

I, John Rafferty, Chief Executive Officer of Coffs Ex-Services Memorial and Sporting Club Limited, certify that this and the following 36 pages is a true and correct copy of the Constitution of Coffs Ex-Services Memorial and Sporting Club Ltd as amended by Special Resolution passed at the Club's Annual General Meeting held on 06 November 2022.

John Rafferty
Chief Executive Officer

Date

CORPORATIONS ACT

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

CONSTITUTION

of

COFFS EX-SERVICES MEMORIAL AND SPORTING CLUB LIMITED

ACN 000 875 516

NAME

1. The name of the company is "Coffs Ex-Services Memorial and Sporting Club Ltd."

DEFINITIONS

2. Unless the context or subject matter otherwise requires:

"the Act" means the Corporations Act. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date at which these regulations become binding on the Club shall have the meaning so defined."

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

"By-law" means and includes regulations.

"the Club" means Coffs Ex-Services Memorial and Sporting Club Ltd.

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

"Constitution" means and includes Rules.

"Director" means a member of the Board.

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

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

"General Meeting" includes Annual General Meeting.

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

"the Liquor Act" means the Liquor Act 2007. When any provision of the Liquor Act is referred to the reference is to that provision as modified by any law for the time being in force.

"month" means calendar month.

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

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

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

"Seal" means the common seal of the Club.

"Secretary" includes Chief Executive Officer, General Manager, Secretary Manager or Honorary Secretary.

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

INTERPRETATION

3. A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws or regulations of the Club made pursuant to this Constitution or on any matter arising therefrom, is conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.
4. Unless the context or subject matter otherwise requires:
 - (a) words indicating one gender include the other gender and vice versa; and
 - (b) words indicating the singular include the plural and vice versa.

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

5. The "replaceable rules" contained in the Act are hereby excluded and do not apply to the Club except in so far as they are repeated or contained in this Constitution.
6. The Club is established for the objects set out in this Constitution.
7. (a) The Club is a non-proprietary Club.

- (b) Subject to the provisions of Sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full Member of the Club.
 - (c) Subject to the provisions of sections 10(1)(j) and 10(7) of the Registered Clubs Act and any other applicable provision 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 ownership or occupation of the licensed premises of the Club.
 - (d) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
 - (e) Subject to subsection 2 of Section 73 of the Gaming Machines Act 2001 the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
 - (f) Subject to subsection 2 of Section 74 of the Gaming Machines Act 2001 the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.
8. (a) An employee of the Club must not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
- (b) Any profits or other income of the Club must be applied only to the promotion of the objects of the Club and must not be paid to or distributed among the members of the Club.
9. (a) Liquor must not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act or an authority granted under the Liquor Act.
- (b) Liquor must not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years must not use or operate poker machines or any other forms of gaming devices on the premises of the Club.
10. Voting by proxy is not permitted:
- (a) at any election of the Board;
 - (b) at any meeting of the Board or of a committee of the Club; or
 - (c) at any General Meeting.

OBJECTS

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

- (a) To acquire and take over the assets and assume the liabilities of the unincorporated club known as "Coffs Harbour and District Ex-Servicemen and Women's Memorial Club".
- (b) To perpetuate the close and kindly ties of friendship created by mutual service in the wars of the Commonwealth, and at all times to guard and uphold the good names and preserve the interests of all ex-servicemen and women.
- (c) To purchase, lease or otherwise acquire and hold any freehold or leasehold property or any easements, rights or privileges which the Club may think requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Club.
- (d) To promote and conduct such social and educational undertakings, sports, games, amusements and entertainments, pastimes and recreations indoor and outdoor as the Club may deem expedient.
- (e) To acquire, construct, establish, provide, maintain and conduct social, educational and sporting facilities, playing areas and grounds as the Club may determine and to construct, provide, establish, furnish and maintain Clubhouses and other buildings containing such accommodation either residential or otherwise as the Club may from time to time determine.
- (f) To construct, maintain, improve and alter any buildings, conveniences and works necessary or convenient for the purposes of the Club.
- (g) To raise money by entrance fees, subscriptions and other payments payable by members and to grant any rights and privileges to members.
- (h) To promote and hold either alone or jointly with any other association, club or person competitions, matches and sports, and to offer, give or contribute towards prizes, medals and awards, and to give or guarantee any prize money and expenses whether for members or other persons, and to promote, give or support dinners, balls, concerts and other entertainments. Provided that no member of the Club or other person will receive any prize, medal, award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said match, sporting event, trial or competition may be awarded to that person.
- (i) To subscribe to become a member or co-operate or affiliate 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 will not subscribe to, affiliate with or support with its funds any club, association or organisation 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 under or by virtue of this Constitution.

