



SHELLHARBOUR
WORKERS' CLUB LTD

CONSTITUTION

28 July 2013

1. The name of the Club is SHELLHARBOUR WORKERS' CLUB LIMITED.

PRELIMINARY

2. The Club shall be a non-proprietary company.
3. The company is established for the purposes set out in this Constitution.
4. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.
5. The registered office of the Club is Shellharbour, or such other place as may be approved by the members in the State of New South Wales.

DEFINITIONS

6. In this Constitution unless there be something in the subject or context inconsistent therewith:

"The Act" means the *Corporations Act (Cth) 2001*. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

"Annual General Meeting" means the General Meeting held each year as required by the Act and this Constitution.

"Approved Business Plan" means the current and operative rolling 5 year business plan for the Club approved by the Management Committee and adopted by the Board which Approved Business Plan shall include the integrated 5 year financial plan including profit and loss forecasts, capital expenditure plans and cash flow and identify the objectives, strategies and action plans to achieve the strategic vision, mission and values of the Club.

"Audit, Risk & Compliance Committee (ARCC)" means a specific standing committee of the Board of Directors consisting of two (2) Directors, the Chief Executive Officer and Chief Operating Officer and/or other senior employees and which committee shall be governed by a specific charter adopted by the Board of Directors from time to time.

"Board" means the members for the time being of the Board of Directors of the Club as constituted in accordance with this Constitution.

"By-laws" means the by-laws of the Club for the time being in force, made in accordance with this Constitution.

"Club" means SHELLHARBOUR WORKERS' CLUB LIMITED ACN 001 068 864 and THE SHELLHARBOUR CLUB and any other trading name adopted from time to time by the Board of Directors..

"Club Premises" means all property assets owned or operated by the Club which includes but is not limited to the Club's Hospitality Venue Premises

"Community" means the population of the City of Shellharbour.

"Constitution" means this Constitution.

"Corporate Policy/ies" means the policies adopted by the Board of Directors from time to time and entitled Corporate Policy/ies derived from the Clubs NSW Best Practice Guide, specialist accounting and/or legal advice and other relevant and appropriate sources which policy/ies shall be utilised by the Board of Directors, the Management Committee and any other sub-committee of the Board of Directors as to the day-to-day management of the Club as specified within such policy/ies.

"Hospitality Venue Premises" means that part of the Club premises covered by any Certificate of Registration operated as a social recreational and sporting venue with all the usual facilities including liquid and other refreshment and provision for musical educational recreational and sporting activities and other amenities and facilities by the Club in accordance with the Registered Clubs Act and Gaming Machines Acts.

"Management Committee" means a committee consisting of the Senior Executive staff of the Club as nominated from time to time by the Board of Directors which Management Committee shall be governed by a Specific Charter.

"Member" in relation to the Club means a person who is a full member or an honorary member of the Club.

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

"Ordinary Member" includes "Life Member".

"Financial Member" means a member who has been duly accepted by the Board and who has paid the entrance fee for membership to the Club and the annual subscription within 30 days of the due date for payment or within such further time as the Committee shall in respect of any member allow and shall have paid all other moneys due to the Club within fourteen (14) days after formal demand has been made for the same pursuant to a Resolution of the Board.

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

"Chief Executive Officer" includes the Secretary, Secretary/Manager, Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Chief Executive Officer or any other title attributed to the person and the aforementioned titles mean "Chief Executive Officer" who shall be the Secretary of the Club, for the purposes of the Registered Clubs Act.

"Month" means calendar month.

"Notice Board" means the board provided in a conspicuous place in the Club Premises on which notices for the information of members are posted.

"Office" means the Registered Office for the time being of the Club.

"Register" means the register of members to be kept pursuant to the Act.

"Registered Clubs Act" means the *Registered Clubs Act 1976*. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

"Rules" means the rules comprising this Constitution.

"Special Resolution" has the meaning assigned thereto by the Act.

"Specific Charter" shall mean the charter adopted from time to time by the Board of Directors for the guidance of any committee or sub-committee as to the operation of that sub-committee.

"Written" and "in writing" include printing, typing, lithography, photocopying and any other mode of representing or reproducing words in visible form.

"Returning Officer" means a person appointed by the Board of Directors to undertake an election by ballot.

The Club will trade under the name of "The Shellharbour Club" as the name of the Hospitality Venue Premises and the Board of Directors may from time to time approve any other trading name for use by the Club.

Words importing the singular number also include the plural and vice versa and words importing the masculine gender shall include, where applicable, the female gender and vice versa. Words importing persons shall include reference to Corporations.

VISION MISSION VALUES AND OBJECTS

7.

7.1 The Vision of the Club is to enable the Community to reach its highest potential.

7.2 The Mission of the Club is in two parts as follows:

(i) Corporate Mission

To invest in and operate assets that are sustainable and have community value. As a dividend from these assets the Club will convene, engage, mobilise and support the Community by fostering its spirit through financial, social and environmental contributions; and

(ii) Hospitality Venue Mission

To be the leading hospitality venue which is the ultimate leisure destination, achieving optimal value by understanding and responding to our market needs.

7.3 The Values of the Club are to maintain:

- (i) Integrity;
- (ii) Commitment;
- (iii) Empowerment; and
- (iv) Excellence.

7.4 As a social enterprise fostering its Corporate Vision, Missions and Values the Objects of the Club are:

- a. To empower the Club to embrace and fulfill the Corporate Vision, Missions and Values of the Club as articulated in clauses 7.1, 7.2 and 7.3 hereof the Club shall purchase, hire, lease or otherwise acquire and hold for the purposes of the Club any real or personal property and any rights and privileges of any nature which the Club may think necessary or convenient for the carrying out of its Corporate Vision and Missions, Objects or any of them and to alter, add to, improve, enlarge, and to relinquish or diminish the tenure of same; and to lay out and construct, erect, furnish, maintain and provide facilities in all such buildings, and grounds all such other improvements as are considered by the Club to be necessary or convenient for its purposes.
- b. To provide for members and for members' guests a Hospitality Venue Premises.
- c. To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them and to do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the Corporate Vision, Missions and Objects, of the Club or any of them.
- d. To empower the Club to embrace and fulfill the Corporate Vision, Missions and Values of the Club as articulated in clauses 7.1, 7.2 and 7.3 hereof the Club shall and is hereby authorised to:
 - (i) establish, support or aid in the establishment and support of or make grants or donations in cash or kind to or for charitable or benevolent Objects or associations in support of community interests.
 - (ii) To promote such sports, games, amusements, recreations, entertainments, pastimes and competitions as the Club may deem expedient and to offer and grant or contribute towards the provision of prizes, awards and distinctions and to arrange and control open matches and competitions.
- e. To pay all costs, charges and expenses incurred by and incidental to the promotion, formation, management, operation, governance and establishment of the Club.

