting or on a question of adjournment shall be taken forthwith.
 - (e) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any other business still to be conducted.
84. (a) The chairperson of a general meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
- (c) It shall not be necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting shall be given as in the case of an original meeting.

FINANCIAL YEAR

85. The financial year of the Club shall commence on the first day of July and end at the conclusion of the last day of June in each year.

ACCOUNTS

86. The Board shall cause proper accounts, books, and other records to be kept with respect to the financial affairs of the Club in accordance with the Act, the Registered Clubs Act, and Australian Accounting Standards.
87. The books of account shall be kept at the registered office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act or Registered Clubs Act to inspect such records.
88. (a) The Club shall prepare, on a quarterly basis, financial statements that incorporate the Club's profit and loss accounts and trading accounts for the quarter, and a balance sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the Registered Clubs Act.

(b) The financial statements shall be available to the members of the Club within 48 hours of the statements being adopted by the Board. The Club shall display a permanent notice on the Club's notice board and on the Club's website (if any) indicating how the members of the Club can access the financial statements. The Club shall provide a copy of the financial statements to any member of the Club on a request in writing by the member.

ANNUAL REPORT

89. (a) In accordance with the Act, the Board shall present to members in general meeting once in every year a financial report for the financial year, a Directors' report for the financial year, and such other reports and statements as required by the Act and Registered Clubs Act. The Club shall have its financial report for a financial year either audited or reviewed in accordance with the Act and Australian Accounting Standards. The financial statements and notes for a financial year must give a true and fair view of the financial position and performance of the Club.
- (b) The Directors' report, in addition to the other statutory requirements, shall include:
- (i) the name of each person who has been a Director at any time during or since the end of the financial year; the period for which each person was a Director; each Director's qualifications, experience and special responsibilities; and the number of meetings of the Board held during the year and each Director's attendance at those meetings.
- (ii) for each class of membership, the amount which a member of that class is liable to contribute if the company is wound up; and the total amount that members of the Club are liable to contribute if the Club is wound up.
- (c) In accordance with the Registered Clubs Act, the annual report shall specify the core property and non-core property of the Club as at the end of the financial year to which the report relates.
90. (a) A member of the Club may, by notice in writing to the Club, request to receive a hard copy or an electronic copy of the annual report. If a member makes a request for an annual report, the request is made by the member for that financial year; and is a standing request made by the member for each later financial year until the member changes the request.
- (b) If the Club prepares a financial report or a Directors' report for a financial year, or obtains an auditor's report on the financial report, the Club must send a copy of the report, free of charge, to each member who has requested an annual report.
- (c) In addition to any other requirements of this Rule relating to the supply of an annual report to members, the Club may also provide to members a concise report and/or may make a copy of the annual report or the concise report readily accessible on a website.
- (d) The provisions of this Rule shall not relieve the Club of the obligation to give notice in writing of general meetings to all members entitled to attend general meetings.
91. Annual reports must be sent no later than twenty-one (21) days before the Annual General Meeting or no later than four (4) months after the end of the financial year to which the report relates, whichever is the earlier.

AUDITOR

92. (a) In accordance with the Act, the Club must appoint an auditor at an Annual General Meeting to fill any vacancy or casual vacancy in the office of auditor PROVIDED THAT the Club shall not be required to appoint an auditor if the Club is a small company limited by guarantee.
- (b) In accordance with the Act, if the Club is required to be audited the following provisions shall apply:
- (i) A person shall not be appointed or act as auditor if such person is not a registered company auditor as defined by the Act, or if such person is a member of the Board or an employee of the Club.
 - (ii) An auditor shall only be appointed when a vacancy exists in the position of auditor. The ordinary resolution to remove an auditor and the special resolution to appoint another auditor should be given to members at the same general meeting.
 - (iii) At least two (2) months' notice of a resolution to remove the auditor must be given to the Club. Immediately such notice is received by the Club, a copy of the notice shall be forwarded to the auditor and a copy to the Australian Securities and Investments Commission. The auditor of the Club may be removed from office by an ordinary resolution at a general meeting of which notice has been given.
 - (iv) The Club must not appoint an auditor unless the auditor has consented before the appointment to act as auditor and has not withdrawn that consent before the appointment is made.
 - (v) Notice of the special resolution relating to the appointment of an auditor and notice of the meeting to consider such special resolution shall be given to members entitled to vote and to the auditor nominated.
 - (vi) A properly qualified auditor or auditors shall be appointed at a general meeting by a seventy-five per cent (75%) majority of members attending in person and entitled to vote.
 - (vii) If an auditor is not appointed by the members at a duly convened general meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an auditor shall be appointed by the Australian Securities and Investments Commission.
 - (viii) The auditor's duties shall be regulated in accordance with the provisions of the Act.
 - (ix) The Club must give the auditor notice of all general meetings in the same way that a member of the Club is entitled to receive notice, and, must give any other communications relating to the general meeting that a member of the Club is entitled to receive. The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

SECRETARY

93. The Board shall appoint a person to be Secretary of the Club. At any time there shall only be one (1) Secretary of the Club.
94. The Secretary shall undergo training in accordance with the Registered Clubs Act.