- (j) To acquire membership of industry associations and to arrange for representation of the Club on any corporation, body or bodies formed for the purpose of promoting the interests of the Club and its social, sporting and other activities.
- (k) To apply for and obtain and hold a club licence or any other licence or licences under the Liquor Act or Registered Clubs Act or any other Act or law for the time being operative and for such purpose or purposes to appoint, if necessary or desirable, a Secretary to act as licensee and hold the club licence or other licence or licences on behalf of the Club.
- (l) To buy, prepare, make, supply, sell and deal in all kinds of provisions, apparatus and equipment used in connection with the Club's activities or entertainments and all kinds of provisions and refreshments required or used by the members of the Club or other persons frequenting the facilities, amenities or premises of the Club.
- (m) To purchase, take on lease or in exchange or otherwise acquire any lands, buildings, easements, rights of common or property real or personal, which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Club, and to sell, convey, transfer, assign, mortgage, give in exchange or dispose of the same.
- (n) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
- (o) To borrow or raise and secure the payment of money in such manner as the Club thinks fit, in particular by the issue of debentures or debenture stock perpetual or otherwise, charged upon all or any of the Club's property (both present and future), and to purchase, redeem or pay off any such securities.
- (p) To lend money to organisations or companies on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property (both present and future).
- (q) 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 security over the whole or any part of the real or personal property present or future of the Club.
- (r) To invest and deal with any of the money of the Club not immediately required upon such investments and in such manner as the Club may from time to time determine and to sell, dispose of, realise or otherwise deal with any such investments.
- (s) To hire, employ and dismiss secretaries, clerks, managers, employees and contractors and to pay to them and to other persons in return for services rendered to the Club salaries, wages, gratuities or superannuation.
- (t) To sell, improve, manage, develop, exchange, lease (subject to the Registered Clubs Act), mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Club.

- (u) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club, and to amalgamate with any other company, association or club having objects similar to those of the Club and which 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 by the Club under or by virtue of this Constitution, and to promote any company or companies for the purpose of acquiring all or any property, rights and liabilities of the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (v) To sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Club.
- (w) To insure against damage by fire or otherwise, any insurable property of the Club and to insure any employee of the Club against risk or accident in the course of his or her employment by the Club, and to effect insurance for the purpose of indemnifying the Club in respect of claims by reason of such damage, risk or accident, 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 persons, and to grant pensions and allowances, and to pay premiums or other amounts on such insurances, funds, pensions or allowances.
- (x) To make donations from time to time to such persons and organisations as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (y) To carry on all or any of its objects either singly or in conjunction with any other corporation, company, firm, association, club or person and either as principals, agents, contractors, trustees or otherwise.
- (z) To do all such acts, deeds, matters and things and enter into and make such agreements as are incidental 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 is not restricted by any other object and that each object is to 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.

12. The income and property of the Club, howsoever derived, must be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Club. Provided that nothing herein prevents the payment in good faith of interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club. Provided further that no member of the Board or of any committee is to be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee. Provided further that no remuneration is to be given by the Club to any member of the Board or of any committee; except that nothing herein is to be construed as preventing the payment of an honorarium in respect of special honorary services rendered, repayment of out-of-pocket expenses, payment of interest on money lent, payment for sale or hire of goods or payment of rent for premises demised to the Club.

WINDING UP

13. The liability of the members of the Club is limited.
14. 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 \$2.
15. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same must not be paid to or distributed among the members of the Club but must be given up or transferred to some other institution or institutions which has or have objects similar to the objects of the Club and which 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

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. A person must not be admitted to membership of the Club except as an Ordinary Member, Life Member, Honorary Member, Temporary Member or Provisional Member.
18. A person who is under the age of 18 years must not be admitted to any class of Ordinary membership other than J membership.
19. The persons who at the date of the Special Resolution adopting this Constitution are entered in the Club's Register of Members and such other persons as the Board admits to membership in accordance with this Constitution are the members of the Club.

20. All classes of membership are open to both sexes.
21. (a) Unless and until otherwise determined by the Board, the classes of Ordinary membership are:
- (i) E Members (Ex-Service Members)
 - (ii) A Members (Associate Members)
 - (iii) S Members (Special Members)
 - (iv) J Members (Junior Members)
- (b) Those persons who were financial full members of Urunga Golf & Sports Club Ltd, and whose names were entered in the Register of Members of Urunga Golf & Sports Club Ltd, on the date of conditional approval by the Licensing Court of New South of the amalgamation of Coffs Ex-Services Memorial and Sporting Club Ltd shall, for the purposes of the Registered Clubs Act, be identified in the Register of Members of Coffs Ex-Services Memorial and Sporting Club Ltd. as 'Urunga Golf Members'.
- (c) The Ordinary Class of Social membership which existed up to date of adoption of this Rule 21(c) is abolished. Unless a Social Member applies for and is transferred to another class of membership (subject to eligibility), Social Members will be transferred to the class of A membership, effective on and from the conclusion of the General Meeting at which this Rule was adopted.

ORDINARY MEMBERSHIP

22. The requirements for election to the following classes of Ordinary membership are:
- (a) **E Members**
- Any person who has attained the age of 18 years may be elected as an E Member if that person satisfies one or more of the following qualifications:
- (i) the person has served with any of the Armed Forces of the Commonwealth during any declared war for a continuous period of 28 days or more continuously and is still serving or has been honourably discharged; or
 - (ii) the person has served with any of the Armed Forces of the Commonwealth for a continuous period of 70 days or more and can provide written proof of satisfactory service; or
 - (iii) the person has served in times of any declared war for a continuous period of 28 days or more as a member of the Merchant Marine and/or the Armed Forces of any of Her Majesty's allies; or
 - (iv) the person has served outside Australia as a member of the Armed Forces of the Commonwealth of Australia for a continuous period of 28 days or more.

(b) A Members

Any person who has attained the age of 18 years may be elected as an A Member if that person is a citizen of good repute.

(c) S Members

Any person who at the date of the Special Resolution adopting this Constitution is entered in the Club's Register of Members as an Ordinary S Member will be deemed to be an S Member until that person changes his or her class of membership or ceases to be a member of the Club. Entry into this class is now closed.

