

CONSTITUTION
of
SOUTH SYDNEY GRAPHIC ARTS CLUB LIMITED
ACN 000 298 699

PART A
OBJECTS

1. The objects for which the Club is established are:
 - (a) To amalgamate the membership property, rights and privileges of the South Sydney Club Limited with the Printers Union (Graphic Arts) Club Limited pursuant to the provisions of the Registered Clubs Act and provide and carry on such amalgamated club for members and their guests.
 - (b) To provide for members and their guests a social and sporting club with all the usual facilities of a club including residential and other accommodation, meals, liquid and other refreshments, libraries and provision for sporting, musical, cultural and educational activities and other social amenities.
 - (c) To make provision for social, sporting athletic, cultural and other advantages for its members and to co-operate therein with any other person or body and to provide trophies or prizes in connection therewith.
 - (d) Subject to Section 10(1)(i) of the Registered Clubs Act to give assistance to any members or their families in case of distress or death.
 - (e) To purchase, hire, lease or otherwise acquire for the purposes of the Club any real or personal property and rights or privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
 - (f) To give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Club or any part or parts thereof.
 - (g) To carry out any purchase or sale made or effected by the Club either in cash or for shares or partly in cash or partly for shares or partly or wholly by instalments or deferred payments or otherwise.
 - (h) To arrange functions of all kinds and arise funds by all means for the purpose of the Club or for philanthropic or charitable purposes.
 - (i) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects or any of them.

- (j) To undertake and execute any trusts or agency business which may seem directly or indirectly conducive to any of the objects of the Club.
- (k) To hire and employ all classes of persons considered necessary for the purposes of the Club and subject to clause 2 of these Objects to pay to them and to other persons in return for services rendered to the Club salaries, wages, gratuities and pensions.
- (l) To manage, improve, alter and maintain all or any part of the lands, buildings, tenements and hereditaments of the Club.
- (m) To borrow or raise or secure the payment of money in such manner as the Club shall think fit 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 including its unpaid membership or subscription fees and to purchase, redeem or pay off any such securities.
- (n) In furtherance of the objects of the Club to establish and support, and to aid in the establishment and support, and to subscribe to or become a member of any other clubs, societies, associations or companies formed for all or any of the objects of this Club or whose objects are in part similar to the objects of this Club or the establishment or support of which may be beneficial to this Club.
- (o) In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies or associations having objects all together or in part similar to those of this Club and which shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Club under or by virtue of clause 2 of these Objects, and to do all acts and things and execute all documents as may be necessary to effect such amalgamation.
- (p) In furtherance of the objects of the Club to apply for and obtain and hold a club licence or any other licence or licences or certificate of registration under the Registered Clubs Act 1976 or any other Act or laws for the time being operative and for such purpose or purposes to appoint a secretary or other officer to be approved to hold such certificate of registration on behalf of the Club.
- (q) In furtherance of the objects of the Club to obtain and hold any licence or permission necessary for and to carry on the business of restaurant keepers and/or seller of tobacco, cigars and cigarettes and of all kinds of goods or provisions required, used or desired by members.
- (r) To take or reject any gift of property, money or goods whether subject to any special trust or not.
- (s) To erect, maintain, improve or alter any building or buildings for the purposes of the Club.
- (t) Subject to Section 10(1)(i) of the Registered Clubs Act 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.

- (u) To establish support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public general or useful object.
 - (v) To carry on all such activities as may be necessary for convenient for the purposes of the Club or any of them.
 - (w) To take over the whole of the assets, liabilities and membership of the Printers Union (Graphic Arts) Club Limited.
 - (x) Subject to the Registered Clubs Act to provide financial assistance by way of gift, loan or donation for the benefit of the printing division of the Union as defined in Part B of this Constitution.
 - (y) To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.
2. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in these objects and no portion thereof 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 to 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. Provided further that no member of the Committee or Board of Directors 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 Committee or Board of Directors provided that nothing herein contained shall be construed so as to prevent the allowance of an honorarium to any such member in respect of 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 premises demised to the Club. Provided that the provisions hereof shall not apply to any payment to any public company of which a member of the Committee or Board of Directors may be a member or to any other company in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.
3. The liability of the members is limited.
4. 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 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 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).

5. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever that 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 those of the Club and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club under or by virtue of clause 2 of these Objects such institution or institutions to be determined by the members at or before the time of the dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court of NSW or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect can not be given to the aforesaid provision then to some charitable object.

PART B RULES

DEFINITIONS

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

"The Act" means the Corporations Law. 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 Amalgamation Date" means the date on which the Licensing Court of New South Wales grants an application pursuant to Section 17A(4) of the Registered Clubs Act for the amalgamation of the South Sydney Club Limited with the Graphic Arts Club.

"The Board" means the members for the time being of the Board of Directors of the Club constituted in accordance with these Rules.

"Biennial General Meeting" means every second Annual General Meeting of the Club commencing with the Annual General Meeting of the Club in the year 2002 (which will be the first Biennial General Meeting) and at which the Board will be declared elected in accordance with these Rules.

"The Constitution" means the objects in Part A and these Rules.

"By-Laws" shall mean by-laws made pursuant to Rule 38(b).

"The Club" means South Sydney Club Limited A.C.N 000 298 699 which from the Amalgamation Date will be called South Sydney Graphic Arts Club Limited.

"The Club Notice Board" means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.

"Full Member" means a member who is an Ordinary member, Social member Life member of the Club or Labor and Community Club member.

"The Graphic Arts Club" means the Printers Union (Graphic Arts) Club Limited A.C.N. 000 298 699

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

"Month" except where otherwise provided in these Articles means calendar month.

"President" means the President of the Club elected in accordance with Rule 36(i).

"Secretary" includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager and Chief Executive Officer.

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

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

"The Union" means:

the Automotive, Food Metals, Engineering Printing and Kindred Industries Union, an organisation of employees duly registered pursuant to the provisions of the Workplace Relations Act 1996 (C'wth) ("the AFMEPKIU").

"The governing body of the Union" means:

the persons who from time to time comprise the New South Wales Regional Council of the Printing Division of the AFMEPKIU as defined by the rules of the AFMEPKIU.

2. (a) A member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend or vote:
 - (i) If at the date of the meeting the member's subscription or any part thereof has not been paid in accordance with Rule 26; or
 - (ii) If any money (other than the subscription) owing by that member to the Club has remained unpaid at the expiration of 14 days from service on that member of a notice from the Club requiring payment thereof; andin either case that member shall be and remain unfinancial until payment in full of the amount owing.
- (b) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

INTERPRETATION

3. A decision of the Board on the construction or interpretation of the Constitution of the Club including these Rules, or on any By-Laws of the Club made pursuant to these Rules or on any matter arising there from, shall be conclusive and binding on all members of the Club.

PRELIMINARY

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 these Rules.
5. The Club is established for the purposes set out in the Objects in Part A of the Constitution.
6.
 - (a) The Club shall be a non-proprietary company.
 - (b) Subject to the provisions of Section 10(6) and Section 10(6)A of the Registered Clubs Act, a member of the Club, whether or not he is a member of the governing body or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
 - (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of Registration under Part II of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
 - (d) The Secretary or Manager or any employee or a member of the Board or of any committee of the Club shall not be entitled under these Rules 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.
7.
 - (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.
 - (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
8.
 - (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
 - (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
 - (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

MEMBERSHIP

9. (a) The number of Full members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
(b) No person under the age of 18 years shall be admitted as a member of the Club.
10. A person shall not be admitted to membership of the Club except as an Ordinary member, Social member, Life member, Honorary member, Temporary member, Provisional member or Labor and Community Club member.
11. The number of Full members having the right to vote in the election of the Board shall at all times exceed the number of Full members who do not have the right to vote in the election of the Board.

ELIGIBILITY AND RIGHTS OF VARIOUS CLASSES OF MEMBERSHIP**12. Ordinary members**

Ordinary members of the Club shall be:

- (a) those persons who on the date of the adoption of these Rules by a special resolution of the members are recorded in the Register of Members as Ordinary members;
- (b) those persons who on the Amalgamation Date are Special Associate members of the Graphic Arts Club;
- (c) those persons who on the Amalgamation Date are Ordinary members of the Graphic Arts Club;
- (d) those persons who having made application for membership of the Club in accordance with these Rules are elected as Ordinary members of the Club.

