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# CONSTITUTION OF SOUTH SYDNEY GRAPHIC ARTS CLUB LIMITED ACN 000 298 699

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## **PREAMBLE TO THE CONSTITUTION**

*The South Sydney Graphic Arts Club Mascot has a proud tradition of bringing the community together. Although established in 2000, the club has a rich and diverse past encompassing decades of history.*

*In the early 1960's the South Sydney Businessmen's Club opened its doors in Mascot (in the current premises of the South Sydney Graphic Arts Club Mascot). It was an exclusive establishment that prided itself on its high standards and restricted entry to businessmen and employers. The wearing of a jacket and tie was mandatory and union members were not allowed on the premises. Members had their own key to the facilities and utilised the fine dining room for business lunches to entertain clients and guests.*

*Around the same time, the Amalgamated Printing Trades Club shared its premises in Regent Street with the union office. After the union amalgamated with the Printing Industry Employees Union of Australia to form the PKIU in 1966, the club changed its name to the Printers Union (Graphic Arts) Club and it soon became a popular recreational venue for its members. The Regent Street premises was well known for its good-value eating and entertainment, and through its association with the Federation of Community, Sporting and Workers Clubs, it also provided opportunities for low cost holiday accommodation for members and not to forget the long running Fairfax dispute of 1976, when free meals were provided to striking members.*

*Both clubs successfully served their different memberships for many years but both clubs faced increasing challenges that diminished their resources. The introduction of Fringe Benefits Tax put an end to business lunches and led to the dropping of "Businessmen's" from the title of the South Sydney Club in an attempt to broaden its market. By 2000, the Club was falling on hard times. The Graphic Arts Club was also reeling from the rapid changes facing the print industry including the extension of poker machines into the casino and hotels, and its aging premises. When the union was absorbed by the Printing Division of the AMWU, its members were left without a home. Both clubs needed to find a partner to amalgamate, or perish.*

*In September 2000, The Printers' Union (Graphic Arts) Club and the South Sydney Club amalgamated to form the South Sydney Graphic Arts Club. The Licensing Court Magistrate who granted the application to approve the amalgamation even noted "a businessmen's club and a union, this will be an interesting one to watch". This unlikely combination required a new outlook and precipitated the change of focus to grow a community club for the South Sydney and Botany municipalities: 'An amalgamated club for trade unionists, business people, friends, associates and members of the community to enjoy and improve the quality of life and friendship for all'.*

*The strong trading reputation of the South Sydney Graphic Arts Club led it to be sought out as an amalgamation partner in March 2005 by the Sydney Labor & Community Club and take over direct management of the site in Bourke Street, Surry Hills. Trading as Arts on Bourke, the new club venue was revamped and tailored towards local residents in the Surry Hills area to provide a relaxed environment for food and beverage along with a dedicated community arts space. Despite best efforts, the effects of no smoking legislation and a well-funded campaign by a minority of local residents to impede the club's operations as well as the GFC, led to the decision to cease trading at Arts on Bourke in June 2008.*

*Moving forward, the South Sydney Graphic Arts Club proudly acknowledges its ties with all the clubs from which it was formed. It also recognises that its strength and focus as a broader community club that prides itself on serving and supporting the people of South Sydney and its surrounds has grown as a result of its origins.*

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## 1. NAME OF COMPANY

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1.1 The name of the Company is South Sydney Graphic Arts Club Limited.

## 2. PRELIMINARY

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2.1 The Company is a company limited by guarantee and shall be a non-proprietary company.

2.2 The Company is established for the purposes set out in this Constitution.

2.3 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.

2.4 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 from that member, on payment of any fee that may be prescribed by the Act.

