

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

**CONSTITUTION**  
**of**  
**HEATHCOTE SERVICES AND CITIZENS CLUB LIMITED**  
**ACN 000 962 167**

**NAME**

1. The name of the company is "Heathcote Services and Citizens Club Limited".

**DEFINITIONS.**

2. (a) In this Constitution, unless there be something in the subject matter or context inconsistent therewith:
  - "the Act" means the Corporations Law. When any provision of the Act is referred to, that reference is to such provision as modified by any law for the time being in force.
  - "the Board" means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.
  - "By-laws" shall mean and include regulations.
  - "the Club" means Heathcote Services and Citizens Club Limited.
  - "the Club Notice Board" means a board or boards designated as such within the Club's premises on which notices for the information of members are posted.
  - "Constitution" shall mean and include Rules.
  - "Executive" means the President, Deputy President, Vice President and Treasurer of the Board.
  - "Full member" means a person who is an Ordinary member or a Life member of the Club
  - "in writing" and "written" include printing, typing, lithography and other modes of representing or reproducing words in visible form in the English language.
  - "month" means calendar month.
  - "the Office" means the registered office for the time being of the Club.
  - "Officer" includes the President and other members of the Board, but does not include the Auditor.
  - "Ordinary member" means a member of the Club other than a Life member, Honorary member, Temporary member or Provisional member of the Club.
  - "the Registered Clubs Act" means the Registered Clubs Act 1976. When any provision of the Registered Clubs Act is referred to, that reference is to such provision as modified by any law for the time being in force.

“Secretary” includes Acting Secretary and Secretary Manager.

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

- (i) is passed at a General Meeting of the Club, being a meeting of which at least 21 days notice specifying the intention to propose the resolution as a Special Resolution has been duly given; and
  - (ii) is passed at the meeting referred to in sub-paragraph (i) above by a majority of at least three-quarters of such members of the Club as, being entitled under this Constitution to do so, vote in person at that meeting.
- (b) A member shall be deemed to be an unfinancial member if:
- (i) at the expiration of 30 days from the due date prescribed by the Board, the member’s entrance fee and/or subscription or any part thereof payable on that date remains unpaid; or
  - (ii) any money (other than the entrance fee and/or subscription) owing by the member to the Club has remained unpaid at the expiration of 30 days from service on the member of a written notice from the Club requiring payment thereof; and in either case the member shall be and remain unfinancial until payment in full of the amount owing.
3. Words indicating the singular number include the plural and vice versa, and words indicating the masculine gender include the feminine gender and vice versa.

#### **INTERPRETATION**

4. A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws or regulations of the Club made pursuant to this Constitution or on any matter arising there from, 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.

#### **REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT**

5. The “replaceable rules” contained in the Act are hereby excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.
6. The Club is established for the objects set out in this Constitution.
7. (a) The Club shall be a non-proprietary Club.
- (b) Subject to the provisions of Sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, 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 Full member of the Club.
- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, 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 certificate of registration under Part 2 of the Registered Clubs Act, or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.

- (d) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
8. (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
- (b) Any profits or other income of the Club shall be applied only to the promotion of the objects of the Club and shall not be paid to or distributed among the members of the Club.
9. (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate poker machines or any other forms of gaming devices on the premises of the Club.

#### **OBJECTS**

10. The objects for which the Club is established are:
- (a) To provide for members and for members' guests a social and sporting club with all the usual facilities of a club including residential and other accommodation, liquid and other refreshments, libraries and provision for sporting, musical and educational activities and other social amenities.
  - (b) To take over or otherwise acquire all of the assets and liabilities of the unincorporated association or club known as Heathcote Services & Citizens Club and to assume and carry on the functions and objects of such association or club.
  - (c) To purchase, hire, lease, or otherwise acquire for the purposes of the Club any real or personal property and any rights and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
  - (d) To give, sell, mortgage, exchange, hire, lease (not being premises covered by a certificate of registration) or otherwise dispose of the property of the Club or any part or parts thereof.
  - (e) To invest and deal with any of the money of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
  - (f) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
  - (g) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges, or other security over the whole or any part of the property real or personal of the Club.