13. Social members

Social members of the Club shall be:

- (a) those persons who on the date of the adoption of these Rules by a special resolution of the members are recorded in the Register of Members as Social members;
- (b) those persons who on the Amalgamation Date are Associate members of the Graphic Arts Club.
- (c) those persons who having made application for membership of the Club in accordance with these Rules are elected as Social members of the Club.

14. **Life members**

Life members of the Club shall be:

- (a) those persons who on the date of the adoption of these Rules by a special resolution of the members are recorded in the Register of members as Life members;
- (b) those persons who on the Amalgamation Date are Life members of the Graphic Arts Club;
- (c) those persons who having rendered conspicuous and meritorious service to the Club and who having been recommended for Life membership of the Club by the Board are elected to Life membership of the Club at a general meeting of the members of the Club.

Life members shall have the rights of Ordinary members but shall not be required to pay an annual subscription.

14A **Labor and Community Club Members**

On the date of the licensing Court of New South Wales granting conditional approval to the amalgamation of the Club with the Sydney Labor and Community Club Limited (ACN 000 571 004), the Club in accordance with s. 17AC(2) of the Registered Clubs Act (1976) ("the Act"), will establish a separate class of members, to be identified as "Labor and Community Club members" consisting of those persons who were full members (as defined in the Act) of the Sydney Labor and Community Club Limited on that date, and will enter the names and other usual personal particulars of such persons as "Labor and Community Club members" in the Register of the Members of the Club

VOTES OF MEMBERS

15. Financial Ordinary members and Life members only shall be eligible to vote in the election for the Board and at all general meetings of the Club. Each member will have one vote.

HONORARY MEMBERS

16. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club;
 - (ii) any prominent citizen or local dignitary visiting the Club;
- (b) Honorary members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (c) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- (i) the name in full of the Honorary Member;

- (ii) the residential address of the Honorary Member;
- (iii) the date on which Honorary membership is conferred;
- (iv) the date on which Honorary membership is to cease.

TEMPORARY MEMBERS

17. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to these Rules.
 - (b) A Full Member (as defined in the Registered Clubs Act) of another 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 who, at the invitation of the Board 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 he so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.
18. (a) Temporary members shall not be required to pay an entrance fee or annual subscription;
- (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;
 - (c) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 32;
 - (d) The Secretary, President, Vice President or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore;
 - (e) No person under the age of 18 years may be admitted as a temporary member of the Club;
 - (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 17(c) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
 - (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.

PROVISIONAL MEMBERSHIP

19. Every person who has lodged with the Secretary a nomination form duly completed in accordance with these Rules seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form shall be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
20. Should a person who is admitted as a Provisional member not be elected to membership of the Club within six weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
21. Provisional members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

ELECTION OF MEMBERS

22. A person shall not be admitted as an Ordinary member or Social member of the Club unless that person is elected to membership at a meeting of the Board of the Club or a duly appointed election committee of the Club the names of those members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.
23.
 - (a) In respect of every proposal for election to Ordinary membership of the Club there shall be completed a nomination form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Board, including the full name, address occupation and date of birth of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club. The form will be signed by the candidate.
 - (b) The nomination form together with the first annual subscription and joining fee (if any) shall be deposited at the office. An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
24.
 - (a) Upon a person being elected to Ordinary membership or Social membership the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.
 - (b) A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or the Board.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

25. Entrance fees, subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription shall be not less than Two Dollars or such other minimum subscription provided from time to time by the Registered Clubs Act.
26. (a) All subscriptions prescribed by the Board shall be due and payable by the first day of January in each year.
- (b) Any person who has not paid his or her subscription on or before the first day of February shall be given notice in writing by the Club of the failure to pay and if the subscription is not paid within one month of that notice the person shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club and the provisions of Rule 29 shall not apply to that resolution.
- (c) Any person who has ceased to be a member of the Club pursuant to paragraph (b) of this Rule 26 may re-apply for membership in accordance with these Rules.