(d) J Members

Any person who is under the age of 18 years may be elected as a J Member if:

- (i) the person satisfies the Board that he or she has an interest in taking an active part in the Club's sporting activities on a regular basis; and
- (ii) from whose parent or guardian the Board receives written consent to that person becoming a J Member and taking part in the Club's sporting activities; and
- (iii) in the opinion of the Board, is suitable to be elected to J membership.

LIFE MEMBERSHIP

23. Life membership may be conferred upon any Ordinary Member who has rendered long and meritorious service to the Club. The requirements for election to Life membership are:

- (a) that member must be nominated by one Ordinary Member (other than a J Member) or Life Member and seconded by another Ordinary Member (other than a J Member) or Life Member;
- (b) the nomination will be forwarded to the Board for approval;
- (c) if approved, the Board will refer the nomination to the next General Meeting for approval; and
- (d) for the person to be duly elected as a Life Member, the nomination must be approved by a majority of members present and voting at that General Meeting.

RIGHTS OF MEMBERS

24. Subject to Rule 52(b), a Life Member has all the rights and privileges of an E Member. In addition, a Life Member is exempt from payment of subscriptions and levies.

25. (a) A Life Member, A financial E Member, financial A Member and financial S Member is entitled to:
- (i) attend and to vote on all matters at General Meetings; and

- (ii) vote at the election of the Board.
 - (b) A financial J Member is not entitled to vote at any General Meeting or to vote at the election of the Board.
26. Each member who is entitled to vote has one vote, but cannot vote by proxy.
27. (a) The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.
- (b) Subject to the Registered Clubs Act, J Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time. However, J Members are not entitled to, introduce guests to the Club or participate in the management of the Club in any way.
- (c) Without limiting the general powers of the Board conferred in paragraph (a), all members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:
- (i) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
 - (ii) the Club's responsible service of gambling policy (as adopted and amended by the Board from time to time).

HONORARY MEMBERSHIP

28. 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;
 - (c) Subject to the discretion of the Board, such other persons as may be lawfully permitted as Honorary Members pursuant to the Registered Clubs Act 1976 or any other law amending or replacing same.
29. (a) Honorary Members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.
- (b) Honorary Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (c) The Board has power to cancel the membership of any Honorary Member without notice and without being required to give reason.
- (d) When Honorary membership is conferred on any person, the following particulars must be entered in the Club's Register of Honorary Members:

- (i) the name in full, or the surname and initials, of the Honorary Member;
- (ii) the residential address of the Honorary Member;
- (iii) the date on which Honorary membership is conferred;
- (iv) the date on which Honorary membership is to cease.

TEMPORARY MEMBERSHIP

30. The following persons may be admitted as Temporary Members of the Club in accordance with procedures established by the Board from time to time:
- (a) a person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's premises or such greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution;
 - (b) a full member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
 - (c) a full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full Member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;
 - (d) an interstate or overseas visitor.
31. (a) Temporary Members are not required to pay an entrance fee or subscription, but may be required to pay a Temporary membership fee as determined by the Board from time to time.
- (b) Temporary Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (c) The Secretary, or in the Secretary's absence the delegated senior employee of the Club then on duty, may terminate the membership of any Temporary Member at any time without notice and without being required to give reason.
- (d) A person under the age of 18 years must not be admitted as a Temporary Member of the Club, other than pursuant to Rule 30(c).
- (e) When a Temporary Member (other than a Temporary Member admitted pursuant to Rule 30(c)) first enters the Club's premises on any day, the following particulars must be entered in the Club's Register of Temporary Members:
- (i) the name in full, or the surname and initials, of the Temporary Member;
 - (ii) the residential address of the Temporary Member;
 - (iii) the date on which Temporary membership is granted;

- (iv) the signature of the Temporary Member.
- (f) Notwithstanding rule 31(e), in accordance with the Registered Clubs Act an eligible person may be admitted as a Temporary member for a period of up to, but not exceeding, 7 consecutive days (or for such longer period as the Independent Liquor and Gaming Authority may approve in writing). A person admitted under this rule 31(f) is only required to complete and sign the register on the first day when they enter the Club's premises during that period.

PROVISIONAL MEMBERSHIP

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

ELECTION OF MEMBERS

33. A person must not be admitted as an Ordinary Member of the Club unless that person is elected to membership at a meeting of the Board by the Directors present and voting, the names of those Directors present and voting at that meeting being recorded by the Secretary.
34. The powers of the Board in relation to the election or transfer of members may be exercised by an election committee appointed by the Board.
35. (a) Every application for membership shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
- (i) the full name of the applicant;
 - (ii) the residential address of the applicant;
 - (iii) the date of birth and the age of the applicant;

(iv) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;

(v) such other particulars as may be prescribed by the Board from time to time.

36. The Secretary must cause the name of the applicant to be displayed on the Club Notice Board or in some other conspicuous place in the Clubhouse for a continuous period of not less than 7 days before the election of the applicant as a member of the Club. An interval of at least 14 days must elapse between the receipt of the application and the election of the applicant for membership of the Club.

37. When a person has been elected to membership, the Secretary will enter that person in the Club's Register of Members. The member so elected is deemed to have agreed to be bound by this Constitution and the By-laws from time to time in force. If the entrance fee (if any) and subscription is not paid within one month after the person's election to membership, the Board may cancel the election of that person to membership.