- (h) To apply for and hold a certificate of registration or licence under the Registered Clubs Act or any other law for the time being operative and for such purposes to appoint the Secretary to hold the certificate of registration or licence on behalf of the Club.
- (i) To obtain and hold any licence or permit necessary for the carrying on of the business of restaurant keepers and/or sellers of tobacco, cigars and cigarettes and of all kinds of goods and provisions required, used or desired by members.
- (j) To take or reject any gift of property, money or goods whether subject to any special trust or not.
- (k) To erect, maintain, improve or alter any building or buildings for the purposes of the Club.
- (l) To promote all or any of the objects of the Returned Services League of Australia (New South Wales Branch) Incorporated.
- (m) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other securities over the whole or any part of the real or personal property present or future of the Club.
- (n) To insure against damage by fire or otherwise any insurable property of the Club and to insure any employee of the Club against risk, accident or fidelity in the course of their employment by the Club and to effect insurance for the purpose of indemnifying the Club in respect of claim by reason of any such risk, accident or fidelity and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurances, funds, pensions or allowances.
- (o) To amalgamate or affiliate with any other company or association having objects altogether or in part similar to those of the Club, and to take over the assets and liabilities of any such company or association by purchase, gift, amalgamation with or succession thereto or otherwise.
- (p) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (q) To carry on and do all such activities, deeds, matters and to enter into and make such agreements as may be necessary or conducive to the attainment of the objects of the Club or any of them.

And it is hereby declared that in the interpretation of this Rule the meaning and effect of any object shall not be restricted by any other object and that each object shall be construed and have effect as an independent power and that this Rule is to be construed so as to widen and not restrict the powers of the Club.

11. The income and property of the Club, howsoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Club. Provided that nothing herein shall prevent the payment in good faith of interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club. Provided further that no member of the Board or of any committee shall be appointed to any salaried office of the Club or any office of the

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

#### **WINDING UP**

12. The liability of the members of the Club is limited.
13. Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he or she is a member, or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$10.
14. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions which has or have objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution hereof such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

#### **MEMBERSHIP**

15. The number of Full members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
16. A majority of Full members of the Club must at all times have the right to vote at the election of the Board.
17. No person under the age of 18 years shall be admitted as a member of the Club.
18. The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of members of the Club and such other persons as the Board shall admit to membership in accordance with this Constitution shall be members of the Club.
19. A person shall not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member, Temporary member or Provisional member.
20. The maximum number of members to be admitted to each class of membership shall be determined by the Board from time to time consistent with the requirements of the Registered Clubs Act and this Constitution.
21. Ordinary membership of the Club shall consist of the following classes:
  - (a) Club members;
  - (b) Perpetual Members.
22. Each class of membership is open to both sexes.

## **ELIGIBILITY FOR ORDINARY MEMBERSHIP**

23. The requirements for eligibility of persons for election to the following classes of Ordinary membership shall be:

### **Club members**

A person who has attained the age of 18 years and has made application for and is elected to Club membership.

### **Perpetual members**

A person who has been a member of the Club in the category of Club membership for thirty (30) continuous years and applies for, and is transferred by the Board to, Perpetual membership of the Club.

- 23A. (a) Any Club member who has been a member of the Club for at least thirty (30) continuous years may apply to the Board to be transferred to Perpetual membership.
- (b) If an eligible Club member applies for Perpetual membership the Board shall grant the application and Rule 35(a) shall not apply to such a transfer.
- (c) Subject to paragraphs (d) and (e) of this Rule 23A the annual subscription for Perpetual members shall be the minimum annual subscription prescribed in the Registered Clubs Act.
- (d) Any Club member who pays his or her annual subscription for more than one year in advance who is transferred to Perpetual membership will not have to pay an annual subscription until the period of the last paid subscription expires.
- (e) Any Club member who is transferred to Perpetual membership shall not be entitled to any refund of any annual subscription previously paid as a Club member.
- (f) Perpetual members shall have all the rights and privileges of Club members.”

## **RIGHTS OF MEMBERS**

24. All Life members and financial Club members and financial Perpetual members shall have full voting rights and are entitled to be nominated for, elected to and hold office on the Board.
25. Each member who is entitled to vote shall have one vote.

## **LIFE MEMBERS**

26. (a) Any Ordinary member who has rendered outstanding service to the Club may be elected to Life membership of the Club by resolution carried by a simple majority of those present and voting at a General Meeting, following the submission to such meeting of an appropriate recommendation from the Board.
- (b) A Life member is relieved from payment of any subscription or levies but has all the rights and privileges of a Club member.
- (c) Not more than 2 members shall be made a Life member in any one financial year of the Club.