MINUTES

95. (a) The Club must keep minute books in which it records:
- (i) proceedings and resolutions of all general meetings of members; and
 - (ii) proceedings and resolutions of Board meetings (including meetings of a committee of directors); and
 - (iii) resolutions passed by Directors without a meeting.
- (b) The chairperson of the meeting must, within one (1) month after the end of the meeting, cause minutes to be drawn up and entered in a minute book. The Club must ensure that the minutes of a meeting are signed and certified as a true copy within a reasonable time after the meeting by either the chair of the meeting or the chair of the next meeting.
- (c) The Club must keep its minute books at the Club's registered office.

COMPANY SEAL AND EXECUTION OF DOCUMENTS

96. (a) The Club may execute a document (including a deed) without using a common seal if the document is signed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.
- (b) If the Club has a common seal the Club may execute a document (including a deed) if the seal is fixed to the document or deed and the fixing of the seal is witnessed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.
- (c) 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.

NOTICES

97. Any notice in writing may be given by the Club to a member either:
- (a) personally;
 - (b) by sending it by post to the address for the member in the Register of Members; or
 - (c) by sending it to the fax number or electronic address (if any) nominated by the member.
98. A member may indicate either verbally or in writing the intention to receive notices by fax or by an electronic means, provided that the Club offers such means of receiving notices. Such indication by a member shall be a standing request but may be revoked by the member at any time.
99. (a) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) A notice sent by fax or other electronic means is taken to be given on the business day after it is sent.
100. If a member has not supplied to the Club an address within the State of New South Wales for the giving of notices, a notice posted up on the notice board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.

INSPECTION OF RECORDS

101. The Board shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Club or any of them will be open to the inspection of members other than Directors, and a member other than a Director does not have the right to inspect any document of the Club except as provided by By-law or authorised by the Board or by the Club in general meeting.

INDEMNITY AND INSURANCE OF OFFICERS

102. Every Officer of the Club (as defined in the Act) and auditor shall be indemnified out of the property of the Club against any liability incurred by him or her in such person's capacity as Officer or auditor in defending any proceedings, whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted in connection with any application under the Act in which relief is under the Act granted by the Court in respect of any negligence, default, breach of any duty or trust.

103. To the greatest extent permitted by law, the Club may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or Officer of the Club or of a subsidiary of the Club against any liability including any liability for legal costs other than a liability that arises out of conduct involving a wilful breach of duty in relation to the Club or a wilful contravention of the Act.

CLUB OPERATION

104. Subject to the provisions of the Registered Clubs Act, a member of the Club, whether or not such member is a member of the Board or of any committee of the Club, shall not be entitled under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every member of the Club. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.
105. Subject to the provisions of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
106. (a) The Secretary, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under this Constitution or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- (b) Subject to provisions of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts and shall not grant any interest in an approved gaming machine kept by the Club to any other person.
107. The Club must not dispose of any core property of the Club unless:
- (a) the property has been valued by a qualified valuer; and
- (b) the disposal has been approved at a general meeting of the members of the Club at which a majority of the votes cast supported the approval; and
- (c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer,
- notwithstanding any exceptions created by regulations made under the Registered Clubs Act.
108. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person who is not a member of the Club except on the invitation and in the company of a member of the Club or to persons attending a function whilst a club functions authorisation is in force.

109. The Club shall observe the liquor harm minimisation requirements of the Liquor Act, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti-social behaviour).
110. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
- (b) A person under the age of eighteen (18) years shall not use or operate any poker machines or any other types of gaming machines on the premises of the Club.
111. The Registered Clubs Act may require members of the Board, the Secretary of the Club, and persons appointed under the Liquor Act as managers of Club premises, to undergo training courses relating to financial management and other matters that are relevant to their functions.