ADDRESSES OF MEMBERS

27. Members shall advise the Secretary of the Club of any change in their address.

REGISTERS OF MEMBERS AND GUESTS

28. The Club shall keep the following registers:
- (a) A register of persons who are Full members of the Club. This register shall set forth the name in full, the occupation and address of each Full member, the date of birth and the date of being first elected to membership of the Club and if that person is an Ordinary member or a Social member, the date on which that member last paid the annual fee for membership of the Club.
- (b) A register of persons who are Honorary members and a register of persons who are Temporary members other than Temporary members referred to in Rule 17(c).
- (c) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members.

DISCIPLINARY PROCEEDINGS

29. (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of the Constitution of the Club or any By-Laws or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:
- (i) Such member shall be notified of any charge against the member pursuant to this Rule and of the date time place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least seven clear days before the meeting of the Board at which such charge is to be heard.
 - (ii) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
 - (iii) If the member fails to attend such meeting the charge or complaint 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 which may have been made to it in writing by the member charged.
 - (iv) No motion by the Board to reprimand, fine or suspend a member shall be deemed to be passed unless a majority of the members of the Board present in person vote in favour of such motion.
 - (v) A decision to expel a member from the Club shall require votes from not less than two thirds of the Board of Directors present and voting on a resolution to that effect.
 - (vi) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
- (b) In the event that a notice of charge is issued to a member pursuant to subparagraph (i) of paragraph (a) of this Rule 29 the Board shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
- (c) In accordance with Section 67A of the Registered Clubs Act the Secretary or subject to paragraph (e) of this Rule 29 an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club; or

- (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act; or
 - (iv) who hawks, peddles or sells any goods on the premises of the Club; or
 - (v) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
- (d) If pursuant to paragraph (c) of this Rule 29 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph (e) of this Rule 29) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (e) Without limiting the provisions of Section 67A of the Registered Clubs Act the employee who under these Rules is entitled to exercise the powers set out in this Rule shall be:
- (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; and
 - (ii) Any employee authorised in writing by the Secretary to exercise such power.

RESIGNATION AND CESSATION OF MEMBERSHIP

30. A member may at any time by giving notice in writing to the Secretary resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary and the member will not be entitled to any refund of membership fees or any part thereof.

GUESTS

31. (a) All members other than Temporary members shall have the privilege of introducing guests to the Club and (unless the guest is a minor) on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- (b) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been expelled from the Club or who is then suspended from the Club pursuant to Rule 29.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club;
- (d) The Board shall have power to make By-laws from time to time not inconsistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club;

- (e) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
 - (f) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
 - (g) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
 - (h) The Board may at any time require any guest who has signed in or visits the Club more than six (6) times to become a member.
32. A Temporary member may bring into the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
 - (b) who does not remain on the Club premises any longer than that Temporary member;
 - (c) in relation to whom the member is a responsible adult.
33. For the purposes of Rule 32 “responsible adult” means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
 - (b) the minor’s spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor’s spouse on a permanent and domestic basis;
 - (c) a person who for the time being has parental responsibility for the minor.

BOARD OF DIRECTORS

34. (a) For the first two years after the Amalgamation Date the business and affairs of the Club shall be managed by a Board comprising a President, a Vice President and eight Ordinary directors and thereafter the business and affairs of the Club shall be managed by a Board comprising a President, a Vice President and six Ordinary directors;
- (b) No person shall be eligible to be elected or appointed to the Board unless that person has been an Ordinary member of the Club for three years, or is a Life member or has been an Ordinary member of the Graphic Arts Club as at the Amalgamation Date;
- (c) The Directors holding office as at the date of the special resolution adopting these Rules shall continue as the Directors of the Club until new Directors

take office either pursuant to paragraph (d) or pursuant to an election of Directors at the first Annual General Meeting of the Club thereafter whichever shall first occur, at which time they shall retire but subject to these Rules, they shall be eligible for re-election.