## **HONORARY MEMBERS**

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

28. (a) Honorary members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.
- (b) Honorary members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and shall not be entitled to vote at any General Meeting, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (c) The Board shall have power to cancel the membership of any Honorary member without notice and without being required to give reason.
- (d) When Honorary membership is conferred on any person, the following particulars shall be entered in the Club's Register of Honorary members:
  - (i) the name in full, or the surname and initials, of the Honorary member;
  - (ii) the residential address of the Honorary member;
  - (iii) the date on which Honorary membership is conferred;
  - (iv) the date on which Honorary membership is to cease.

#### **TEMPORARY MEMBERS**

29. The following persons may be admitted as Temporary members of the Club in accordance with procedures established by the Board from time to time:
  - (a) A person whose permanent place of residence in New South Wales is at least 5 kilometers from the Club's premises or such greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution;
  - (b) A Full member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
  - (c) A Full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;
  - (d) An interstate or overseas visitor.
30. (a) Temporary members shall not be required to pay an entrance fee or subscription.
- (b) Temporary members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and shall not be entitled to attend or vote at any General Meeting, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (c) Temporary members shall not be permitted to introduce guests into the Club.
- (d) A Director, the Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the membership of any Temporary member at any time without notice and without being required to give reason.
- (e) No person under the age of 18 years may be admitted as a Temporary member of the Club other than pursuant to Rule 29(c).

- (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 29(c)) first enters the Club's premises on any day, the following particulars shall be entered in the Club's Register of Temporary members:
- (i) the name in full, or the surname and initials, of the Temporary member;
  - (ii) the residential address of the Temporary member;
  - (iii) the date on which Temporary membership is granted;
  - (iv) the signature of the Temporary member.

### **ELECTION OF MEMBERS**

31. A person shall not be admitted as a member of the Club, other than as an Honorary member, Temporary member or Provisional member, unless that person is elected to membership at a meeting of the Board or a duly appointed election committee of the Club by a majority of the Board or election committee members present and voting, the names of those members present and voting at that meeting being recorded by the Secretary. The Board may reject any application for membership without assigning any reason for such rejection.
32. Every candidate for membership of the Club shall be proposed by one financial member and seconded by another financial member of the Club.
33. (a) In respect of every application for membership made pursuant to this Constitution there shall be completed a nomination form which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club.
- (b) The nomination form must be signed by the proposer and seconder and the candidate.
- (c) The nomination form shall be deposited at the Office and the Secretary shall cause the name, address and occupation of the candidate and of the candidate's proposer and seconder to be displayed on the Club Notice Board or in some other conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a member of the Club, and an interval of at least 2 weeks shall elapse between the proposal of a candidate for election and the candidate's election.
- (d) The Secretary shall forward each proposal for election to membership to the Board or the election committee for consideration prior to the candidate's election.
34. (a) When a person has been elected to membership the Secretary shall cause notice of such election to be given personally or promptly forwarded or posted to such person. With such notice shall be the Club's Statement of Account for the entrance fee and first subscription which is payable within 30 days of the date of the Statement of Account and if not paid within that time the election of the person to membership of the Club shall be null, void and of no effect.
- (b) A copy of this Constitution shall be supplied to a member on request being made to the Secretary and if demanded by the Secretary on payment of any fee that may be prescribed by the Act.



## **TRANSFER OF MEMBERSHIP**

35. (a) The Board, at its discretion, may on the written application of a member who has the qualifications for and wishes to become a member of a different class, transfer that member from any class of Ordinary membership to another class of Ordinary membership upon payment of the difference between the entrance fee (if any) and subscription applicable to that other class of membership and the member's present class of membership.
- (b) Any member so transferred is not entitled to any refund or reduction of any entrance fee or subscription paid or payable by the member for the then membership year of the Club.

## **ABSENTEE LIST**

36. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member leaving or returning to the State of New South Wales or residing outside New South Wales. For the purpose of this Rule, the Australian Capital Territory shall be deemed to be within New South Wales. Such members shall be placed on an Absentee List.

## **PROVISIONAL MEMBERSHIP**

37. (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- (b) Should a person who is admitted as a Provisional member not be elected to membership of the Club within 6 weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the earlier), that person shall cease to be a Provisional member of the Club and the entrance fee and subscription submitted with the nomination form shall be immediately returned to that person.
- (c) Provisional members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and shall not be entitled to attend or vote at any General Meeting, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (d) Nothing in this Constitution shall prevent an applicant for membership of the Club submitting with his or her application the appropriate membership subscription for the purpose of obtaining Provisional membership pursuant to this Rule.