## 3. DEFINITIONS

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

- (a) **“Act”** means the Corporations Act 2001 and any regulation made under the Corporations Act 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.
- (b) **“Biennial General Meeting”** means every second Annual General Meeting at which the Board is elected to office in accordance with this Constitution.
- (c) **“Board”** means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.
- (d) **“Board Appointed Director”** means a person appointed to the Board in accordance with Rules 24.1(b), 24.2(b), the Registered Clubs Act and Registered Clubs Regulations but does not include a person who is appointed to the Board to fill a casual vacancy in accordance with Rule 32.3 of this Constitution.
- (e) **“By-Laws”** shall mean the By-laws made in accordance with this Constitution.
- (f) **“Club”** means South Sydney Graphic Arts Club Limited ACN 000 298 699.
- (g) **“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.
- (h) **“Constitution”** means this Constitution.
- (i) **“Full member”** means any person who is in one of the categories of membership referred to in Rule 10.3.
- (j) **“Gaming Machines Act”** means the Gaming Machines Act 2001 and any regulation made under 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.
- (k) **“Liquor Act”** means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the

same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

- (l) **“Month”** except where otherwise provided in this Constitution means calendar month.
- (m) **“Office”** means the general administrative office of the Club.
- (n) **“Registered Clubs Act”** means the Registered Clubs Act 1976 and any regulation made under 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.
- (o) **“Rules”** means the rules comprising this Constitution.
- (p) **“Secretary”** includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.
- (q) **“Special Resolution”** has the meaning assigned thereto by the Act. To be passed, a Special Resolution must receive at least seventy five per cent (75%) of the votes cast by members eligible to vote on the Special Resolution.

3.2 **“Financial member”**. A member shall not be a financial member of the Club if the member's subscription or any part thereof has not been paid in accordance with Rule 15.1 and that member shall be and remain a non-financial member of the Club until the full amount owing is paid to the Club.

3.3 Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

#### 4. **OBJECTS**

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4.1 The objects of the Club are to:

- (a) provide a non-proprietary not-for-profit community organisation for the benefit of members and their guests and promote the moral, intellectual, social and material welfare of the members.
- (b) create and foster a spirit of co-operation in the community between local workers, including but not limited to those employed in the unionised printing industries, employers and residents to further the objects of the Club.
- (c) provide social club facilities for members and for member's guests with all the usual facilities of a club and such other social or sporting facilities as may be decided from time to time.
- (d) support, through the ClubGRANTS scheme and otherwise, causes, activities and organisations that are for social, literary, sporting, athletic, charitable or educational purposes, especially in the vicinity of the Club's premises.
- (e) amalgamate with or to participate in any amalgamation with, another registered club or clubs.
- (f) own, occupy or operate premises in south east Sydney and also throughout Australia as the Board from time to time determines to be appropriate in the pursuit of the Club's other objects.

- (g) hold a club licence under the Liquor Act, gaming machine entitlements and own gaming machines under the Gaming Machines Act and any other rights, entitlements, permits, authorities and licences necessary and desirable for the Club.
- (h) sell, convey, transfer, assign, mortgage, charge, give in exchange, dispose of, let, manage or otherwise deal with all or any of the property, real or personal, of the Club, subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (i) do all such other lawful things as are incidental or conducive to the attainment of any or all of the above objects.

## **5. LIMITED LIABILITY**

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5.1 The liability of the members is limited.

## **6. MEMBERS' GUARANTEE**

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6.1 Each member undertakes to contribute an amount not exceeding two dollars (\$2.00) if the Club is wound up:

- (a) while he or she is a member of the Club; or
- (b) within one year of the date that he or she ceases to be a member.

6.2 The contribution referred to in Rule 6.1 shall be for the:

- (a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
- (b) costs, charges and expenses of winding up.

## **7. APPLICATION OF PROPERTY ON DISSOLUTION**

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7.1 If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:

- (a) not be transferred, paid to or distributed among the members;
- (b) be given or transferred to some other institution or institutions having objects similar to the objects of the Club and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Club under this Constitution.

7.2 The institution or institutions referred to in Rule 7.1(b) shall be determined by the members of the Club at or before the time of dissolution or in default thereof by a judge of the Supreme Court of New South Wales.

## **8. PROPERTY AND INCOME OF THE CLUB**

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8.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.

8.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution 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.

- 8.3 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 Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
- 8.4 A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
- 8.5 Subject to Rule 8.6 nothing in this Constitution shall prevent the payment:
- (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club; or
  - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
  - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
  - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
- 8.6 A director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:
- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act; or
  - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.