CONSTITUTION

112. (a) The Constitution may be altered or amended at a general meeting by special resolution of which due notice has been given to members of the Club entitled to vote on the special resolution.
- (b) The majority required for passing of a special resolution relating to such alterations or amendments to the Constitution shall be seventy-five per cent (75%) of members present and entitled to vote at the said meeting.
- (c) A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
113. (a) The Club shall, within fourteen (14) days of amending its Constitution, lodge a copy of the amendments with the Australian Securities and Investments Commission.
- (b) The Club shall, within one (1) month after amending its Constitution, lodge with the Authority a copy of the Constitution and a copy of the amendments certified as correct by the Secretary of the Club.
114. The Club must send a copy of its constitution to a member within seven (7) days if the member asks the Club in writing for the copy and pays any fee required by the Board (optional fee up to, but not exceeding, the amount prescribed in the Act).
115. Full members and life members shall be entitled to vote on any special resolutions to amend this Constitution.

OBJECTS OF THE CLUB

116. The objects of the club is to conduct a club with all the usual facilities for social, recreational, literary and other purposes permissible to a club register under the Registered Clubs Act and licensed under the Liquor Act-
117. The objects of the Club shall also be:
- (a) To incorporate the unincorporated club now known as the Eastern Suburbs Legion Club and carrying on its affairs at 213 Bronte Road, Waverley, and to afford to members the usual privileges, advantages, conveniences and accommodation of a Club.
 - (b) To promote social intercourse, preserve, foster, encourage good fellowship, friendship and comradeship between members of the Club.
 - (c) To adopt all lawful means of increasing the status and prestige of the Club and furthering its objects.
 - (d) To diffuse and disseminate knowledge and information, or otherwise further its objects, by the printing, publication, issuing and circulating of papers, periodicals, books, circulars and other literary or artistic matter, by advertising of all kinds, by the purchase or exhibition of works of art or interest and by granting prizes, rewards and donations.
 - (e) To acquire, establish, form, erect, construct, furnish, equip, alter, maintain and conduct libraries, recreation, writing, billiards, refreshment, readings or social rooms, canteens and other amenities and all buildings, offices, stores, fixtures, fittings, furniture equipment, gear, articles, materials and things which may be required for such purposes and to sell, demise, let, mortgage or dispose of the same.
 - (f) To present, produce, manage, conduct and represent upon its premises or at any theatre, hall or place, such plays, dramas, comedies, films, operas, burlesque, pantomimes, reviews and other concerts, musicals or other pieces, ballets, shows, exhibitions, varieties, and other entertainment as may be desirable or expedient.
 - (g) To conduct or assist or take part in the conduct of dances, balls, art unions or other public or charitable balls, entertainment or functions for the purpose of raising funds to carry out the objects of the Club.
 - (h) To subscribe to the funds of any charity or purpose as shall be approved by that organisation and to subscribe to and amalgamate with, establish, promote or assist in the establishing or promoting or become a member of or co-operate with any other club, association or organisation whether incorporated or not, whose objects are altogether or in part similar to those of the Club provided that the Club shall not subscribe to or support with its funds any club, organisation or association which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club by virtue of this Constitution.

- (i) To establish, maintain and carry on, or to promote, assist, take part, or aid in the establishment, maintenance and carrying on of a club or clubs for the use and accommodation of the members of the Club and no other persons and no other club or clubs, whether incorporated or not, and generally to afford the members and such other persons as may be lawfully authorised by the Club, all and every the privileges, advances, conveniences and accommodation attaching to the Club or provided in connection therewith.
- (j) To acquire by purchase, lease or otherwise, any lands or premises and to prepare and maintain the same and other conveniences in connection therewith and to furnish, alter, enlarge, repair, uphold, and maintain the same and to permit the same to be used by members and employees of the Club and others either gratuitously or for payment.
- (k) To manage, improve and maintain all or any part of the lands, buildings, tenements, premises and hereditaments of the Club and to demise, underlet, exchange, sell or otherwise deal with and dispose of the same either together or in portions for such consideration as the Club may think fit, and in particular for shares, debentures, or securities of any Club purchasing the same.
- (L) To purchase, acquire, make or provide and maintain all kinds of costumes, scenery, equipment, music, musical equipment, furniture, plate, dinner, glass, books, library, paper, periodicals, stationary, billiard tables, cards, tools, implements, machines, utensils, equipment and things required or which may be conveniently used in connection with any objects of the Club.
- (n) To buy, make and sell, meals, refreshments, drinks, cigars, cigarettes, tobacco and other things commonly or conveniently consumed in a Club.
- (o) To hire and employ all classes of persons considered necessary for the objects of the Club and to pay to them and to other persons in return for services rendered to the Club, salaries, wages, gratuities and pensions.
- (p) To promote and hold either alone or jointly with any company, association, society, club or person, meetings, competitions or past-times and to offer, give or contribute towards prizes, medals and awards and to promote give or support dinners, balls, concerts and other entertainment.
- (q) In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies, or associations having objects together or any part similar to those of the Club and which shall prohibit the distribution of its income or property among itself or its members to an extent at least of that imposed on the Club under or by virtue of this Constitution.
- (s) To support and subscribe to any charity or public body and any institution, society or club which may be for the benefit of the Club or its employees, give pensions, gratuities, Christmas box or charitable aid to any person who may have served the Club or the wife, widow, children or other relatives of such person and to make payments towards provident and benefit funds for the benefit of any persons employed by the Club.