## **ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES**

38. Members subscriptions shall be paid annually or, if the Board so directs and approves, by quarterly or half-yearly installments and in advance or for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time.
39. The entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club shall be such as the Board may from time to time prescribe, provided that the amount payable by Ordinary members shall be not less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act and further provided that the amount payable by Perpetual

members shall be two dollars (\$2.00) per annum or such other minimum amount prescribed by the Registered Clubs Act.

40. If the entrance fee and/or subscription or any part thereof, or any other money or part thereof, of any member is not paid within a period of 30 days from the date upon which it falls due for payment, the Secretary shall give to the member in default 7 days written notice within which such entrance fee and/or subscription or other money must be paid, and if the same is not paid within the time limited by such notice the defaulting member shall from that date be debarred from all privileges of membership and shall cease to be a member of the Club, and the Secretary shall make a notation to this effect against that person's name in the Register of members. The person shall also be disqualified from all the Club's competitions in which he or she is participating. Neither the provisions of Rule 45 nor the rules of natural justice shall apply to any procedure taken pursuant to this Rule.
41. The Board shall have power to make charges and levies on Ordinary members for general or special purposes.

#### **PATRONS**

42. (a) The members in General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting and such Patron or Patrons shall thereby be deemed to be Honorary members of the Club and subject to this Constitution shall remain Honorary members while they remain a Patron.
- (b) Any Patron so appointed may by the same procedure as in paragraph (a) of this Rule be removed as a Patron of the Club.
- (c) There shall not be more than 2 Patrons of the Club at any one time.

#### **ADDRESSES OF MEMBERS**

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

#### **REGISTERS OF MEMBERS AND GUESTS**

44. The Club shall keep the following registers:
  - (a) A register of persons who are Full members of the Club. This register shall set forth the name in full, the occupation and address of each Full member and, if the member is an Ordinary member, the date on which that member last paid the fee for membership of the Club.
  - (b) A register of persons who are Honorary members.
  - (c) A register of persons who are Temporary members.
  - (d) A register of persons of or above the age of 18 years who enter the premises of the Club as guests of members.

#### **DISCIPLINARY PROCEEDINGS**

45. If a member refuses or neglects to comply with any of the provisions of this Constitution or the By-laws thereof or be in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be in the opinion of the Board, guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend from all privileges of membership for such period as it considers fit, expel or accept the resignation of such member and to remove the person's name from the Register of members, provided that:
  - (a) Such member shall be notified of any charge against the member pursuant to this Rule by notice in writing to the member at least 7 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 or may answer the charge in writing, and is entitled to call witnesses in his or her defence.
  - (c) No resolution by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a majority of the members of the Board present vote in favour of such resolution.
  - (d) If the member fails to attend such meeting the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.
  - (e) After the Board has considered all the evidence put against the member it shall come to a decision as to the member's guilt or innocence in relation to the charge. Once it has decided the issue of guilt or innocence, the Board shall inform the member prior to considering any penalty.
  - (f) The member charged shall be given a further opportunity to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty.
  - (g) Any decision of the Board at such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.
  - (h) In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Rule, the Board shall have power to immediately suspend that member from all privileges of the Club until the charge is heard and determined or for 5 weeks, whichever is the sooner. Notice of an immediate suspension imposed by the Board on a member shall be notified in writing to that member.
46. Notwithstanding the generality of Rule 45, the following penalties will be imposed:
- (a) Any member who is guilty of introducing a person who is under the age of 18 years into an area of the Club's premises other than a dining area or a non-restricted area as prescribed by Section 22 of the Registered Clubs Act or in respect of which an authority under Section 23 of the Registered Clubs Act has been granted, shall be expelled from membership of the Club and shall not be permitted to enter the Club as a guest of a member or as a Temporary member or Honorary member.
  - (b) Any member who is guilty of nominating or seconding any person for membership of the Club who is under the age of 18 years, shall be expelled from membership of the Club and shall not be permitted to enter the Club as a guest of a member or as a Temporary member or Honorary member.
  - (c) Any member who has made any statement on a nomination form for membership of the Club, whether in respect of that member or in respect of any other person, that is false in a material particular shall be expelled from membership of the Club and shall not be permitted to enter the Club as a guest of a member or as a Temporary member or Honorary member.
47. (a) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty ("the senior employee"), shall have the power to remove and suspend any member from the premises of the Club:
- (i) who in the opinion of the Secretary or the senior employee is then intoxicated, violent, quarrelsome or indecent; or
  - (ii) whose presence on the premises of the Club in the opinion of the Secretary or the senior employee may render the Club or the Secretary liable to a penalty under the Registered Clubs Act.