## **9. LIQUOR & GAMING**

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- 9.1 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. This Rule 9.1 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.
- 9.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- 9.3 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- 9.4 The Secretary 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.
- 9.5 Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- 9.6 Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

## 10. MEMBERSHIP

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- 10.1 The number of Full members of the Club shall be determined by the Board.
- 10.2 No person under the age of eighteen (18) years shall be admitted as a member of the Club.
- 10.3 Unless and until otherwise determined by the Board, the Full membership of the Club shall comprise the following categories:
- (a) Ordinary members;
  - (b) Life members.
- 10.4 Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:
- (a) Provisional members; and
  - (b) Honorary members;
  - (c) Temporary members.
- 10.5 The number of Full members having the right to vote in the election of the Board shall be not less than twenty-five (25) per cent of all Full members of the Club.

### ORDINARY MEMBERS

- 10.6 Ordinary members shall be persons who have:
- (a) attained the age of eighteen (18) years; and
  - (b) made an application for membership of the Club as an Ordinary member in accordance with this Constitution; and
  - (c) been duly admitted to membership as an Ordinary member in accordance with this Constitution.
- 10.7 Members who were elected or transferred to Ordinary membership before the date of the adoption of this Constitution shall be entitled to:
- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time; and
  - (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
  - (c) subject to any restrictions contained in this Constitution, nominate for and be elected to hold office on the Board;
  - (d) vote in the election of the Board;
  - (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
  - (f) propose, second, or nominate any eligible member for any office of the Club;
  - (g) propose, second or nominate any eligible member for Life membership;
  - (h) introduce guests to the Club.

- 10.8 A member who is elected to Ordinary membership on or after the date of the adoption of this Constitution shall be entitled:
- (a) to such social privileges and advantages of the Club as may be determined by the Board from time to time; and
  - (b) with effect from the first anniversary of being elected to Ordinary membership of the Club, to:
    - (i) attend and vote at general meetings (including Annual General Meetings) of the Club;
    - (ii) vote in the election of the Board;
    - (iii) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
    - (iv) propose, second, or nominate any eligible member for any office of the Club;
    - (v) propose, second or nominate any eligible member for Life membership;
  - (c) with effect from the third anniversary of being elected to Ordinary membership of the Club, to nominate for and be elected to hold office on the Board subject to any restrictions contained in this Constitution;
  - (d) to introduce guests to the Club.

## **LIFE MEMBERS**

- 10.9 A Life member shall be any member who has rendered any 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.
- 10.10 Candidates for Life membership shall be proposed by one and seconded by another Life member or financial Ordinary member and submitted to the Board for approval.
- 10.11 Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- 10.12 If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- 10.13 If a nomination for Life membership is not approved by the Board, the nomination shall not be submitted to a general meeting of the Club.
- 10.14 Every Life member shall be entitled to the rights and privileges of an Ordinary member referred to in Rule 10.7.
- 10.15 A Life member shall be relieved of payment of any annual subscription.

## **11. PROVISIONAL MEMBERS**

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- 11.1 A person in respect of whom:
- (a) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and

- (b) who has paid to the Club the joining fee (if any) and subscription referred to in the nomination form,

may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

11.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner):

- (a) that person shall cease to be a Provisional member of the Club; and
- (b) the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.

11.3 Provisional members are entitled to:

- (a) such social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) introduce guests into the Club.

11.4 Provisional members are not entitled to:

- (a) attend or vote at general meetings of the Club; or
- (b) nominate for or be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (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.

## **12. HONORARY MEMBERS**

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12.1 The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:

- (a) the patron or patrons for the time being of the Club; or
- (b) any prominent citizen or local dignitary visiting the Club.

12.2 Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.

12.3 Honorary members who are not Full members of the Club are entitled to:

- (a) such social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) introduce guests to the Club.

12.4 Honorary members who are not Full members of the Club are not entitled to:

- (a) attend or vote at any meeting of the Club; or

- (b) nominate for or be elected to the Board or any office in the Club;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second or nominate any eligible member for any office of the Club; or
- (f) propose, second or nominate any eligible member for Life membership.