- f. To apply for and obtain and hold a club licence or any other licence or licences or certificate of registration under the Registered Club Act, Gaming Machines Act, Liquor Act or any other Act or laws for the time being operative and for such purpose or purposes incidental or conducive to the attainment of the Corporate Vision, Missions and Objects, of the Club or any of them and or appoint if necessary or desirable a Chief Executive Officer or Managers or other officer or officers to act as Licensee or Licensees and hold the licence or licences or certificate of registration on behalf of the company.
- g. To hire and employ all persons considered necessary for the purposes of the Club and subject to Rule 9 of this Constitution to pay to them and to other persons in return for services rendered to the Club salaries, wages and gratuities.
- h. To effect or make payments towards insurance for any purpose for the protection and/or benefit of Directors and employees whilst carrying out their respective duties and to provide (where necessary) a superannuation fund for the servants or employees of the Club, including appropriate insurance cover to assist the dependants of such servants or employees.
- i. To take such steps to make known the Corporate Vision, Missions and Objects, aims and activities of the Club or otherwise to promote the Corporate Vision, Mission and Objects of the Club by means of email, telephone or television or other like means or in the press or in books or other publication or electronic publications or such other manner or by such other means whether of a like or of a different nature to the foregoing as the Club may think fit. In doing so it may print and publish any newspapers, periodicals, books, circulars, notices or leaflets that the Club may think desirable for promotion of its Objects or any of them.
- j. (i) 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.
(ii) To raise money by way of subscriptions, entrance fees, levies, the holding of functions or otherwise and to accept donations, legacies, bequests, devises and gifts of property.
- k. To give, sell, mortgage, exchange, hire, lease (not being Hospitality Venue Premises covered by any Certificate of Registration) or otherwise dispose of or alienate the property of the Club as described in Clause (a) hereof or any part or parts thereof.
- l. To invest and deal with any moneys 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.
- m. To take or reject any gift of property money or goods whether subject to any special trust or not.

- n. 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.
- o. 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.
- p. To subscribe to or become a member of, affiliate, amalgamate or co-operate with any other association whether incorporated or not whose Objects are altogether or in part similar to those of this Club.
- q. The Board of Directors will ensure that the management and operation of the Club will be conducted in accordance with best industry practice and accordingly adopts the Clubs NSW Code of Practice as may be varied from time to time and the spirit and intent of the Best Practice Guidelines.

AND IT IS HEREBY DECLARED that in the interpretation of the above the meaning of any of the Club's Objects shall not be restricted by reference to any other Object or by the juxtaposition of two or more Objects and in the event of any ambiguity this clause shall be construed in such a way as to widen and not to restrict the powers of the Club.

AND IT IS HEREBY DECLARED that the Objects specified in each paragraph above shall be regarded as independent Objects and except where otherwise expressed in such paragraph shall in no wise be limited or restricted by reference to or inference from the terms of any other paragraph.

LIMITED LIABILITY

- 8. The liability of the members is limited.

PROPERTY AND INCOME OF THE CLUB

- 9. The income and property of the Club however derived shall be applied solely towards the promotion of the Corporate Vision, Missions, Values and Objects of the Club as set forth in this Constitution. No portion of the income shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to or amongst the members of the Club provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Club or otherwise owing by the Club to him or of remuneration of any officers or servants of the Club, or to any member of the Club or other person in return for any services actually rendered to the Club.

10. Provided further that no member of the Board of Directors or Governing Body shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration shall be given by the Club to any member of such Board of Directors or Governing Body provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium to any such member in respect of special honorary services rendered or the repayment to any such member of out-of-pocket expenses and interest on money lent or hire of goods or rent for Club's Premises demised to the Club.

MEMBER'S GUARANTEE

11. Every 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/she is a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he/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 amongst themselves such amount as may be required not exceeding Two Dollars (\$2.00).
12. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the Objects of the Club to be determined by members of the Club at or before the time for dissolution in accordance with the requirements of this Constitution for the passing of an ordinary resolution at a General Meeting of the Club or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter.
13. True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipt and expenditure take place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more qualified members of a recognised Institute Association or Body of Accountants.

LIQUOR & GAMING

14.
 - a. Liquor shall not be sold, supplied or disposed of on the Hospitality Venue Premises of the Club to any person other than a member except on the invitation and in the company of a member or with the approval of Management or an authorised officer of the Club.

This Rule 14(a) 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(1) of the Registered Clubs Act.

- b. Liquor shall not be sold, supplied or disposed of on the Hospitality Venue 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 the gaming facilities of the Club.
- d. The Chief Executive Officer or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- e. Directors and employees (and their spouse or partner) shall not be eligible for the receipt of any prize, benefit or reward in poker machine promotions, bar promotions or any promotions as may be specified by the Board of Directors from time to time whether or not such person is a member of the Club.
- f. Subject to subsection 2(b) of Section 73 of the *Gaming Machines Act 2001*, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- g. 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.
- h. The Club is obliged to ensure a safe and responsible drinking environment and as a consequence the Club:
 - (i) has adopted certain policies/codes of conduct relating to the consumption of alcohol and acceptable patron behaviour whilst on or seeking entrance to the Club's Hospitality Venue Premises; and
 - (ii) has joined the Shellharbour Liquor Accord and has or will embrace the multi venue exclusion and barring policies adopted, to be adopted or varied from time to time by the Shellharbour Liquor Accord; and
 - (iii) will enforce such multi venue exclusions and barring policies of the Liquor Accord.

All members of the Club who are or become the subject of a multi-venue exclusion, ban or barring order shall be subject to disciplinary action by the Club as provided in paragraph 28 of the Constitution.

As part of the Club's obligations under the Shellharbour Liquor Accord Policy, the Club will be required to provide certain identification details and information to the Liquor Accord in respect of members who may become or be investigated in respect of a multi-venue exclusion, ban or barring. No member shall object to the provision of such information by the Club.

MEMBERSHIP (Number)

- 15. For the purposes of registration but not by way of limitation the number of members of the Club is declared not to exceed fifty thousand (50,000) but the Board may, with the approval from the relevant authority and any other necessary approval, from time to time register an increase or decrease of members beyond or below such figure.

MEMBERSHIP (Classification and Eligibility).