- (d) As from the Amalgamation Date the Board shall consist of five directors who are not and never have been members of the Graphic Arts Club elected by the members of the Club and five directors who have been approved to be directors of the Club by a general meeting of those members who prior to the Amalgamation Date were members of the Graphic Arts Club and of whom three shall have the qualification of having been approved by the governing body of the Union and who are elected by the members of the Club. Prior to the Amalgamation Date, the Board and the Club will do all acts and things necessary to hold elections for Directors to take office as from the Amalgamation Date pursuant to this paragraph.
- (e) At the first meeting of the Board after the Amalgamation Date the directors shall elect from among their number a President, who will be one of the five directors elected by the members of the Club and a Vice President who will be one of the five directors elected by the members of the Graphic Arts Club.
- (f) The directors elected in accordance with paragraph (d) of this Rule 34 shall hold office until the Annual General Meeting of the Club in the year 2002 when they shall retire but shall be eligible for re-election.
- (g) As from the Annual General Meeting of the Club in 2002 the Board shall be elected and shall hold office until the next Biennial General Meeting when they shall retire but subject to these Rules shall be eligible for re-election.
- (h) As from the date of the Special Resolution adopting this paragraph (h), the Board shall comprise a President, a Vice President and six (6) ordinary directors. The President, Vice President and ordinary directors must be Ordinary members or Life members who have been Ordinary members or Life members of the Club for at least three (3) consecutive years calculated from the date of their election or appointment to the Board. The governing body of the Union is welcome to have candidates which it supports nominated for election to the Board.
- (i) At the first meeting of the Board after each Biennial General Meeting the directors will elect from among their number a President and a Vice President.

PROCEDURES FOR THE CONDUCT OF ELECTION OF BOARD

- 35. (a) A nomination for the election of a member to the Board shall be made in writing and signed by two Ordinary members or Life members of the Club and by the nominee (who shall thereby signify his or her consent to the nomination). Nominations shall close twenty one (21) days before each Biennial General meeting. All nominations will be lodged with the Secretary before the close of nominations.
All nominees shall be in the possession of Responsible service of Alcohol RSA and Responsible Conduct of Gambling RCG certificates and shall attend a pre nomination class conducted by the Club

- (b) The Secretary shall immediately after the closing date for nominations post the names of the candidates on the Club Notice Board.
- (c) If the number of candidates nominated is less than that required to be filled those candidates nominated shall be declared elected and additional nominations shall be called for at the Biennial General Meeting of the Club. If more than the required number of candidates are nominated at the Biennial General Meeting for the remaining positions then an election shall be conducted at the Biennial General Meeting which election shall be determined by a show of hands or if a poll is demanded in accordance with these Rules then by a ballot.
- (d) In the event of more than the required number of candidates being nominated for any position by the closing date for nominations referred to in paragraph (a) of this Rule 35 an election by ballot which shall be determined on the "first past the post" system shall be conducted in the manner set out in the following paragraphs of this Rule 35.
- (e) The Board shall appoint a Returning Officer to take charge of any such ballot or ballots and up to two (2) Assistant Returning Officers if considered necessary who shall also act as scrutineers of the ballot or ballots. Neither the Returning Officer nor Assistant Returning Officers shall be candidates in the election or proposers or seconds of any candidate in the election.
- (f) The Returning Officer shall initial each ballot paper that is issued and shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of returned ballot papers and the counting of votes after the ballot is closed and shall report the result of the ballot to the Chairman of the Biennial General Meeting.
- (g) Not less than fourteen (14) days prior to the date of the Biennial General Meeting the Returning Officer shall post to every member of the Club entitled to vote for the election of the Board a ballot paper containing in the order determined pursuant to paragraph (l) of this Rule 35 the names of duly nominated candidates.
- (h) The Returning Officer shall post with each ballot paper two (2) envelopes. One envelope will be marked "Ballot Paper" and the other envelope will be addressed to the Returning Officer and shall be postage paid.
- (i) The Returning Officer shall record the name of each member of the Club to whom the ballot paper and envelopes are posted or given.
- (j) Any member of the Club to whom the ballot paper was posted and who satisfies the Returning Officer that the ballot paper was not received by that member or was spoilt shall be given a further ballot paper by the Returning Officer.
- (k) The non receipt of the ballot paper by a member of the Club eligible to vote shall not invalidate the ballot.
- (l) The position of the names of candidates on the ballot paper shall be determined by lot by the Returning Officer. The names of incumbent directors seeking re-election shall be indicated by an asterisk against the names of those directors on the ballot paper and the ballot paper shall contain a note explaining

that this is the meaning of the asterisk. A candidate shall have the right, either personally or through a nominee appointed in writing to observe the draw for positions on the ballot paper.