### **13. TEMPORARY MEMBERS**

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13.1 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:

- (a) Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
- (b) A full member (as defined in the Registered Clubs Act) of any registered club which has objects similar to those of the Club.
- (c) Any interstate or overseas visitor.

13.2 Temporary members shall not be required to pay a joining fee or annual subscription.

13.3 Temporary members are entitled to:

- (a) such social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) introduce guests to the Club.

13.4 Temporary members are not entitled to:

- (a) attend or vote at general meetings (including Annual General Meetings) of the Club;
- (b) nominate for or be elected to the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second or nominate any eligible member for any office of the Club; or
- (f) propose, second or nominate any eligible member for Life membership.

13.5 The Secretary 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.

13.6 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club.

### **14. ELECTION OF MEMBERS**

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14.1 A person shall not be admitted as an Ordinary member of the Club unless that person is

- elected to membership by a resolution of the Board of the Club.
- 14.2 The names of the members present and voting at that Board shall be recorded by the Secretary of the Club.
- 14.3 The Board may reject any application for membership without giving any reason.
- 14.4 Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board may prescribe and shall contain the following particulars:
- (a) the full name of the applicant;
  - (b) the residential address of the applicant;
  - (c) the date of birth of the applicant;
  - (d) the occupation of the applicant;
  - (e) personal email address and telephone number;
  - (f) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club; and
  - (g) the signature of the applicant;
  - (h) such other particulars as may be prescribed by the Board from time to time.
- 14.5 Every form of application for Full membership shall be presented by the applicant to an authorised officer of the Club together with:
- (a) the joining fee (if any) and the appropriate subscription; and
  - (b) evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.
- 14.6 The authorised officer of the Club to whom the application for Full membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
- 14.7 A person whose application has been signed by an authorised officer of the Club in accordance with Rule 14.6 and who has paid the Club the joining fee (if any) and the first annual subscription for the class of Full membership applied for may become a Provisional member.
- 14.8 The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.
- 14.9 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.
- 14.10 The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.

## **15. SUBSCRIPTIONS, LEVIES AND OTHER PAYMENTS**

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- 15.1 All subscriptions, levies and other payments payable by members of the Club shall be such as the Board may from time to time determine provided that the annual subscription for any class of full membership of the Club shall be no less than \$2.00 (excluding Goods and Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act;
- 15.2 In accordance with the Registered Clubs Act, the Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.
- 15.3 All subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board from time to time.
- 15.4 Any person who has not paid his or her subscription, levy or other payment within a period of one (1) month upon which it shall fall due for payment 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 19 shall not apply to such resolution.
- 15.5 The Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the subscription, levy or other payment referred to in Rule 15.4.
- 15.6 The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any members leaving or returning to the State of New South Wales or residing outside that State.
- 15.7 The Board shall have power to make charges and levies on members for general or special purposes.

## **16. NON-FINANCIAL MEMBERS**

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- 16.1 Notwithstanding any Rule contained in this Constitution, any member who is not a financial member (as defined in Rule 3.2) shall not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
  - (b) participate in any of the recreational, social or sporting activities of the Club without the permission of the Board;
  - (c) attend or vote at any meeting of the Club;
  - (d) nominate or be elected or appointed to the Board or any committee of a the club;
  - (e) vote in the election of the Board;
  - (f) propose, second or nominate any eligible member for any office of the Club
  - (g) propose, second or nominate any eligible member for Life membership.

## **17. REGISTERS OF MEMBERS AND GUESTS**

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- 17.1 The Club shall keep the following registers:
- (a) A register of persons who are Full members which shall be kept in accordance with section 31(1) (a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
    - (i) the name in full; and

- (ii) the occupation;
  - (iii) the address;
  - (iv) the date on which the entry of the member's name in the register is made;
  - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
- (b) A register of persons who are Honorary members which shall be kept in accordance with Section 31(1) (b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) the name in full or the surname and initials; and
  - (ii) the address.
- (c) A register of persons who are Temporary members shall be kept in accordance with the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) the name in full or the surname and initials; and
  - (ii) the address;
  - (iii) the signature of the member.
- (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with the Registered Clubs Act. This register shall set forth in respect of each of those guests:
- (i) the name in full or the surname and initials; and
  - (ii) the address;
  - (iii) the date on which the entry of the guest's name in the register is made;
  - (iv) the signature of the member introducing the guest.