16. The membership of the Club shall be divided into the following classes:
 - a. Ordinary Members
 - b. Life Members
 - c. Honorary Members
 - d. Temporary Members

17.
 - a. No person under the age of eighteen (18) years shall be admitted as a member of the Club.
 - b. Ordinary members shall be those persons who have made application for membership in accordance with this Constitution and have been duly admitted.
 - c. Life Membership may be conferred upon an Ordinary Member who has rendered outstanding service to the Club over a period of not less than ten (10) years. The Board will from time to time adopt certain criteria to establish what constitutes outstanding service and whether or not a member has rendered outstanding service to the Club and the Community. When such criteria is adopted, the Board shall notify the members of the Club accordingly and before recommending a member for life membership to a General Meeting of the Club, the Board shall ensure that such criteria has been satisfied. To be eligible for Life Membership a member must be recommended by the Board and such recommendation subsequently endorsed by a two-thirds majority of members present and voting at a general meeting of the Club. A Life Member shall have all the rights and privileges of an Ordinary Member and shall be subject to the same obligations including contributions to winding up except that the Life Member shall not from the date of election to Life Membership be liable to pay any further subscription levy or other contribution. Any reference in the Constitution to an Ordinary Member shall unless specifically excluded mean and include a Life Member.
 - d. The following persons may at the discretion of the Board be admitted as Honorary Members of the Club:
 - (i) The Patron or Patrons for the time being of the Club provided that this number does not exceed six (6).
 - (ii) Any prominent citizen or dignitary visiting the Club for a special occasion or a special function. Honorary Members shall be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions but shall otherwise be subject to the same obligations as Ordinary Members. Except as aforesaid Honorary Members shall be entitled to exercise all the privileges of the Club.

- (iii) No Honorary Member shall be permitted to hold any office in the Club or to attend or vote at any meeting of the Members. Except as aforesaid Honorary Members shall be entitled to exercise all the privileges of the Club.
 - (iv) The Board may cancel the Honorary Membership of any person at any time without assigning any reason therefore.
- e. The following persons may at the discretion of the Board be admitted as temporary members of the Club:
- (i) Persons visiting the Club including persons from overseas and interstate provided that their permanent place of residence is not less than a distance of a radius of five (5) kilometres from the Club's Hospitality Venue Premises for the duration of such visit or one (1) month whichever shall first expire.
 - (ii) Members of other Clubs visiting the Club for the purposes of taking part in an organised sport or competition or some other authorised and organised activity for the day or period of days so approved.
 - (iii) No temporary member shall be permitted to hold any office in the Club or to attend or vote at any meeting of the members and the board may cancel the temporary membership of any person at any time without assigning any reason therefore.
 - (iv) When a Temporary member first enters the Club's Hospitality Venue Premises proof of identity is to be provided and the following particulars shall be entered in the Club's Records:
 - i. the name in full 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.

MEMBERSHIP (Admission of the other than First Members)

18.

- a. A person shall not be admitted as an ordinary member of the Club referred to in Rule 16(a) above unless that person is elected to membership by a resolution of a duly appointed Membership Committee of the Club.
- b. The names of the members present and voting at that Membership Committee meeting shall be recorded by the Chief Executive Officer of the Club.
- c. Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be signed by the applicant and shall be in such form as the Board 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 of the applicant;
 - (iv) The signature of the applicant;
 - (v) Such other particulars as may be prescribed by the Board from time to time.
 - d. Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:
 - (i) The entrance fee (if any) and the appropriate subscription;
 - (ii) Identification such as (without limitation) a current driver's licence, a current passport or Photo Card held by the applicant.
 - e. The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of the applicant as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Chief Executive Officer for submission for consideration by the Membership Committee pursuant to Rule 18(a) hereof.
 - f. A person whose application has been signed by an authorised officer of the Club in accordance with paragraph (e) of this Clause and who has paid the Club the entrance fee (if any) and the first annual subscription for the membership applied for shall become a Provisional member until determination of the application by the Membership Committee.
 - g. Provisional membership shall cease:
 - (i) upon the provisional member being elected to ordinary membership; or
 - (ii) upon the application for membership being rejected by the Membership Committee.
19. For the purposes of Rule 18 above, a reference to an authorised officer refers to a person who has been duly authorised and appointed by the Board to receive, process and forward applications for membership to the Chief Executive Officer in accordance with paragraphs (d), (e) and (f) contained therein.
20. Names of every applicant for membership shall be posted on the notice board and shall remain posted for at least seven (7) days prior to the date of the meeting of the Membership Committee at which the application is to be considered.
21. After the expiration of seven (7) days the Membership Committee shall as soon as possible deal with the application provided that the names of applicants may be placed on a waiting list until such time as the Membership Committee is able to resolve to admit further members.
22. The Membership Committee may reject any application for membership without assigning any reason for such rejection. The Chief Executive Officer shall return to such candidate the amount of any entrance fee and subscription lodged with his/her application.

23. On the election of a member the Chief Executive Officer shall forward to such member notice of his election and shall issue with such notice an account for entrance fee and/or subscription if same has not already been paid. The amount of same shall be paid within one (1) month of the date of such notice.
- 24.
- a. Every person elected to membership and informed of his election as directed by the foregoing Rule shall be deemed to be bound by the Constitution and by-laws of the Club from time to time in force and the payment of the entrance fee or part thereof and/or the said subscription or part thereof shall be conclusive of such agreement.
 - b. Every member must produce his/her membership card and any other acceptable form of identification upon request by the Chief Executive Officer or delegated officer as required or to gain admission to the Club. The information provided to the Club by a member as to his/her identity, address and contact details (whether pursuant to paragraph 18(c) hereof or otherwise) shall be recorded and securely stored by the Club and each member consents to the use by the Club of that information in accordance with relevant privacy legislation or as may otherwise be required by law or as a consequence of the adoption of the Liquor Accord Policy referred to in paragraph 14(h) hereof.
 - c. No member shall make available his or her membership card to any other person for any purpose whatsoever and any member who breaches this provision shall be liable to disciplinary action and shall reimburse the Club the amount of any fine, cost or expense incurred by the Club in respect thereof.
 - d. Any member who introduces a visitor to the Club is responsible for the conduct of the visitor whilst on the Club's Premises and must ensure that such visitor/s leave/s the Club when the responsible member leaves.
- 25.
- a. The Board may delegate to a committee called the Membership Committee (pursuant to paragraph 50(a)) the authority and power of the Board to deal with and determine all applications for membership except such applications as are for life membership or honorary membership.
 - b. The Membership Committee shall consist of such persons as the Board of Directors shall appoint from time to time.
 - c. Where any application for membership dealt with by the Membership Committee is declined, the applicant shall have the right to appeal that decision to the full Board who shall determine such appeal within two (2) months of receipt thereof. The applicant shall have the right to appear before the Board and make written or oral submissions in support of such appeal.
 - d. The Board shall not be obliged to give reasons for its determination of such appeal.
26. An employee of the Club shall be entitled to be a member of the Club.