- (m) A member of the Club shall record a vote in the following manner:
 - (i) The member shall place either a cross or a tick on the ballot paper opposite the names of the candidates the member wishes to elect. A member shall not vote for more than the exact number of candidates required to be elected.
 - (ii) The ballot paper shall be placed inside the envelope marked "Ballot Paper" and the envelope sealed.
 - (iii) The member shall print the member's name and membership number inside the envelope addressed to the Returning Officer. The envelope marked "Ballot Paper" shall then be placed within the envelope addressed to the Returning Officer which shall then be sealed and shall be given or sent to the Returning Officer so that it is received by the Returning Officer not later than 6.00pm on that day which is two clear days prior to the date of the Biennial General Meeting.
 - (iv) Failure to comply with the foregoing shall render the ballot paper informal and the vote of the member concerned will not be counted.
- (n) Each candidate shall be entitled to be present to observe when the ballot is counted or to have one observer present when the ballot is counted and it shall be the responsibility of a candidate to notify the Returning Officer in writing of the name of his or her observer.
- (o) The Returning Officer shall give to each Assistant Returning Officer and any observers notified to the Returning Officer by candidates reasonable notice of the time and place of the opening of the Ballot papers and the envelopes shall be opened by the Returning Officers in such manner that the secrecy of the ballot shall be maintained and the Returning Officer shall ensure that votes are recorded only by members entitled to vote and that no duplication of voting has taken place.
- (p)
 - (i) The returning Officer shall first examine each ballot paper and any invalid ballot papers shall be discarded from the ballot but shall not be destroyed.
 - (ii) The decision of the Returning Officer as to the validity of any ballot paper shall be final.
 - (iii) After the ballot papers have been examined they shall be counted and the candidate for each position with the highest number of votes shall be elected as directors.
- (q) If there shall be an equality of votes for any candidates then the Returning Officer, with the assistance of the Assistant Returning Officers shall determine by lot the candidate or candidates who is, or are, to be elected.

- (r) After the Returning Officer has reported the results of the ballot to the Chairman of the Biennial General Meeting the chairman shall forthwith declare the results to the meeting.
 - (s) All nominees for election to the Board must attend a pre nomination course at the Club at least 30 days prior to the election. All nominees are required to be in possession of a responsible service of alcohol certificate or obtain same within 30 days of being elected. It would be desirable to also obtain a certificate of responsible conduct of gambling.
36. The Board may from time to time make such By-laws not inconsistent with these Rules as they think necessary for the conduct of any election and all matters in connection therewith and in particular any ballot to be conducted prior to the Amalgamation Date.

POWERS OF BOARD

37. The Board shall be responsible for the management of the business and affairs of the Club.
38. The Board may exercise its powers and do all such acts and things as the Club is by its Memorandum of Association 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 these Rules and to any amendments to these Rules provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) To delegate any of its powers to committees consisting of such member or members of its body and/or such Full members of the Club together with persons who are not members but who have particular skills or expertise which they may apply to the relevant committees and senior management staff of the Club as the Board may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman of the meeting shall (subject to Rule 81) have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.
 - (b) To make such By-Laws not inconsistent with the Memorandum and these Rules of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:

- (i) Such matters as the Board is specifically by these Rules empowered to regulate by By-Law.
 - (ii) The general management control and trading activities of the Club.
 - (iii) The control and management of the Club premises.
 - (iv) The conduct of members.
 - (v) The privileges to be enjoyed by each category of members.
 - (vi) The relationship between members and Club employees.
 - (vii) And generally all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by the Constitution are not reserved for decision by the Club in General Meeting.
- (c) To enforce the observance of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
 - (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
 - (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
 - (j) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club

and to lease any property of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED that the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained and provided further that the power to sell shall not be exercised in respect of the whole or any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the prior approval of the members in general meeting.

- (k) (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his duties.
- (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Rules.
- (m) (i) To create sections and committees for the conduct, management and control of any sport or other activity within the Club and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
- (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with these Articles or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
- (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.