- (r) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the objects and to obtain from any such Government or authority any rights, privileges and concessions which the Club may think it desirable to obtain and to carry out exercises and comply with any such arrangements, rights, privileges and concessions.
- (s) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined.
- (t) To borrow or raise or give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Club or by mortgage or charge upon all or any part of the Club or without security and upon such terms as to priority or otherwise as the Club shall think fit.
- (u) To distribute in specie or otherwise as may be resolved any assets or funds of the Club and to transfer its members to any other Company formed to take over the whole or any part of the assets or liabilities of the Club.
- (v) To construct, improve, alter, develop, maintain and control any buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the objects of the Club.
- (w) To let, lease or hire the whole or any part of the real and personal property of the Club on such terms and for such purposes as the Club shall determine in accordance with the Registered Clubs Act and Liquor Act as amended.
- (x) To draw, accept and make and to endorse, discount and negotiate bills of exchange thereof and promissory notes and other negotiable or transferable instruments.
- (y) To advance and lend money upon such security as may be proper or without taking any security thereof and upon any terms whatever.
- (z) To do all or any of the above things as principal, agent, trustee or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (aa) To take over or adopt any contract or agreement not inconsistent with the terms of this Memorandum of Association made on behalf of the Club prior to the incorporation thereof whether expressed to be made on its behalf or not and indemnify any person or persons for any liabilities incurred by him or them thereunder.
- (bb) To accept subscriptions and donations (whether of real or personal estate) and bequests for all or any of the objects aforesaid and to take any lawful steps by personal or written appeal, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the fund; of the Club.
- (cc) For the purpose of furthering any objects of the Club to enter into any arrangements for co-operative or reciprocal concessions with any other association or club whether incorporated or not having objects similar to those of the Club or likely to benefit the Club or its members.

- (dd) To establish, support or aid in the establishment or support of association funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.
- (ee) To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects or any of them.

AND IT IS FURTHER DECLARED that the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects and shall not, except when the context so requires, be in any ways limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Club or by the juxtaposition of any two or more objects or by any object being or being deemed a main or dominant object.

AND IT IS HEREBY FURTHER DECLARED that general words are not in any way to be restricted in their meaning by the use of particular words.

LIABILITY OF MEMBERS AND WINDING UP OF THE CLUB

- 118. The liability of the members is limited.
- 119. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up whilst he is a member or within one (1) year afterwards for the payment of debts or liabilities of the Club contracted before he ceases to be a member and the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding two dollars (\$2).
- 120. If upon the winding up or dissolution of the club entity what then remains after satisfaction of debts and liabilities shall be paid to one or more registered charitable organisations as determined by the Board of Directors.

HISTORIC INFORMATION

The paragraphs below have been retained from the Memorandum and Articles of Association and have been included only for the purpose of maintaining historic information.

- 121. The full names, addresses and occupations of the subscribers to the Memorandum of Association are as follows:

ERNEST REUBEN BIRRELL
21 Gibson Street, Waverley
Electrical Contractor

MAXWELL THOMAS CLARKE
7 Tyler Crescent, Abbotsford
Plumber

JOHN ALBERT TURNER
105 Robey Street, Maroubra
Engineer's Assistant

GEORGE EDWARD TATE
38 Edward Street, Woollahra
Purchasing Officer

NOEL JOHN BARTH
1/4 Prospect Street, Waverley
Police Sergeant

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

DATED the Thirty first day of August, One thousand nine hundred and seventy two.
Witness to each of the above signatures: J. B. RYAN, J.P.

Prepared by

Small Block Club Services

T: 02 6959 4997 SmallBlockCS@aol.com PO Box 3 Narrandera NSW 2700

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