MEMBERSHIP (Cessation and Disciplinary Proceedings)

27. A member may at any time by giving notice in writing to the Chief Executive Officer resign his membership of the Club but shall continue liable for current entrance fee or annual subscription and all arrears due and unpaid at the date of his resignation and for any sum not exceeding Two Dollars (\$2.00) as a member of the Club.
28. If any member shall wilfully refuse or neglect to comply with the provisions of the Constitution and the by-laws of the Club or if any member shall in the opinion of the Chief Executive Officer or delegated officer be guilty of any conduct deemed by the Chief Executive Officer or delegated officer to be unbecoming of a member or prejudicial to the interests of the Club or if any member is or becomes subject to a multi venue exclusion, ban or barring order as referred to in paragraph 14(h) hereof such member may be suspended or expelled by the Disciplinary Committee established pursuant to clause 50q hereof.

PROVIDED:

- a. That at least one (1) week before the meeting of the Disciplinary Committee at which such action is dealt with the member concerned shall have been notified in writing of the intended action and that he/she shall be entitled to attend and that he/she shall at such meeting and before such resolution has been moved have an opportunity of giving orally or in writing any explanation or defence he/she may think fit.
 - b. The meeting shall be held within two (2) months of the date of the alleged offence or the date on which the charge is laid, and its deliberations shall be confidential.
 - c. Any resolution under this rule shall require for its passage the affirmative votes of a simple majority of the members of the Disciplinary Committee present at such meeting and the decision of the Disciplinary Committee shall be final subject to the right of appeal set out in clause 52 hereof.
 - d. Any member notified or any member proposed to be notified in accordance with clause (a) above may be immediately suspended from all privileges of the Club until such time as the meeting is held provided that if for good reason a decision is deferred the Disciplinary Committee may further suspend or restore such privileges until a resolution dealing with the member is passed.
 - e. That any member aggrieved by the determination of the Disciplinary Committee shall have a right of appeal to the Board of Directors pursuant to clause 52 hereof.
29. Should a member incur any debt to the Club (which debt is not covered by the provisions of these rules) and fail to discharge such debt upon request in writing by the Chief Executive Officer he/she may by resolution of a meeting of the Board be suspended or expelled from membership provided that before so resolving the Board shall give the member concerned due notice of its intention to take such course. The provisions of Rule 28 shall not apply in these circumstances.

30. Every person ceasing to be a member of the Club whether by retirement, expulsion, death, neglecting to pay the entrance fee or the subscription or otherwise shall forfeit ipso facto all rights or claims upon the Club or its property or assets.
31. Any member suspended pursuant to Rules 28 to 30 inclusive shall during the period of such suspension not be entitled to:
 - a. attend at the Club's Premises for any purpose without the permission of the Board;
 - b. participate in any of the social or sporting activities of or at the Club or any sub club without the permission of the Board;
 - c. attend or vote at any meeting or election of the Club;
 - d. nominate or be elected or appointed to the Board for a period of three (3) years following the period of suspension;
 - e. propose, second or nominate any eligible member for any office of the Club;
 - f. propose, second or nominate any eligible member for Life Membership.

ADDRESS OF MEMBERS

32. Every member shall notify the Chief Executive Officer in writing of any change of address. The address so given shall be deemed to be the member's registered address for the purpose of issue of notices.

REGISTER OF MEMBERS

33.
 - a. The Chief Executive Officer shall keep on the Club premises a register of members setting forth the name and address of each member and specifying the class of membership to which he/she belongs and the date of the last payment by each member of his/her subscription.
 - b. The Chief Executive Officer shall keep on the Club premises a register in which he/she shall enter or cause to be entered the names and addresses of all persons (not being persons whose names and other particulars have been entered in the register kept pursuant to part (a) of this Rule) who are admitted as Honorary Members of the Club for a limited period and the dates upon which such period commenced and terminates.

VISITORS

34.
 - a. A visitor accompanied by a member may, on his/her name being duly entered in the Club's records, have the use of the Club's Premises and the property of the Club, subject to the Rules hereof.

- b. Visitors to the Club as guests of members must remain in the company of the member whilst in the Club and admission shall be subject to the following further restrictions:
 - (i) Admittance may be refused at the discretion of a responsible officer on the Club Staff;
 - (ii) Club staff may ask the Visitor to leave, or have the Visitor removed at the discretion of a responsible officer on the Club Staff;
 - (iii) Any visitor to the Club's Premises who has been signed in by a member must leave when the responsible member leaves.
 - c. The Chief Executive Officer, delegated officer or Board of Directors may admit visitors, or persons under the age of eighteen (18) years to the Club for a special function.
 - d. Visitors under the age of eighteen (18) years are only permitted in non-restricted areas and must remain under supervision of a responsible adult at all times.
 - e. Any visitor residing within 5km of the Club Hospitality Venue Premises seeking admission to the Club must be signed in by a member.
35. A member shall be responsible for the conduct of any visitors that he/she may introduce.
 36. No person shall be introduced as a visitor whose name has been removed from the register, who has been refused admission to membership of the Club, or who has been expelled or is currently suspended from membership of the Club.
 37. No visitor shall be supplied with refreshments or liquor on the Club Hospitality Venue Premises unless in the company and on the invitation of a member or approval of Management or an authorised officer of the Club.
 38. Notwithstanding anything contained in Rules 34 to 37 inclusive hereof persons who are bona fide members of Clubs with whom the Club has reciprocal arrangements as to visitors may be permitted the use of the facilities, amenities and Hospitality Venue Premises of the Club.

VOTES OF MEMBERS

39. Every member eligible to vote shall vote on a show of hands and on the taking of a poll have one vote, provided however, that should the Board of Directors or the Chairman so elect at the commencement of any meeting or prior to any vote being taken, a secret ballot shall be conducted.
40.
 - a. Ordinary Members and Life Members shall be deemed to be the general body of members who shall alone be entitled to take part in the management of the Club and to attend and vote at any meeting of the Club.

- b. No Ordinary Member shall be entitled to attend or vote at any meeting of the Club unless his entrance fee, subscription and/or any other fees or charges then due and payable to the Club shall have been paid.
- c. No employee of the Club shall be entitled to vote at any meeting of the Club.
- d. No employee of the Club shall be a member of or be eligible to stand or be elected as a member of the Board.
- e. No employee of the Club who is a member shall be permitted to attend meetings of the Club except in the course of duty unless otherwise expressly permitted by the Board.

ENTRANCE FEES AND SUBSCRIPTIONS

41. The entrance fees, annual subscriptions and other annual fees or charges payable by any class of members, the amount thereof and the time and manner of payment thereof and all other matters pertaining thereto not by these Rules specially provided for shall be such as shall from time to time be prescribed by the Board provided that the annual Subscription shall be not less than Two Dollars (\$2.00).

All fees, charges and subscriptions payable by any member shall be paid in advance on or before 1 July in any year where such subscriptions fees or charges are due

42. Subject to clause 43c Members unfinancial on the 1st August in any year in which his/her subscription is due shall be struck off the Membership Register. A reminder shall be posted by the Chief Executive Officer on the Notice Board on or about the 16th July in each year warning members of the provisions of this Rule but no further notice need be given.