- (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall 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 shall also be produced promptly upon request to the Secretary at the Club's office for inspection by or on behalf of the Board.
- (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board of Directors.
- (vi) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.
- (n) To set the entrance fees and annual or other subscriptions and fees payable by all members.
- (o) To appoint any delegate or delegates to represent the Club for any purpose with such authority as may be thought fit.

PROCEEDINGS OF THE BOARD

- 39. (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business;
- (b) A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose. The minutes of all Board meetings shall be prepared promptly after each meeting and shall be signed by the chairman of the meeting to which the minutes relate or by the chairman of the next succeeding meeting.
- 40. The President shall preside as chairman at every Meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President will take the chair. The quorum for meetings of the Board shall be a majority of the total number of directors referred to in Rule 34(a) personally present.
- 41. The President may at any time and the Secretary upon the request of not less than two members of the Board shall convene a meeting of the Board.
- 42. Subject to these Rules questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairman of the meeting shall have (subject to Rule 81) a second or casting vote.

43. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by these Rules as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
44. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
45. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board. The resolution shall be passed when the last director signs the document containing the resolution.
46. No director shall be disqualified by reason of his or her office from contracting with the Club either as vendor or purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any director shall be in any way interested be avoided nor shall any director so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such director holding that office or of the fiduciary relationship thereby established provided that the director declares the nature of his or her interest at a meeting of the Board of the Club.
47. Where a director of the Club makes a declaration of interest pursuant to Rule 46 the requirements of Section 39 of the Registered Clubs Act shall be implemented
48. (a) In accordance with Section 232A(1) of the Act a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
 - (i) must not vote on the matter;
 - (ii) must not be present while the matter is being considered at the meeting;
- (b) The Board shall not pass a resolution for the purposes of Section 232A(3) of the Act exempting a director from the provisions of paragraph (a) of this Rule.

VACANCIES ON BOARD

49. Subject to the provisions of these Rules the members in General Meeting may by ordinary resolution remove any member or members of the Board or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution appoint another person or persons in his or her or their stead providing the person so appointed complies with these Articles. Any person so appointed shall hold office during such time only as the person whose place he or she is appointed would have held the same if he had not been so removed. Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at

least two months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 227 of the Act shall be followed in relation to that meeting.

50. The office of a member of the Board shall automatically be vacated:
- (a) If he or she becomes insolvent under administration or has been convicted of any offence referred to in Section 229(3) of the Corporations Law.
 - (b) If he or she becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (c) If he or she is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board and the Board resolves that his or her office be vacated.
 - (d) If by notice in writing given to the Secretary he or she resigns from office as a director.
 - (e) If he or she becomes prohibited from being a member of the Board by reason of any order made under the Act.
 - (f) If he or she ceases to be a member of the Club.
 - (g) If he or she fails to declare the nature of his or her interest in a contract or office or property in accordance with these Rules.
 - (h) If he or she becomes an employee of the Club.
51. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office during such time only as the person whose place he or she has been appointed to fill would have held.

GENERAL MEETINGS

52. A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called General Meetings.
53. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- (b) The Board must call and arrange to hold a general meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the general meeting; or
 - (ii) at least 100 members who are entitled to vote at the general meeting.

In this Rule 53 the term "the request" shall mean the request referred to in this paragraph (b).

- (c) The request must:
 - (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Club.
 - (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
 - (e) The Board must call the meeting within 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.
 - (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Club.
 - (g) The meeting referred to in paragraph (f) of this Rule 53 must be called in the same way - so far as is possible - in which general meetings of the Club may be called. The meeting must be held not later than three months after the request is given to the Club.
 - (h) To call the meeting the members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give the members the copy of the Register without charge.
 - (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if they prove that they took all reasonable steps to cause the directors to comply with this Rule 53. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
54. (a) At least 21 days notice must be given of the Annual General Meeting and of any general meeting of the members of the Club.
- (b) A notice of a general meeting of the Club's members must:
 - (i) set out the place, date and time of the meeting; and
 - (ii) state the general nature of the meeting's business; and
 - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution;
 - (c) A copy of a notice of a general meeting of the members of the Club shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.