- (b) The Secretary or the senior employee of the Club who has exercised the power referred to in paragraph (a) of this Rule shall make a written report to the Board within 7 days of the date of the removal and suspension of the member. The report will set out the facts, matters and circumstances giving rise to the removal and suspension.
- (c) Any suspension of a member pursuant to paragraph (a) of this Rule shall be for a period of 7 days.

#### **RESIGNATION AND CESSATION OF MEMBERSHIP**

- 48. (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 it is received by the Secretary.
- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the entrance fee or subscription or otherwise) shall upon and by reason of such cessation of membership forfeit all rights as a member of the Club, provided that such person shall remain liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership and any other money due by that person at the date of cessation of that person's membership or for which that person is or may become liable under this Constitution.

#### **GUESTS**

- 49. (a) All members other than Temporary members shall have the privilege of introducing guests to the Club.
- (b) No member shall introduce guests more frequently or in a greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any entrance fee and/or subscription or who is currently under suspension.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (d) The Board shall have power to make By-laws from time to time, not inconsistent with this Constitution or the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club.
- (e) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of guests in respect of that guest.
- (f) A guest shall not remain on the Club's premises any longer than the member who countersigned the entry in the Register of guests in respect of that guest.
- (g) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
- (h) On each occasion on any day on which a person of or above the age of 18 years enters the Club's premises as the guest of a member, the following particulars shall be entered in the Club's Register of guests:
  - (i) the name in full, or the surname and initials of the given names, of the guest;
  - (ii) the residential address of the guest;
  - (iii) the date of that day;
  - (iv) the signature of that member,

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

### **THE BOARD**

50. The business and affairs of the Club and the custody and control of its funds shall be managed by the Board of 9 Directors, comprising a President, Deputy President, Vice President, Treasurer and 5 Ordinary Directors.
51. (a) The Board shall be elected annually at the Annual General Meeting 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) A person must not nominate for or be elected to or hold office as a member of the Board unless he or she is a Life member or financial Club member.
- (d) A member who, pursuant to this Constitution, is unfinancial or is currently under suspension shall not be entitled to nominate for or be elected to the Board or to any other office of the Club not being on the Board. Any office of the Club not being on the Board shall be vacated whilst that member remains unfinancial or during the period of such suspension. However, if the member is unfinancial or is currently under suspension and is also currently a member of the Board, that member shall remain as a member of the Board but perform only those duties as a member of the Board which are referred to in the Act.

### **ELECTION OF THE BOARD**

52. The election of members of the Board shall take place in the following manner:
- (a) Nominations for election to offices of the Board must be made in writing signed by 2 Full members of the Club and signed by the nominee (who shall signify his or her consent to the nomination). Nomination forms must be received by the Secretary not less than 14 days before the date of the Annual General Meeting. The proposer, seconder and nominee must be Life members or financial members at the time the nomination form is signed. The Secretary shall immediately cause notification of such nominations to be posted on the Club Notice Board.
- (b) (i) If the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting.
- (ii) If no or insufficient nominations be received for the number required to be elected, the candidate or candidates, if any, nominated shall be declared elected at the Annual General Meeting and nominations may, with the consent of the nominee, be made orally at the meeting for the vacancies then remaining. If more than one candidate is nominated for such vacancies an election by ballot for such vacancies remaining shall be held at the Annual General Meeting.
- (iii) If the number of candidates nominated exceeds the number required to be elected, a ballot shall be conducted at the Annual General Meeting as provided by By-Law and until so provided shall be determined by the Board.
- (c) The method of election shall be 'first past the post'.
- (d) The Board may appoint one or more Returning Officers.

53. The Board may from time to time make such By-laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection therewith.
54. (a) No member shall issue or distribute within the premises or the surrounding precincts of the Club any 'how to vote ticket' or any written material advocating for or against the election of any candidate or candidates for the Board.
- (b) Any breach of this Rule shall be conduct prejudicial to the interests of the Club for the purposes of Rule 45.
- (c) Nothing in this Rule shall prevent a candidate duly nominated for election to the Board in accordance with this Constitution from distributing by post to members written material which is approved by the Board advocating that the candidate be elected to the Board and a photograph of the candidate, provided that such approval of the Board shall not be unreasonably withheld.