43. The Board may at its discretion:

- a. fix a charge for the use of property or services of the Club by its members and may at any time amend or remove such charge and may make such additional levies as may be necessary from time to time to keep the Club in a sound financial position;
- b. suspend the payment of entrance fees at any time either generally or in respect of individual cases and shall have discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise;
- c. Enter into any arrangement upon terms and conditions considered appropriate by the Board from time to time for the payment by any member of any moneys payable to the Club (including subscriptions) where the Board of Directors is satisfied that special circumstances exist in respect of such payment.

MANAGEMENT (Board of Directors)

44.

- a. The determination of Strategic direction in line with the Corporate Vision, Missions and Objects of the Club, Management and the custody and control of its funds and property shall be vested in the Board of Directors which shall consist of up to nine (9) members of which seven (7) will be elected and two (2) will be appointed by the Board of Directors.
- b. At the General Meeting of the Club seven (7) directors shall be elected to hold office in accordance with subclause 1 hereof and following election of the directors at the General Meeting, the directors shall at their discretion appoint two (2) further persons as Directors and those persons shall hold office for such period as the Board of Directors shall nominate at the time of the appointment. Following appointment by the Board of Directors of the two (2) additional Directors, the appointment thereof shall be ratified at the next General Meeting.
- c. The Directors to be elected at the Annual General Meeting shall be elected in accordance with the Triennial Rule for election of Directors for a term of three (3) years as provided in Schedule 4 of the *Registered Clubs Act 1976* as follows:

- (i) For the purposes of this rule:

“General Meeting” means a meeting of the members of the Club at which members of the Board of Directors (governing body) are to be elected.

“Triennial Rule” means this rule which is in accordance with Schedule 4 of the Registered Clubs Act.

“Year” means the period between successive General Meetings.

- (ii) First General Meeting under Triennial Rule

- A. The members elected to the Board of Directors (governing body) at the first General Meeting at which the Triennial Rule applies shall be divided into three (3) groups.
- B. The groups shall be determined by drawing lots and shall be as nearly as practicable equal in number and shall be designated as group 1, group 2 and group 3.
- C. Unless otherwise disqualified, the members of the Board of Directors (governing body):
 - in group 1 shall hold office for one (1) year; and
 - in group 2 shall hold office for two (2) years; and
 - in group 3 shall hold office of three (3) years.

(iii) Subsequent General Meetings

At each General Meeting held while the Triennial Rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the Board of Directors shall be elected and shall, unless otherwise disqualified, hold office for three (3) years.

(iv) Casual Vacancies

A. A person who fills a casual vacancy in the office of a member of the Board of Directors elected in accordance with this Triennial Rule shall, unless otherwise disqualified, hold office until the next succeeding General Meeting.

B. The vacancy caused at a General Meeting by a person ceasing to hold office under sub-clause A 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.

(v) Re-Election

A person whose term of office as a member of the Board of Directors under this Triennial Rule expires is not for that reason ineligible for election for a further term.

(vi) Revocation of Triennial Rule

A. If the Triennial Rule is revoked at a General Meeting, all the members of the Board of Directors cease to hold office or if the Triennial Rule is revoked at a meeting other than a General Meeting, all the members of the Board of Directors cease to hold office at the next succeeding General Meeting and in either case an election shall be held at the meeting to elect the members of the Board of Directors.

B. The Triennial Rule cannot be revoked by the Club if the rule is taken to apply to the Club pursuant to a regulation made for the purposes of Section 30(1)(a1) of the *Registered Clubs Act*.

d. The Board of Directors may delegate specific tasks or functions to a Management Committee consisting of not less than three (3) senior employees as nominated from time to time by the Board.

e. The Management Committee shall be authorised by the Board of Directors to oversee the performance of all strategic and operational matters relevant to the Club and to make recommendations to the Board of Directors or as maybe directed from time to time by the Board of Directors to appropriate Committees appointed by the Board.

- f. The Board of Directors may delegate any specific tasks or functions to a Committee which Committee shall be constituted at the discretion of the Board from time to time. The Board may second any other person with the requisite skills necessary onto any Committee and such persons so seconded shall have the level of involvement and authorisation as approved or prescribed by the Board from time to time and shall be appointed for such duration as the Board of Directors consider necessary or appropriate.
- g. The Board of Directors have adopted and will from time to time adopt various Charters and Policies which will have the force and effect of regulations or by-laws of the Club and such Charters and Policies shall enable and empower the Board of Directors to fulfil the Corporate Vision, Missions, Values and Objects of the Club. The Board of Directors may from time to time vary, amend remove or replace such Charters and Policies at its discretion.

45. ELIGIBILITY FOR BOARD MEMBERS

- a. All Financial Ordinary and Life Members who are not otherwise disqualified by the provisions of this Constitution or any Rules or Regulations made thereunder shall be eligible for election or appointment to the Board of Directors. No Member of the Club who is also an employee of the Club shall be eligible to be a Member of or be elected or appointed to the Board of Directors of the Club.
- b. A member shall be disqualified from nominating for or being elected or appointed to the Board of Directors if that person:
 - (i) has been declared bankrupt or insolvent;
 - (ii) has been suspended from membership within a period of three years prior to the time of nomination for election or appointment;
 - (iv) is indebted to the Club at the time of nomination for election or appointment;
 - (v) has, in the period five (5) years preceding nomination, been convicted of an offence connected with the promotion formation or management of a company or involving fraud; and

Where any such event as listed above occurs to a Director during the period of the Director's term of office, such Director shall be disqualified from continuing in the role of Director.

- c. Members of the Club's Board of Directors are required to be and remain active members of the Clubs NSW Directors Institute (CDI) (or any replacement organisation) and shall adhere to and embrace the Clubs NSW Code of Practice as adopted by the Board and embrace and work towards implementation of the Corporate Vision, Missions and Values of the Club. All Board Members are obligated to attend training and development seminars conducted by CDI and any other educational courses specified by the Board of Directors.

- d. Any person who proposes to or nominates for election as a Director shall:
 - i. attend a pre-nomination information program/session as determined by the Board of Directors; and
 - ii. acknowledge his/her obligation to be bound by the provisions of clause 45 c hereof, failing which the Club shall not be bound to accept such nomination.

ELECTION OF BOARD

- 46. The Directors to be elected -annually shall be elected by the general body of members from persons nominated as hereinafter provided;
 - (i) Not less than fourteen (14) days before the day fixed for the Annual General Meeting at which an election is to be held nominations for the position of Directors to be elected at that meeting shall be delivered to the Chief Executive Officer;
 - (ii) Out of the persons nominated the general body of members shall elect those Directors to be elected at that meeting.