TRANSFER OF MEMBERSHIP

38. The Board or the election committee, 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 and may, if thought appropriate, make an adjustment in the entrance fee (if any) and subscription paid or payable by that member so transferred for the membership year in which the transfer takes place.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

39. Membership subscriptions must be paid annually in advance or, if the Board so directs and approves, by monthly, quarterly or half-yearly instalments in advance or for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution are as prescribed by the Board from time to time.

40. (a) The entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club are such as the Board may from time to time prescribe.

(b) The Board may determine the entrance fees, subscriptions, levies, charges and other amounts of Ordinary Members depending on any one or more of the following:

(i) whether or not they play a game or sport organised by the Club or are members of a section, committee or sub-club;

(ii) the game or sport, section, committee or sub-club to which they belong;

(iii) the level, grade or sub-class of membership to which Ordinary Members belong for their relevant game, sport, section, committee or sub-club,

so that the entrance fees, subscriptions, levies charges and other amounts payable by Ordinary Members may vary.

- (c) The fees determined by the Board under this Rule 40 and payable by Ordinary Members must not be less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.
41. The Board may at any time or times suspend the payment of entrance fees either generally or in respect of individual cases, and has the discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.
42. (a) If a member has not paid the subscription or any other money due to the Club on or before the due date for payment, the member ceases to be a financial member and the Secretary may cause a written notice of default to be sent to that member.
- (b) If the member pays any such subscription or other money within one month after the due date for payment, that member will again be a financial member.
- (c) If any such subscription or other money remains unpaid after one month from the due date for payment, the defaulting member will be debarred from all privileges of membership and will cease to be a member of the Club. The Secretary must cause a notation to this effect to be made against that person's name in the Register of Members.
43. The Board has power to make charges and levies on Ordinary Members for general or special purposes.

PATRON

44. The members in General Meeting may appoint one or more Patrons from time to time upon a recommendation being made by the Board to the meeting. Any Patron will (if not a member of the Club) thereby be deemed to be an Honorary Member of the Club and subject to this Constitution will remain an Honorary Member while he or she remains a Patron.

ADDRESSES OF MEMBERS

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

REGISTERS OF MEMBERS AND GUESTS

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

DISCIPLINARY PROCEEDINGS

47. If a member refuses or neglects to comply with any of the provisions of this Constitution or the By-laws thereof or is in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or is in the opinion of the Board, guilty of conduct which is unbecoming of a member or which renders the member unfit for membership, the Board has the 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) The member must be notified of any charge against that 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 must set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.
 - (b) The member charged is entitled to attend the meeting 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) The voting by the Directors present at such meeting will be in such manner as is decided by the Board. No resolution by the Board at the meeting is deemed to be passed unless at least a majority of the Directors 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 must come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board must, if the member has attended the meeting and has been found guilty, inform the member prior to considering any penalty.
 - (f) If having attended the meeting, the member charged must be given a further opportunity at the meeting 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 meeting or any adjournment thereof is final and the Board is not 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), the Board has the power to immediately suspend that member from all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to that member.
 - (i) The powers of the Board in relation to disciplinary proceedings may be exercised by a disciplinary committee appointed by the Board and comprising not less than 3 Directors. A quorum of the disciplinary committee is 3 Directors.
48. (a) The Secretary, or in the Secretary's absence, the delegated senior employee of the Club then on duty (the "**senior employee**"), may refuse to admit to, or may turn out

of, the Club's premises or any other property owned or occupied by the Club any person:

- (i) who is at the time intoxicated, violent, quarrelsome or disorderly,
 - (ii) whose presence on the Club's premises or any other property owned or occupied by the Club renders the Club or the Secretary liable to a penalty under any law;
 - (iii) who smokes, within the meaning of the Smoke-free Environment Act 2000, while on any part of the Club's premises or any other property owned or occupied by the Club that is a smoke-free area within the meaning of that Act;
 - (iv) who uses, or has in his or her possession, while on the Club's premises or any other property owned or occupied by the Club any substance that the Secretary or senior employee suspects of being a prohibited plant or a prohibited drug; or
 - (v) whom the Secretary or the senior employee, under the conditions of the Club Licence or according to a term (of the kind referred to in section 134 of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Club's premises or any other property owned or occupied by the Club.
- (b) Notwithstanding rules 47 and 48(a), the Secretary, or in the Secretary's absence the senior employee of the Club then on duty, has the power to suspend any member from exercising all rights of membership of the Club if he or she considers a charge should be laid against that member. If a member is so suspended, the Secretary or senior employee (as the case may be) must make a written report to the Board within 7 days of the date of suspension and removal of the member. The report must set out the facts, matters and circumstances giving rise to the suspension and removal. Unless a notification of charge is issued against the member in accordance with Rule 47 within 2 weeks of such suspension, the rights of the member will be restored at the end of that period.
- (c) Any suspension of a member by the Secretary or the senior employee pursuant to paragraph (a) will continue for 6 weeks or until further notice is given to the member pursuant to Rule 47, whichever is the earlier.

RESIGNATION AND CESSATION OF MEMBERSHIP

49. (a) A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation will take effect from the date on which it is received by the Secretary.
- (b) The Board may refuse to accept a subscription from any J Member who in the opinion of the Board has not participated in the Club's sporting activities in the preceding year and has not provided a reasonable excuse. That person will cease to be a member of the Club upon the Board's refusal. The disciplinary proceedings provisions of this Constitution will not apply to the Board's refusal under this paragraph.