### **POWERS OF THE BOARD**

55. The Board shall be responsible for the management of the business and affairs of the Club.
56. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any regulations not being inconsistent with this Constitution from time to time made by the Club in General Meeting, provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such member or members of the Board or such Full members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall have the right to be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman shall have a second or casting vote. The meetings and proceedings of any committee consisting of 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 this Rule or by any regulation made by the Board pursuant to this Rule.
- (b) To make such By-laws not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:
- (i) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
- (ii) the general management and control of the trading activities of the Club;

- (iii) the management and control of the Club's premises;
  - (iv) the management and control of play and dress;
  - (v) the upkeep and control of the course and grounds;
  - (vi) the management and control of all competitions;
  - (vii) the conduct of members and guests of members;
  - (viii) the privileges to be enjoyed by each class of member;
  - (ix) the relationship between members and the Club's employees;
  - (x) and generally all such matters as are commonly the subject matter of Club Rules or By-laws or which are not reserved either under the Act, the Registered Clubs Act, this Constitution or the By-laws for decision by the Club in General Meeting.
- (c) To enforce the observance of all By-laws by suspension from enjoyment of any or all privileges of membership or otherwise as it thinks fit.
  - (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it thinks fit.
  - (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as it thinks fit.
  - (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its Officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
  - (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
  - (h) To invest and deal with any of the money of the Club not immediately required for the objects of the Club upon such securities and in such manner as it thinks fit and from time to time to vary or realise such investments.
  - (i) To borrow or secure the payment of any sum or sums of money for the objects of the Club and raise or secure the payment of such sum or sums from time to time and in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon or over all or any part 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.
  - (j) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club and to lease any property of the Club and to exchange or sell 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 sell or dispose of assets to the value of 15% of the Club's written assets or real property shall not be exercised without the prior consent of the members in General Meeting for the purposes of this paragraph. The consent of members shall be obtained by Special Resolution.

- (k) (i) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.
- (k) (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors 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 of service or for service or otherwise.
- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (m) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections and committees, and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections and committees or any of them, and from time to time to prepare or approve and amend By-laws for the control and regulation of such sections and committees and the conduct and activities thereof and also to terminate and dissolve any such sections or committees or to reconstitute the same on a similar or different basis.
- (n) To set the entrance fees, subscriptions and other fees, charges and levies payable by all members.
- (o) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises
- (p) To recommend the amount of honorarium payable to any person in respect of his or her services rendered to the Club and subject to approval by a General Meeting to pay such honorarium.
- (q) To repay out-of-pocket expenses incurred by any member of the Board or any other person in the course of carrying out his or her duties for the Club.

#### **BY-LAWS**

- 57. 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 Notice Board.

#### **SECTIONS AND COMMITTEES**

- 58. The Board may permit any section created under this Constitution to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in New South Wales or Australia on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club, capitation fees to any such controlling body or as required by such body.
- 59. A person is ineligible to be a member of any section created under this Constitution unless he or she is a financial member of the Club.



60. The Board may empower any section or committee created under this Constitution to open and operate an account in the name of the section in such bank or financial institution as the Board may from time to time approve, provided that the persons eligible to operate upon any such account must be approved by the Board which from time to time may remove and replace such persons or any of them.
61. Subject to the absolute control and supervision of the Board, each such section or committee created under this Constitution shall manage its own affairs but must make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the section or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.
62. Subject to this Rule, the constitutions and rules or by-laws of each such section created under this Constitution may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose, provided that no amendment proposed to and approved by the meeting of the members of the section shall have effect unless and until it has been approved by resolution of the Board.
63. Any disciplinary action which is taken by a section or committee created under this Constitution in respect of any member of such section or committee must at once be reported to the Board together with the reasons for such action and with a recommendation as to further action (if any) to be taken by the Board.

#### **PROCEEDINGS OF THE BOARD**

64. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The President shall preside as Chairman at every meeting of the Board or if at any meeting he or she is not present or is unwilling or unable to act, then the Deputy President shall act as Chairman. If the Deputy President is not present or is unwilling or unable to act, then the Vice President shall act as Chairman. If the Vice President is not present or is unwilling or unable to act, then the members of the Board present may elect their own Chairman.
65. The quorum for meetings of the Board shall be 6 members of the Board.
66. The President may at any time and the Secretary upon the request of not less than 3 members of the Board shall convene a meeting of the Board.
67. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
68. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.