- 47.
 - a. Nominations for election to the Board of Directors shall be made in writing and signed by the nominee and signify his/her consent to the nomination.
 - b. The Chief Executive Officer shall immediately after closing of nominations prepare a Ballot Paper. The order in which the names of candidates shall be placed on the Ballot Paper shall be the order in which their names are drawn from a box containing the names of all candidates. The Ballot Paper shall be signed by the Chief Executive Officer or some other person appointed by him/her for that purpose and the scrutineer. A copy of the Ballot Paper shall immediately thereafter be posted on the notice board and shall constitute the Ballot Paper used for the election of the Board of Directors.
 - c. If the full number of candidates for the positions of director are not nominated as prescribed, additional nominations with the consent of the nominee or nominees may be made at the meeting. If there be more than the required number nominated an election by ballot shall take place but if there be only the requisite number nominated these shall be duly elected.
 - d. The method of ballot if this shall become necessary at the meeting, shall be determined by a simple majority of the members present at the meeting on a show of hands, provided however, that should the Board of Directors so elect at the commencement of the meeting, a secret ballot shall be conducted.
 - e. If at the time of closing of nominations it shall be necessary to conduct an election by ballot then same shall be conducted in the following manner:

The Returning Officer shall prepare and supervise the ballot which shall be secret. Voting shall be conducted in the Club Premises under the constant scrutiny of the Returning Officer or his assistant immediately prior to the date of the meeting and at the following times:

| | | | |
|----------|------------|----|-----------|
| Friday | 2.00 p.m. | to | 8.00 p.m. |
| Saturday | 12 noon | to | 5.00 p.m. |
| Sunday | 10.00 a.m. | to | 5.00 p.m. |

The weekend immediately the ballot is closed, the Returning Officer will count the votes and declare the result of the ballot. Each candidate or one scrutineer on his behalf shall be entitled to be present at and to witness the counting of votes. If there shall be a tie any election necessary, as a result thereof, shall be made at the annual general meeting.

48. a. The election and appointment of the President and Vice-President from the seven (7) Board Members duly elected as above, shall be made by the Board at its first meeting after the annual general meeting at which the Board of Directors is elected. Any changes to the President or Vice-President during the ensuing years shall also be made by the Board.
- b. The Board shall, at its first meeting after the Annual General Meeting appoint its various members to the Committees of the Board.

SERVICES VOLUNTARY

49. Subject to the provisions of Rule 9 or 10 of the Constitution hereof as applicable to honoraria, no member of the Board shall receive any remuneration for his services in his capacity as a member of the Board.

POWERS AND DUTIES

50. The business and general affairs of the Club shall be under the management of the Board which shall have full control of the property of the Club and the conduct and administration of all the affairs and the business of the Club except in so far as is otherwise expressly provided by this Constitution. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have the power from time to time:
 - a. To appoint from among its members or members or senior employees of the Club Sub-Committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such Sub-Committee such powers as it may think fit.
 - b. To make such by-laws, rules or regulations and adopt such Charters and Policies as in the opinion of the Board are necessary for the proper control, administration and internal management of the Club's 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, rules and regulations.

- c. To enforce the observance of all by-laws, rules or regulations by expulsion or suspension from enjoyment of Club privileges.
- d. To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- e. To engage, control and dismiss the Club's employees or paid officials.
- f. To appoint, discharge and arrange the duties of the Chief Executive Officer.
- g. To purchase or otherwise acquire for the Club, any property, rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- h. To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- i. 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 demand by or against the Club.
- j. 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.
- k. To invest and deal with any of the moneys of the Club and for this purpose adopt an Approved Business Plan.
- l. From time to time to borrow or secure the payment of any sum or sums of money for the purposes of the Club and to raise or secure the payment of such sum or sums of money for the purposes of the Club and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and whether charged upon all or any of the Club's property both present and future or not so charged and to enter into any mortgage, charge, debenture or security interest 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 of Directors may think proper to confer on the holders.
- m. To sell, exchange, or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and let the property of the Club and with the sanction of a general meeting of the Club to lease demise, exchange or sell all or any of the lands and buildings or other property or rights of the Club but only pursuant to Section 41J of the Registered Clubs Act.
- n. To recommend the amount of honorarium payable to any member of the Board of Directors under Rule 10 of this Constitution and subject to subsequent approval by a General Meeting to pay such honorarium.

- o. To repay actual out-of-pocket expenses incurred by any member of the Board of Directors.
- p. Notwithstanding the provisions of 50 (e) hereof the Board may delegate to the Chief Executive Officer for the time being powers of engagement in and dismissal from employment of the paid employees or paid official of the Club.
- q. The Board may delegate to the Chief Executive Officer or any Committee nominated by the board for that purpose for the time being, disciplinary powers pursuant to Rule 28 hereof, such disciplinary powers to be exercised in accordance with the specific direction of the Board.

51.

- a. Any by-law, rule or regulation made by the Board shall come into force and be fully operative upon the posting of a copy thereof on the notice board.
- b. Any Corporate Policy adopted by the Board shall be effective and shall come into force from the date it is adopted by the Board; and
- c. Any specific Charter adopted by the Board for the purpose of any committee or sub-committee established by the Board for the guidance of that committee or sub-committee shall be effective from the date of its adoption or amendment by the Board.

52. Appeal from Determination of Sub-Committee or authorised officer:

Where the Board delegates its power or powers pursuant to Rules 18, 19, 44(c), 50(a), 50(p) and 50(q) and the delegated power is exercised, any member or person aggrieved by the determination pursuant to the delegated power has the right to appeal to the Board provided that such appeal must be in writing and delivered to the Chief Executive Officer for the attention of the Board of Directors within thirty (30) days of posting of the notice/letter to the member or person advising the determination. For the purpose of this Rule, delivery to the Chief Executive Officer shall be deemed to be effected if written notice of the appeal is either delivered by hand or sent by prepaid, certified mail to the office of the Chief Executive Officer of the Club for the time being.

MEETINGS

53.

- a. The Board shall meet at least once in every month for the transaction of business and the names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be properly recorded as required by law. The quorum of the Board shall be four (4) elected members.
- b. The President shall, if present, preside at all meetings of the Board, in his/her absence the Vice-President shall preside and in the absence of both President and Vice-President, the Board shall elect an Ordinary Member of the Board to be Chairman of the Meeting. The Chairman of the Meeting shall have a deliberative vote only.
- c. A resolution or motion of the Board shall have effect if it is passed by a majority of the members of the Board present and voting.

CASUAL VACANCIES

54. Where any casual vacancy occurs on the Board, such vacancy shall be filled by the Board at the Board's discretion and the appointee to fill such casual vacancy shall satisfy the provisions of paragraph 45 hereof. Where a Director seeks leave of absence from the Board, the Board shall be entitled to grant such leave of absence which shall be treated as a casual vacancy. The person appointed to fill any casual vacancy shall be appointed for the period specified by the Board at its discretion.