- (d) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

55. 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 and consider the reports referred to in Rule 72;
 - (c) In the case of a Biennial Election to elect the Board or declare the result of the ballot for the Board;
 - (d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) To deal with any other business of which due notice has been given.
 - (f) To deal with any other business that the meeting may approve of which due notice has not been given.
58. (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.

MEMBERS' RESOLUTIONS

59. (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.
- 60.
- (a) If the Club has been given notice of a resolution under Rule 58, 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.
- 61.
- (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.

62. 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

63. (a) The Club's auditor is entitled to attend any general meeting of the company;
- (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.

PROCEEDINGS AT GENERAL MEETINGS

64. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Vice President will take the chair and if

the Vice President is unwilling or unable to act then the members present shall elect a chairperson for the meeting.

65. At any general meeting of the Club twenty five (25) members present in person and eligible to vote shall be a quorum. If a quorum is not present within thirty (30) minutes after the time for the commencement of the meeting the same shall be adjourned to the same day in the next week at the same time and place and at the adjourned meeting the members present in person and eligible to vote shall form the quorum provided that if the meeting has been convened at the request of members pursuant to Rule 53 and twenty five (25) members eligible to vote are not present within thirty (30) minutes of the time for the commencement of the adjourned meeting the same shall be dissolved.
66. (a) Except in the case of a Special Resolution every question submitted to a meeting shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members) and subject to Rule 81 in the case of an equality of votes whether on a show of hands or on a poll the Chairman of the Meeting shall have a second or casting vote.
- (b) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith.
- (c) A demand for a poll may be withdrawn.
- (d) At any General Meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
67. A person shall not:
- (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
- (b) Vote at any election including an election of a member or of the Board
- as the proxy of another person.
68. The Chairman of a Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

69. Minutes of all resolutions and proceedings at General Meetings shall be entered in a book provided for that purpose within one (1) month of the meeting and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS

70. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
71. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
72. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club send to all members of the Club entitled to attend the Annual General Meeting a copy of all reports which pursuant to Section 314 of the Act are to be laid before the Annual General Meeting in respect of the financial year ending on the thirtieth day of June immediately prior to the Annual General Meeting and without limitation these shall include:
- (a) a copy of the Financial Report of the Club;
 - (b) a copy of the Directors' Report; and
 - (c) a copy of the Auditors' Report on the financial report.

FINANCIAL YEAR

73. The financial year of the Club shall commence on the first day of January in each year and end on the last day of December in that year or such other period as having regard to the Act, the Board may determine.

AUDITORS

74. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

SECRETARY

75. At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive officer of the Club for the purposes of the Registered Clubs Act.

SEAL

76. The Board shall provide for the safe custody of the Seal of the Club and the Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board of the Club previously given and in the presence of a member of the Board who shall sign every instrument to which the Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or one other Director appointed by the Board.

NOTICES

77. A notice may be given by the Club to any member either personally or by sending it by post to the address of the member recorded for that member in the Register of members kept pursuant to these Articles.
78. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

INDEMNITY TO OFFICERS

79. (a) Every person who is or has been an officer (as defined in Section 241 of the Corporations Law) or Auditor of the Club may if the directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liabilities for costs and expenses incurred by that person:
- (i) in defending any proceedings whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted;
 - (ii) in connection with any application in relation to such proceedings in which relief is granted to that person under the Corporations Law by the Court.
- (b) Every person who is an officer (as defined in Section 241 of the Corporations Law) or an auditor of the Club may if the directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability to another person (other than the company or a related body corporate) as such officer or Auditor unless the liability arises out of conduct involving a lack of good faith.
- (c) The Club may pay a premium for a contract insuring a person who is or has been an officer or auditor of the Club against a liability:
- (i) incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Club or a contravention of sections 232(5) or (6) of the Corporations Law; and
 - (ii) for costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome.

GENERAL

80. These Rules shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Rules are inconsistent therewith they shall be inoperative and have no effect.

CHAIRMAN'S CASTING VOTE

81. Notwithstanding the provisions of Rules 38(a), 42 and 66(a) the Chairman of any meeting shall not have a casting vote at any meeting held prior to the Annual General meeting in the year 2002 or at the Annual General Meeting in the year 2002.