69. All acts done by any meeting of the Board 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.
70. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in identical wording each signed by one or more members of the Board.
71. (a) No member of the Board shall be disqualified by reason of his or her office from contracting with the Club either as vendor or purchaser or otherwise nor shall any such contract or arrangement entered into, by or on behalf of the Club in which any member of the Board shall be in any way interested be avoided nor shall any member of the Board so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such member of the Board holding that office or of the fiduciary relationship thereby established, but in accordance with the provisions of Section 231 of the Act it shall be the duty of the member of the Board to declare the nature of his or her interest at a meeting of the Board and it shall be the duty of the Secretary to record such declaration in the Minutes of the meeting.  
  
(b) The provisions of Section 39 of the Registered Clubs Act shall be implemented where a member of the Board makes a declaration of interest pursuant to Section 231 of the Act.

## **VACANCIES ON THE BOARD**

### **Vacancy pursuant to Members' Request**

72. Subject to the provisions of this Constitution, the members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given, remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution appoint another person or persons in his or her or their place. Any person so appointed shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.

### **Casual Vacancy**

73. The office of a member of the Board shall forthwith be vacated if that person:
  - (a) becomes insolvent under administration or assigns his or her estate for the benefit of or compounds with his or her creditors;
  - (b) is convicted of an offence on indictment;
  - (c) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (d) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
  - (e) by notice in writing given to the Secretary resigns from office;
  - (f) becomes prohibited from being a member of the Board by reason of any order made under the Act or the Registered Clubs Act;
  - (g) becomes an employee of the Club;
  - (h) ceases to be a member of the Club;

- (i) fails to declare the nature of any interest in a contract or proposed contract with the Club in accordance with Section 231 of the Act; or
  - (j) fails to declare the nature of any material personal interest in a matter referred to in Section 232A of the Act.
74. (a) If the office of President becomes vacant, it shall be filled by the Deputy President until the conclusion of the next Annual General Meeting.
- (b) Subject to paragraph (a), the Board shall have power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The member so appointed shall hold office only until the conclusion of the next Annual General Meeting.

### **GENERAL MEETINGS**

75. 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 5 months of the end of the Club financial year. All general meetings other than Annual General Meetings shall be called General Meetings.
76. The Board may whenever it thinks fit convene a General Meeting and it shall, on the request of not less than 5% of or 50 (whichever is the lesser) members of the Club having at the date of the deposit of the request at the Office a right to vote at General Meetings of the Club, within 21 days proceed to convene a General Meeting to be held as soon as practicable, but in any case not later than 2 months after the deposit of the request and in the case of such request the following provisions shall have effect:
- (a) The request shall state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office and may consist of several documents in identical wording each signed by one or more of those members.
  - (b) If the Board does not within 21 days from the date of the request being so deposited duly proceed to convene the meeting, the members who made the request or any of them representing more than 50% of the members who made the request may themselves convene the meeting but any meeting so convened shall not be held after the expiration of 3 months from the date of such deposit.
  - (c) In the case of a meeting at which a resolution is to be proposed as a Special Resolution the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.
  - (d) Any meeting convened under this Rule by the members shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
  - (e) Any reasonable expenses incurred by the members in convening any meeting under this Rule shall be repaid to the members by the Club.
77. Subject to the provisions of the Act relating to Special Resolutions, at least 21 days notice specifying the place, day and hour of a General Meeting and in the case of special business the general nature of that business shall be given in the manner provided by this Constitution to all members entitled to attend and vote at General Meetings of the Club, but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

## **QUORUM FOR GENERAL MEETINGS**

78. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at a General Meeting convened on the request of members shall not be less than 50 members present and entitled to vote and at all other General Meetings and at all Annual General Meetings shall not be less than 15 members present and entitled to vote.
79. If within 15 minutes from the time appointed for any General Meeting a quorum is not present the meeting if convened upon the request of members 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 but such period shall be less than one month. If at such adjourned General 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.