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

GUESTS

50. (a) All members other than J Members have the privilege of introducing guests to the Club. However, a Temporary Member who has attained the age of 18 years may only introduce a guest who is under the age of 18 years and in relation to whom the Temporary Member is a responsible adult.
- (b) A member must not introduce guests more frequently or in a greater number than may for the time being be provided by By-law, and must not introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any subscription or other money due to the Club or who is currently under suspension.
- (c) A member is responsible for the conduct of any guest that he or she may introduce to the Club.
- (d) The Board has power to make By-laws from time to time, not inconsistent with this Constitution or the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club.
- (e) A guest must at all times remain in the reasonable company of the member who introduced that guest.
- (f) A guest must not remain on the Club's premises any longer than the member who introduced that guest.
- (g) The Secretary, or in the Secretary's absence the delegated senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
- (h) On each occasion on any day on which a person of or above the age of 18 years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of Guests:
- (i) the name in full, or the surname and initials of the given names, of the guest;
 - (ii) the residential address of the guest;
 - (iii) the date of that day;
 - (iv) the signature of that member.
- (i) If an entry in the Register of Guests is made on any day in respect of the guest of a member, it is not necessary for an entry to again be made in the Register if that

guest subsequently enters the Club's premises on that day as the guest of that member.

THE BOARD

51. (a) Subject to any other provision of this Constitution, the business and affairs of the Club and the custody and control of its funds and property shall be managed by a Board consisting of 7 Directors who, on and from the Annual General Meeting in 2017, shall elect amongst themselves a President and 2 Vice Presidents.
- (b) Despite any other provision of this Constitution:
- (i) the elected Board members and any Board members appointed to fill the position of an elected Board member may appoint up to 2 additional persons as members of the Board. An additional person appointed as a member of the Board:
- (A) may be appointed for a term of no more than 3 years;
- (B) must be a Full Member at the time of, and for the duration of, his or her appointment;
- (C) is not eligible for re-appointment under this Rule 51(b), including re-appointment after the end of his or her term.
- (ii) the qualification period referred to in Rule 52(a)(i) (i.e. 5 continuous years standing as a member of the Club at the time of appointment as a Director) will not apply to any person who is appointed as a Director pursuant to Rule 51(b).
52. (a) Subject to Rule 52 (b) and any other provision of this Constitution, only Life Members, financial E Members, financial A Member sand financial S Members of 5 continuous years' standing as members of the Club (at the time of election or appointment) are eligible to be nominated for, elected to or hold office on the Board.
- (b) A member is ineligible to be nominated for election to the Board if that member:
- (i) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge within the period of 2 years immediately prior to the date determined for the next Annual General Meeting; or
- (ii) has at any time been convicted of an indictable offence; or
- (iii) is a former employee of the Club whose services were terminated by the Club for misconduct.

53. (a) Subject to Rule 53(b), the Board shall be elected under the biennial election system. A Director shall hold office until the conclusion of the second Annual General Meeting after that at which they were elected, when they shall retire but shall be eligible for re-election, subject to this Constitution.
- (b) On and from the 2017 election of the Board, the Board will be elected in accordance with the triennial rule as defined in Rule 54(a).

ELECTION OF THE BOARD

54. (a) In Rule 53(b) and in this Rule 54 only:

"general meeting" means a meeting of the members of the Club at which members of the Board are to be elected (or declared elected);

"triennial rule" means this Rule 54 which provides for the election of members of the Board in accordance with this Rule; and

"year" means the period between successive general meetings.

- (b) The Directors elected to the Board in 2017 shall be divided into 3 groups and such groups shall be:
- (i) determined by drawing lots;
 - (ii) as nearly as practicable equal in number; and
 - (iii) designated as 'group 1', 'group 2' and 'group 3',
- and unless otherwise ceasing to hold office under this Constitution, the Directors:
- (i) in group 1 shall hold office for 1 year;
 - (ii) in group 2 shall hold office for 2 years; and
 - (iii) in group 3 shall hold office for 3 years.
- (c) At each general meeting held while the triennial rule is in force (other than the general meeting held in 2017), the number of Directors required to fill vacancies on the Board shall be elected, and shall, unless otherwise disqualified, hold office for 3 years.
- (d) A person who fills a casual vacancy in the office of a member of the Board elected in accordance with this Rule 54 shall, unless otherwise disqualified, hold office until the next succeeding general meeting.
- (e) The vacancy caused at general meeting by a person ceasing to hold office under Rule 54(e) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the General Meeting.

- (f) A person whose term of office as a Director under the triennial rule expires is not for that reason ineligible for election for a further term.
- (g) Except as provided in this Rule, nominations for election to the Board must be made in writing and signed by 2 financial Ordinary Members and by the nominee who must also signify his or her consent to the nomination. The proposer, seconder and nominee must be financial members at the time the nomination form is signed.
- (h) Nominations for election to the Board must be delivered to the Secretary by the time fixed for the close of nominations.
- (i) If the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated will be declared elected at the general meeting.
- (j) If no nominations or insufficient nominations are received for the number required to be elected, the candidate or candidates, if any, duly nominated will be declared elected at the 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 the vacancies, an election by ballot for the vacancies remaining will be held in accordance with procedures prescribed by the Board.
- (k) If the number of candidates duly nominated exceeds the number required to be elected, a ballot will be conducted in accordance with the following procedure:
 - (i) the Board will appoint either the Electoral Commissioner of New South Wales or some other person or organisation to be the Returning Officer for the ballot;
 - (ii) the Returning Officer may appoint one or more scrutineers to assist the conduct of the ballot;
 - (iii) a candidate for any office is ineligible to be appointed as the Returning Officer or as a scrutineer;
 - (iv) in any case of doubt as to the formality of any vote cast in the election, the Returning Officer's decision will be final;
 - (v) in the event of an equality of votes in favour of 2 or more candidates, the Returning Officer will draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.
- (l) A ballot under the preceding Rule shall be conducted in accordance with the preferential system of voting and in accordance with By-Laws approved by the Board from time to time.