DISQUALIFICATION FROM OFFICE

55. If any Director shall die or shall fail to attend a regular Board meeting for three (3) consecutive meetings without leave of absence or if he/she shall resign or ceases to be a member or is suspended from membership for any period of time or if he/she shall become bankrupt or of unsound mind or if he/she is otherwise disqualified by law or fails to meet or satisfy the provisions of this Constitution and any rules or regulations made thereunder, he/she shall cease to be a Director and the casual vacancy occurring shall be filled by the Board as above provided.

ACTS OF BOARD OF DIRECTORS

56. All acts done at any Board meeting or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or Directors or that they 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 at the time.

CHIEF EXECUTIVE OFFICER

- 57.
- a. There shall be a paid Chief Executive Officer of the Club who shall be the Chief Executive Officer and Secretary of the Club. Such Chief Executive Officer shall be subject to the control and authority and directions of the Board and shall carry out such duties as may be determined from time to time by the Board. The salary of the Chief Executive Officer shall be determined by the Board by contract or otherwise from time to time.
 - b. The Board may also appoint a person to act as Chief Executive Officer in the absence on holidays or other unavoidable absence of the Chief Executive Officer.
 - c. No payment to any Chief Executive Officer or person acting in that capacity or any other officer or servant or official of the Club shall be made by way of commission or allowance from or upon the receipts of the Club from liquor sold or from the keeping, using and operations of poker machines.

GENERAL MEETINGS

(Notice)

58. Notice to all members of all general meetings of the Club (including annual general meetings) shall be sufficient for all purposes except where the Law or the Constitution provides otherwise if given within the time prescribed for such notice and in the following manner:
- a. Published in a daily newspaper circulating in Shellharbour and within forty (40) kilometres thereof at least three (3) times; and
 - b. Placed on the Notice Board; and
 - c. Advertised at least three (3) times on Wollongong Radio or Television or a combination of both;
 - d. Any other means adopted by the Board from time to time including electronic transmission or digital transmission or display to members or as otherwise prescribed or required by Law.

ANNUAL GENERAL MEETING

59. The annual general meeting of the Club shall be held on the premises on a Sunday morning in the month of September/October in each year of which at least twenty-one (21) days' notice shall be given.

EXTRAORDINARY GENERAL MEETING

60. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
61. An extraordinary general meeting may be called on any date by the President or the Board and must be called by the Board upon receipt by it of a written requisition which need not be in one (1) document signed by not less than 200 Ordinary or Life Members stating the business to be considered. On receipt of such a requisition the Board shall call such meeting to be convened within sixty (60) days after receipt thereof.

NOTICE OF GENERAL MEETINGS

- 62.
- a. Every notice convening a general meeting shall specify the place, the day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by this Constitution or by the Act.
 - b. The period of notice in respect of general meetings shall be twenty-one (21) clear days in respect of annual general meetings and extraordinary general meetings.

QUORUM

63. At any annual general meeting and extraordinary general meeting, fifty (50) Ordinary Members present in person shall form a quorum. If a quorum be not present within fifteen (15) minutes of the time fixed for such meeting, same shall be adjourned to the same day in the next week at the same time and place provided however when such meeting has been convened on or by requisition of Ordinary members same shall be immediately dissolved. If at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time fixed the Ordinary members present shall form a quorum.

RESOLUTIONS

64. A resolution shall have effect as a special resolution if it is duly passed by a majority of not less than three-fourths of the members present and entitled to vote thereon. Any other resolution shall have effect if it is passed by a simple majority of members present and entitled to vote thereon. In each case the Chairman of the meeting shall have a deliberative as well as a casting vote.

BUSINESS OF ANNUAL GENERAL MEETING

65. The business of the annual general meeting shall be as follows:
- a. To confirm the minutes of the previous annual general meeting.
 - b. To receive reports from the Board.
 - c. To receive and consider the income and expenditure account, the balance sheet and the reports of the auditor or auditors.
 - d. To deal with any other business that the meeting may approve of which due notice has not been given.
 - e. To elect the Board for the ensuing year, should this be necessary under the appropriate provisions of this Constitution hereof; otherwise to announce the Board for the ensuing year.
 - f. To appoint an auditor or auditors.
 - g. To deal with any other business of which due notice has been given.

PROCEEDINGS AT ALL GENERAL MEETINGS

66. The President shall, if present, be entitled to preside at all general meetings of the Club. In the event of the President being absent, a Vice-President shall preside and in the event of the President and Vice-President being absent the Board shall select a member of the Board to be Chairman of the meeting.
67. Every question or motion submitted to a general meeting of the Club shall be decided in the first instance by a show of hands, provided however, that should the Board of Directors so elect at the commencement of any meeting, a secret ballot shall be conducted.

68. At any general meeting unless a poll is demanded by the Chairman or by not less than two hundred (200) of the members present and entitled to vote at the meeting 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 Minutes of the Meeting of the Club shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
69. The Chairman of the general meeting may with the consent of the meeting, adjourn the same 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. Any general meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no notice of such adjournment need be given.
70. If a poll is demanded it shall be taken in such manner at such place and time as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination made in good faith shall be final and conclusive.
71. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. A poll demanded on a question of adjournment shall be taken at the meeting without adjournment.

MINUTES

72. The Board shall cause minutes to be kept in the records of the Club provided for the purpose:
- a. of all appointments of officers made by the Club in general meetings or by the Board;
 - b. of all meetings of the Board and of the names of the Directors present and voting at each meeting of the Board;
 - c. of the number of members present and voting of all general meetings of the Club;
 - d. of all resolutions and proceedings.

FINANCIAL YEAR

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

ACCOUNTS AND AUDIT

74. The Board shall cause proper accounts and books to be kept with respect to:
- a. all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;
 - b. all sales and purchases of goods by the Club;
 - c. all assets, credits and liabilities of the Club;
 - d. all such other matters in respect of which the Board considers it proper to keep records.
75. The accounts shall be kept at the registered office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of members of the Board.
- 76.
- a. The Board shall from time to time in accordance with the relevant provisions of the Act, cause to be prepared and to be laid before the Club in general meeting, such income and expenditure accounts balance sheets and reports as are referred to in the Act.
 - b. The report of the Board referred to in the foregoing subclause includes statement showing:
 - i. the amount (if any) written off for depreciation;
 - ii. the amount if any which the Board proposes to transfer to the reserve fund of the Club;
 - iii. the number of members of the Club at the date of the preparation of the report;
 - iv. the names of the Directors.
 - c. A copy of the balance sheet, auditor's report and income and expenditure accounts accompanied by a copy of the report of the Board shall be posted on the notice board at least twenty-one (21) days before the date of the general meeting at which the said accounts and reports are to be presented.
 - d. The Board shall from time to time determine whether and to what extent and at which times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of the members of the Club and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Board or by a resolution of the Club in a general meeting.