## **PROCEEDINGS AT GENERAL MEETINGS**

80. The business of any Annual General Meeting shall be to receive and consider the reports prescribed by Section 317 of the Act and to elect in the manner provided in this Constitution the members of the Board, and subject to the Act, to appoint an Auditor or Auditors.
81. (a) Not less than 5% of or 50 (whichever is the lesser) members having the right to vote at General Meetings may, in accordance with the Act:
  - (i) give the Club notice of a resolution that they propose to move at a General Meeting; or
  - (ii) request the Club to give members a statement about a resolution that is proposed to be moved at a General Meeting or any other matter that may be properly considered at a General Meeting.
- (b) In the case of receipt of such notice or request the Club must, subject to the Act, give notice of the resolution or distribute a copy of the statement to members at the same time, or as soon as practicable afterwards, and in the same way, as the Club gives notice of a General Meeting
82. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then the Deputy President shall act as Chairman. If the Deputy President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the Vice President shall act as Chairman. If the Vice President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the members of the Club present shall elect a member of the Board or one of their number to be Chairman of the meeting.
83. Every question submitted to a General Meeting shall be decided by a show of hands (unless a poll is demanded by the Chairman or by not less than 5 members) and in the case of an equality of votes whether on show of hands or on a poll the Chairman of the meeting shall have a second or casting vote.
84. Voting by proxy is not allowed:
  - (a) at any election of the Board;
  - (b) at any meeting of the Board or of a committee of the Board; or
  - (c) at any General Meeting.
85. At any General Meeting (unless a poll is demanded), a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the

Minutes of the proceedings of the Club, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

86. (a) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken immediately.
- (b) A demand for a poll may be withdrawn.
87. The Chairman 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. 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. It shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for one month or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
88. Minutes of all resolutions and proceedings at General Meetings shall be entered within one month of the meeting in a book provided for that purpose and any such Minutes shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

#### **ACCOUNTS AND AUDIT**

89. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
90. The books of account shall be kept at the 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, the Registered Clubs Act or any other Act to inspect its records.
91. The Club shall, within 4 months after the end of the Club's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), send to each member of the Club, but subject to Section 316 of the Act, either:
  - (a) a copy of the financial report required under Section 295 of the Act, a copy of the directors' report required under Section 298 of the Act (including particulars of the number of members registered in the Register of members at the end of the Club's financial year) and a copy of the auditor's report required under Section 308 of the Act; or
  - (b) a concise report that complies with Section 314(2) of the Act.
92. The financial year of the Club shall commence on the first day of January and end on the last day of December in each year or, subject to the Act, be for such other period as the Board may determine.
93. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

## **SECRETARY**

94. (a) The Board shall appoint a Secretary who shall be the Chief Executive Officer of the Club.
- (b) Should the office of Secretary become vacant, or should the Secretary be temporarily absent or unwilling to act, the Board shall have the power to appoint any person to perform the duties required by this Constitution to be performed by the Secretary.
- (c) At any time there shall only be one Secretary of the Club.

## **EXECUTION OF DOCUMENTS**

95. The Board shall provide for the safe custody of the Seal of the Club.
96. (a) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) 2 members of the Board; or
- (ii) one member of the Board and the Secretary.
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) 2 members of the Board; or
- (ii) one member of the Board and the Secretary.
97. 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**

98. A notice may be given by the Club to any member either:
- (a) personally; or
- (b) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or
- (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
99. (a) Where a notice is sent by post, service of the notice shall be given by properly addressing, prepaying and posting the notice, and shall be taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.

## **INDEMNITY TO OFFICERS**

100. (a) Every person who is or has been an officer (as defined in Section 241 of the Act) of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liabilities for costs and expenses incurred by that person:
- (i) in defending any proceedings whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted;
- (ii) in connection with any application in relation to such proceedings in which relief is granted to that person under the Act by the Court.

- (b) Every person who is an officer (as defined in Section 241 of the Act) of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability to another person (other than the Club or a related body corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith. This indemnity does not apply to a liability incurred before 15 April 1994.
- (c) The Club may pay a premium for a contract insuring a person who is or has been an officer (as defined in Section 241 of the Act) of the Club against a liability:
  - (i) incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Club or a contravention of Sections 232(5) or (6) of the Act; and
  - (ii) for costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome.

#### **READING OF CONSTITUTION**

101. This Constitution shall be read and construed subject to the provisions of the Act and the Registered Clubs Act, and to the extent that any of the provisions in this Constitution are inconsistent therewith and might prevent the Club being registered under the said Acts, those provisions shall be inoperative and have no effect.

#### **AMENDMENTS TO CONSTITUTION**

102. This Constitution may be altered or amended only by a resolution passed by a three-quarters majority of Life members and Club members and Perpetual members who are present and voting at a General Meeting, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with this Constitution.

# HEATHCOTE SERVICES AND CITIZENS CLUB LIMITED

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