55. 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.

POWERS OF THE BOARD

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

57. 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 will invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without limiting its general powers, the Board has power from time to time:

- (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such Director or Directors or such Full Members of the Club as it may from time to time think fit and may from time to time revoke such delegation.
- (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (c) To 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.
- (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 it thinks 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 determine who will be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (g) To invest and deal with any of the money of the Club not immediately required for the objects of the Club upon such investments and in such manner as it thinks fit and from time to time to vary or realise such investments.
- (h) 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.
- (i) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club; to sell, exchange or otherwise dispose of all or any of the lands or buildings to which the Club may be entitled from time to time in accordance with the Registered Clubs Act.

- (j) 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) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect of permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to terminate with or without compensation any contract of service or for service or otherwise.
- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club.
- (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 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 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 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 Director or to any other person in respect of his or her services rendered to the Board or to any committee of the Club and subject to approval by a General Meeting to pay such honorarium.
- (q) To repay out-of-pocket expenses that are of a kind authorised by a current resolution of the Board and are reasonably incurred by any Director or any other person in the course of carrying out his or her duties in relation to the Club.

BY-LAWS

58. The Board has power 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. Without limiting the generality of the Board's power, the By-laws may relate to the following matters:
- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
 - (b) the general management and control of the trading activities of the Club;
 - (c) the management and control of the Club's premises;

- (d) the management and control of play and dress on the Club's premises;
- (e) the upkeep and control of the Club's property;
- (f) the management and control of all competitions;
- (g) the conduct of members and guests of members;
- (h) the privileges to be enjoyed by members;
- (i) the relationship between members and the Club's employees;
- (j) the control and regulation of the Club's sections and committees and the conduct and activities thereof;
- (k) generally all such matters as are commonly the subject matter of club constitutions or by-laws or which are not reserved either under the Act, the Registered Clubs Act or this Constitution for decision by the Club in General Meeting.

59. The Board has power to enforce the observance of all By-laws in accordance with the disciplinary proceedings provisions of this Constitution.
60. Any By-law made under this Constitution comes into force and has the full authority of a By-law of the Club on being posted upon the Club Notice Board.

SECTIONS AND COMMITTEES

61. The Board may permit any section of the Club to adopt a name distinctive of that section and to become affiliated with the body controlling the game or activity on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as that 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.
62. A person is ineligible to be a member of any section of the Club unless he or she is a financial member of the Club.
63. The Board may empower any section or committee of the Club to open and operate an account in the name of the section in such financial institution as the Board may from time to time approve. However, the persons eligible to operate upon any such account must be approved by the Board which from time to time may remove and replace those persons or any of them.
64. Subject to the absolute control and supervision of the Board, each section or committee of the Club may manage its own affairs but must make regular reports to the Board (or otherwise as 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.
65. Subject to this Rule, the constitutions and rules or by-laws of each section of the Club may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting called specifically for such purpose. However, no amendment proposed to and approved by the meeting of the members of the section will have effect unless and until it has been approved by resolution of the Board.

66. Any committee of the Club must in the exercise of those powers delegated to it, conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President or the President's nominee, who must be a Director, has the right to be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. The meetings and proceedings of a committee consisting of 2 or more members will, as far as practicable, be governed by the proceedings of the Board provisions of this Constitution unless otherwise prescribed by the Board.
67. Any disciplinary action which is taken by a section or committee of the Club in respect of any member of that section or committee must at once be reported to the Board together with the reasons for such action and with a recommendation as to further action (if any) to be taken by the Board.

PROCEEDINGS OF THE BOARD

68. The Board may meet together for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary but at least once in each quarter, being a period of 3 months ending 31 March, 30 June, 30 September and 31 December for the transaction of business. A record of all Directors present and of all resolutions and proceedings of the Board must be entered in a Minute Book provided for that purpose.
69. A meeting of the Board may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.
70. The President is entitled to preside as the Chairman at any meeting of the Board. If the President is not present or being present is unwilling or unable to act, then a Vice-President will preside as the Chairman. If a Vice-President is not present or being present is unwilling or unable to act, then the Directors present may elect their own Chairman of the meeting.
71. (a) If the Board consists of 7 Directors, the quorum for a meeting of the Board is 4 Directors.
- (b) If the Board consists of more than 7 Directors, the quorum for a meeting of the Board is 5 Directors.
72. The President may at any time call a meeting of the Board. The Secretary must call a meeting of the Board upon the request of not less than 3 Directors.
73. Subject to this Constitution, questions arising at any meeting of the Board will be decided by a majority of votes and a determination by a majority of the Directors will 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 will have a second vote in addition to a first vote.
74. All acts done by a Director or by any person acting as a Director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