AUDIT

77. Auditors shall be appointed for the Club and their duties shall be regulated in accordance with the relevant provisions of the Act.
78. Every account of the Board that is audited and approved by a general meeting, shall be conclusive except as regards an error discovered therein within three (3) months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive. Whenever an error is discovered after the period of three months, an explanation as to such error, certified by the auditor, shall be put before the next general meeting of the Club for approval, adoption and/or ratification and upon such approval, adoption or ratification such amended account shall be conclusive.

ANNUAL RETURNS

79. The Club shall make the requisite annual returns in accordance with the relevant provisions of the Act.

OFFENCES

80. It shall be an offence for any member to:
 - a. Seek admission or entrance or remain on the Club's Premises whilst, in the reasonable opinion of the Chief Executive Officer or responsible officer on Club staff the member is under the influence of liquor or any illicit drug or substance or if the member introduces liquor on the Hospitality Venue Premises without permission.
 - b. Use objectionable or obscene language or behave or conduct himself or herself in a manner which the Chief Executive Officer or responsible officer on Club staff considers to be inappropriate or offensive and/or not in the best interests of the Club.
 - c. Damage Club property.
 - d. Remove Club property without proper authority.
 - e. Enter or remain on Club premises at unauthorised times.
 - f. Disregard the lawful instructions of any member of the Board of Directors or an authorised officer when duly warned by same.
 - g. Infringe the rules and by-laws of the Club.
 - h. Cause offence to any member or members of the Club which is prejudicial to the good order of the Club or the comfort or welfare of any such member or members.
 - i. Organise, arrange or partake in any betting or gambling or the playing of any games without the approval of the Board of Directors or Chief Executive Officer.

- j. Sell or supply liquor to any non-member under eighteen (18) years of age or permit any non-member under eighteen (18) years of age to operate or play poker machines.
- k. Lend his or her membership card to any other person for any purpose.
- l. Hold, attempt to hold or arrange a meeting of more than six persons without the approval of the Chief Executive Officer, a responsible officer on Club staff or the Board of Directors.
- m. Display, distribute or exhibit or attempt or cause to display, distribute or exhibit any subscription list, promotional material, advertisement, "how to vote" tickets or information or any literature within the Club premises without the permission of the Board of Directors or Chief Executive Officer.
- n. Incur any debt except by prior arrangement with the Chief Executive Officer or fail to repay any debt so incurred within the approved terms thereof.
- o. Tender payment to the Club by way of a cheque where such cheque is not met on presentation to the member's banker.
- p. Operate, play or seek to operate or play poker machines contrary to the standard operating instructions in respect of such machines and any rule, regulation, policy or by-law approved by the Board of Directors from time to time.
- q. Breach any provision of this Constitution or any rules, regulations, policies or by-laws adopted by the Board of Directors from time to time.

LIMITATIONS OF APPEALS AND ACTIONS

- 81. The decision of the Board of Directors duly made in accordance with its powers under this Constitution shall be final and conclusive, manifest error excepted, and the Board shall not be required to subscribe its reasons for any such decision. The Club, the Board and any member thereof, and any officer or employee of the Club, shall not be liable for any action, costs or damages howsoever incurred as a consequence of any such decision or any act done or notice given or caused to be done or given as a consequence thereof or by any person distressed or affected by or challenging any decision of the Board.

NOTICE

- 82. Except in the case of notices of meetings as provided in Rule 58 hereof, a notice may be given by the Club to any member either personally or by sending it by post to him/her to his/her registered address (if he/she has no registered address within the said State of New South Wales to the address if any within the said State supplied by him/her to the Club for the giving of notices to him/her).

Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been received at the expiration of twenty-four (24) hours after the letter containing same is posted or in any other case at the time at which the letter would have been delivered in the ordinary course of post.

If a member has no registered address within the State of New South Wales and has not supplied to the Club an address within the said State of New South Wales for the giving of notices to him/her, a notice posted upon the Notice Board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up. Notices shall also be deemed sufficient and valid in the alternative method prescribed by Rule 58 hereof.

INDEMNITY

83. Every Director, the Chief Executive Officer or other Officer of the Club or any person (whether an Officer of the Club or not) employed by the Club as Auditor shall be indemnified out of the funds of the Club against liability (including legal costs on a full indemnity basis) incurred by him/her as such Director, Chief Executive Officer, Officer, Auditor arising out of the defence of any proceedings whether civil or criminal in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted him/her by the Court or which he/she has been authorised to defend by the Board.

AMENDMENTS TO THE CONSTITUTION

84. The Constitution may be altered or amended by a special resolution called in accordance with the Act and these Rules for that purpose and in accordance with the procedures prescribed by the Act.

AUTHENTICATION OF DEEDS AND DOCUMENTS

85. Subject to the provisions of the Act, any amendment thereto or re-enactment thereof, the following provisions shall have effect:
- (i) All deeds and documents executed on behalf of the Club may in so far as the same are within the powers and authorities of the Board be in such form and contain such powers, provisos and conditions covenants, clauses and agreements as the Board shall think fit.
 - (ii) All bills of exchange, promissory notes or other negotiable instruments shall be accepted, made, drawn or endorsed for and on behalf of the Club and all cheques or orders for payment shall be signed on behalf of the Club in such manner and by such person or persons as the Board may from time to time determine.

- (iii) Cheques or other negotiable instruments paid to the Club's Bankers for collection and requiring the endorsement of the Club may be endorsed on its behalf in such manner and by such person or persons as the Board may from time to time direct. All moneys belonging to the club shall be paid to such Bankers or others as the Board shall from time to time in writing or by resolution of the Board appoint and all receipts for money paid to the Club shall be signed by such officers as the Board may appoint for that purpose and any such receipt shall be an effectual discharge for the money therein stated to be received.

HEAD NOTES

- 86. Head notes attached to any of these Rules shall not affect or have any authority in the interpretation of the Constitution and are only intended to be a guide.

NO PROFIT OR ADVANTAGE

- 87. No person other than the Club or its members shall directly or indirectly derive any profit or advantage from the fact that the Club is or may be registered in accordance with the provisions of Part II of the Registered Clubs Act or under the Gaming Machines Act or from any added value which may accrue because of such registration to the land upon which the Club's Hospitality Venue Premises are situated.

POWER TO LEASE

- 88. The power to lease contained in the Constitution shall not be exercised in respect of any part or parts of the Hospitality Venue Premises of the Club which may be the subject of a Certificate of Registration granted under the provisions of the Registered Clubs Act or any other relevant legislation other than in accordance with Section 41J of the Registered Clubs Act.