75. (a) The Board may pass a resolution without a meeting of the Board being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Such a resolution is as valid and effectual as if it had been passed at a meeting of the Board duly called and held.
- (b) Separate copies of a document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director signs.
76. (a) A Director must in accordance with Sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. "Material personal interest" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.
- (b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the Minutes of that meeting of the Board.
- (c) Without limiting the application of Section 191(2) of the Act, paragraph (b) does not apply to an interest:
- (i) which the Director has as a member of the Club and which is held in common with the other members of the Club; or
- (ii) which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).
- (d) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
- (i) must not vote on the matter (or in relation to a proposed resolution under paragraph (e)(i) in relation to the matter, whether in relation to that or a different Director); and
- (ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
- (e) Paragraph (d) does not apply if:
- (i) the Board has passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Club, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
- (ii) the Australian Securities and Investments Commission has declared or ordered in accordance with Section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

VACANCIES ON THE BOARD

77. Subject to compliance with the Act, the members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given, remove any Director or Directors whomsoever or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution or ordinary resolutions appoint another person or persons in his or her or their place. Any person so appointed will hold office during such time only as the person in whose place he or she is appointed would have held the same if he or she had not been so removed.
78. The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (a) dies;
 - (b) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;
 - (c) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club;
 - (d) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
 - (f) by notice in writing given to the Secretary, resigns from office;
 - (g) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act;
 - (h) becomes an employee of the Club;
 - (i) ceases to hold a qualification by which that person was appointed to or elected to office;
 - (j) ceases to be a member of the Club;
 - (k) ceases to be a member entitled to hold office on the Board; or
 - (l) fails to complete any training for a registered club director that the person is required to complete, within the prescribed period, pursuant to the Registered Clubs Act and *Registered Clubs Regulation 2015* (NSW) (provided that this Rule 78(l) shall not apply to any Director who is exempt from completing such training under the Registered Clubs Act and *Registered Clubs Regulation 2015* (NSW)).
79. The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The member so appointed will hold office only until the conclusion of the next Annual General Meeting, but shall be eligible for election if so qualified under this Constitution to stand for election.

80. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the quorum required for a meeting of the Board, the continuing Director or Directors must not act for any purpose except:
- (a) to increase the number of Directors to the quorum; or
 - (b) to call a General Meeting.

GENERAL MEETINGS

81. A general meeting known as the Annual General Meeting must be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the end of the Club's financial year. All general meetings other than Annual General Meetings are known as General Meetings.
82. (a) The Board may whenever it thinks fit call a General Meeting. A General Meeting convened by the Board may be postponed or cancelled at any time before the day of the meeting by the Board as it may determine.
- (b) The Board must on the request of not less than 5% of the members of the Club having at the date of the deposit of the request at the Office a right to vote at General Meetings, within 21 days proceed to call a General Meeting to be held as soon as practicable, but in any case not later than 2 months after the deposit of the request and in the case of such request the following provisions will have effect:
- (i) The request must state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office and may consist of several documents in identical wording each signed by one or more of those members.
 - (ii) If the Board does not within 21 days from the date of the request being so deposited duly proceed to call the meeting, the members who made the request or any of them representing more than 50% of the members who made the request may themselves call the meeting. However, any meeting so called must not be held after the expiration of 3 months from the date of such deposit.
 - (iii) Any meeting called under this Rule by the members must be called in the same manner or as nearly as possible as that in which meetings are called by the Board.
 - (iv) Any reasonable expenses incurred by the members in convening any meeting under this Rule must be repaid to the members by the Club.
 - (v) A General Meeting called by the Board on the request of the members under this Rule may be cancelled by the Board at any time before the day of the meeting, on the request of those members. Those members must pay the expenses of the cancellation unless the Board determines otherwise.
 - (vi) A General Meeting called by the members under this Rule, may be cancelled by those members so notifying the Club in writing at least 14 days prior to the date for which the General Meeting has been called. Those members must pay the expenses of the cancellation unless the Board determines otherwise.

- (c) In the case of a meeting at which a resolution is to be proposed as a Special Resolution, the Board will be deemed not to have duly called the meeting if it does not give such notice of such resolution as is required by the Act.

83. 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 must be given in the manner provided by this Constitution to each individual member who is entitled to attend and vote at that meeting. A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on 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.

MEMBERS' RESOLUTIONS

- 83A. (a) The following members may give the Club notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at a general meeting;
- (b) The notice must:
- (i) be in writing; and
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy;
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice.
- 83B. (a) If the Club has been given notice of a resolution under Rule 83A the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given;
- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting;
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting;
- (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (e) The Club need not give notice of the resolution:

- (i) if it is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
- 83C. (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
- (i) a resolution that is proposed to be moved at a general meeting; or
 - (ii) any other matter that may be properly considered at a general meeting;
- (b) The request must be made by:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at the meeting.
- (c) The request must be:
- (i) in writing; and
 - (ii) signed by the members making the request; and
 - (iii) given to the Club.
- (d) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy;
- (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the company;
- (f) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting;
- (g) The Club is responsible for the cost of making the distribution if the Club receives the statement in time to send it out to members with the notice of meeting.
- (h) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (i) The Club need not comply with the request:
- (i) if the statement is more than 1,000 words long or defamatory; or

- (ii) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

83D. A general meeting of the members of the Club must be held for a proper purpose.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

- 83E. (a) The Club's auditor is entitled to attend any general meeting of the Club;
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor;
- (c) The auditor is entitled to be heard even if:
- (i) the auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

QUORUM FOR GENERAL MEETINGS

84. (a) No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum requirements are:
- (i) for a General Meeting which is called on the request of members, not less than 5% of the members of the Club or 100 members of the Club (whichever is the lesser) who are present and entitled to vote; and
 - (ii) for a General Meeting which is not called on the request of members and for an Annual General Meeting, not less than 20 members of the Club who are present and entitled to vote.
- (b) In determining the quorum for any General Meeting, "entitled to vote" means those members who are entitled to vote on one or more items of business to be considered at that meeting.
- (c) In relation to any General Meeting at which a Special Resolution to amend this Constitution is to be considered, the quorum must comprise of those members who are entitled to vote on Special Resolutions to amend this Constitution pursuant to Rules 24, 25 and 108.

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

PROCEEDINGS AT GENERAL MEETINGS

86. The business of any Annual General Meeting may include:
- (a) confirmation of the Minutes of the previous General Meeting;
 - (b) receipt and consideration of the reports prescribed by Section 317 of the Act;
 - (c) election of the Board;
 - (d) appointment (if required) of the Auditor;
 - (e) any business of which due notice has been given;
 - (f) any business approved by the meeting.
- 86A. (a) The Chairman of the Annual General Meeting must 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.
- (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.”
87. The President is entitled to preside as the Chairman at any General Meeting. If the President is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then a Vice-President will preside as the Chairman. If a Vice-President is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the Board will elect a Director to preside as the Chairman. If a Director is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the members of the Club present will elect one of their number to be the Chairman of the meeting.
88. At a General Meeting, a poll on any resolution may be demanded by the Chairman of the meeting or by not less than 5 members who are entitled to vote on that resolution. In the event of an equality of votes, the Chairman will have a second vote in addition to a first vote.
89. 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, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

90. (a) If at any General Meeting a poll is demanded, the poll must be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman of the meeting directs. The result of the poll will be the resolution of the meeting at which the poll was demanded. However, a poll demanded on the election of the Chairman or on a question of adjournment must be taken immediately.
- (b) A demand for a poll may be withdrawn.
- (c) In the case of any dispute as to the admission or rejection of a vote, the Chairman of the meeting will determine the dispute, and such determination made in good faith will be final and conclusive.
91. The Chairman of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting must for all purposes be treated as having been passed on the date when it was in fact passed and must not be deemed to have been passed on any earlier date. It is not necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for one month or more, when notice of the adjourned meeting must be given as in the case of an original meeting.
92. Minutes of all resolutions and proceedings at General Meetings must be entered within one month of the meeting in a book provided for that purpose. Any such Minutes must be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting, and if purporting to be so signed is prima facie evidence of the proceedings to which it relates.

FINANCIAL RECORDS AND AUDIT

93. The Board must cause written financial records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
94. The financial records will be kept at the Office or at such other place as the Board thinks fit. The Club must at all reasonable times make its financial records available in writing for the inspection of Directors and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other Act to inspect such records.
95. Subject to sections 298, 315 and 316A of the Act, the Club must, within 4 months after the end of the Club's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), send, or make available, to each member of the Club:
- (a) a copy of the financial report required under section 295 of the Act,
- (b) a copy of the directors' report required under sections 298 and 300B of the Act; and
- (c) a copy of the auditor's report required under section 308 of the Act.

96. The financial year of the Club commences on the first day of July and ends on the last day of June in each year or, subject to the Act, is for such other period as the Board may determine.
97. An Auditor must be appointed in accordance with the Act. The Auditor's duties will be regulated in accordance with the Act and the Registered Clubs Act. The Auditor's remuneration will be fixed by the Board.

SECRETARY

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

EXECUTION OF DOCUMENTS

99. The Board must provide for the safe custody of the Seal.
100. (a) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) 2 Directors; or
 - (ii) one Director and the Secretary.
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) 2 Directors; or
 - (ii) one Director and the Secretary.
101. 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

102. A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending the notice by pre-paid post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution; or
 - (c) by sending the notice to the facsimile number or electronic address (if any) provided by the member; or
 - (d) by sending the notice to the member by other electronic means (if any) provided by the member; or
 - (e) by notifying the member that the notice is available and how it may be accessed, if the member provides electronic means by which the member may be notified that the notice is available and an electronic means by which the member may access the notices.

103. (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on the day of receipt by that member.
- (b) Where the Club sends a notice by post (including a notice of meeting), the notice is taken to have been given to the member, on the day following that on which the notice was posted.
- (c) Where a notice is sent under Rule 102(e), the notice is taken to have been given on the day following that on which the member is notified that the notice is available.
- (d) Where the Club sends a notice by facsimile or by other electronic means, the notice is taken to have been given to the member on the day following that on which the notice was sent.
104. If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Club Notice Board is deemed to be notice to such member at the expiration of 24 hours after it is so posted up.

INDEMNITY TO OFFICERS

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

- (c) The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except in relation to:
 - (i) conduct involving a wilful breach of duty in relation to the Club; or
 - (ii) a contravention of Sections 182 or 183 of the Act.

COPY OF CONSTITUTION

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

READING OF CONSTITUTION

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

AMENDMENTS TO CONSTITUTION

108. This Constitution may only be amended by a resolution passed by a three-quarters majority of Life Members, financial E Members, financial A Members and financial S Members who are present and voting at a General Meeting. Notice of the meeting must specify the intention to propose the resolution as a Special Resolution.

COFFS EX-SERVICES MEMORIAL AND SPORTING CLUB LTD.

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