## **18. NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS**

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- 18.1 A member must advise the Secretary of the Club of any change in the Member's contact details (including but not limited to a change in their residential address, personal email address and telephone number) within seven (7) days of the change in any of those details.

## **19. DISCIPLINARY PROCEEDINGS**

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- 19.1 Subject to Rule 19.2, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:
- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
  - (b) is, in the reasonable opinion of the Board;
    - (i) guilty of any conduct prejudicial to the interests of the Club; or
    - (ii) guilty of conduct which is unbecoming of a member.

19.2 The following procedure shall apply to disciplinary proceedings of the Club:

- (a) A member shall be notified of:
  - (i) any charge against the member pursuant to Rule 19.1; and
  - (ii) the date, time and place of the meeting of the Board at which the charge is to be heard.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 19.2 by notice in writing by a prepaid letter sent by post to the member's last known address at least fourteen (14) days before the meeting of the Board at which the charge is to be heard.
- (c) The member charged shall be entitled to:
  - (i) attend the meeting for the purpose of answering the charge; and
  - (ii) submit to the meeting written representations for the purpose of answering the charge.
- (d) Unless otherwise determined by the Board in its absolute discretion, the member charged shall not be entitled to legal or any other representation at the meeting. If the member charged wishes to be represented at the meeting, the member charged shall deliver a written request to the Secretary of the Club not less than seven (7) days before the meeting for consideration by the Board. If a written request is made, the Board shall determine whether or not the member charge can be represented in its absolute discretion and it can request further information from the member charged to assist it in making its determination.
- (e) If the member fails to attend such meeting:
  - (i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and
  - (ii) the Board may impose any penalties,

the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.
- (f) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.
- (g) When the Board has made a decision as to whether the member is guilty or not, if the member charged is at the meeting, the Board must inform the member of the Board's decision.
- (h) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty.
- (i) No motion by the Board to reprimand, fine or suspend a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion by secret ballot.
- (j) No motion by the Board to expel a member shall be deemed to be passed unless a two thirds majority of the members of the Board present in person vote in favour of such motion.

- (k) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 19.
- (l) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision. No appeal whatsoever shall lie from a decision of the Board pursuant to this Rule and any member reprimanded, suspended, or expelled pursuant to this Rule shall have no right of action whether at law or in equity or other remedy whatsoever against the Club or Board or any member thereof by reason of such reprimand, suspension, expulsion or by reason of any act done or notice given prior to or consequent on or incidental to the same.

19.3 If a notice of charge is issued to a member pursuant to Rule 19.2(a):

- (a) the Board by resolution; or
- (b) the Secretary (independently of 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. Such suspension shall be promptly notified in writing to the member concerned.

19.4 Subject to Rules 19.5 and 19.6, a member who:

- (a) incurs a debt to the Club; and
- (b) fails to discharge such debt within seven (7) days from service on that member of a notice from the Club in writing requiring payment thereof

may, by resolution of the Board, be suspended or expelled from membership.

19.5 A member shall be notified, by notice in writing sent by post to the member's last known address, at least seven (7) days before the meeting of the Board at which the resolution is to be considered, of the Board's intention to suspend or expel the member pursuant to Rule 19.4.

19.6 The provisions of Rules 19.1 - 19.3 do not apply in connection with any proposal to suspend or expel a member pursuant to Rule 19.4.

## **20. MEMBER UNDER SUSPENSION**

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20.1 Any member whose membership is suspended pursuant to Rules 20 or 21 shall during the period of such suspension not be entitled to:

- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
- (b) participate in any of the recreational, social or sporting activities of the Club without the permission of the Board;
- (c) attend or vote at any meeting of the Club;
- (d) nominate or be elected or appointed to the Board
- (e) vote in the election of the Board;
- (f) propose, second or nominate any eligible member for any office of the Club;
- (g) propose, second or nominate any eligible member for Life membership.

## **21. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB**

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- 21.1 In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 21.5, 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:
- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
  - (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
  - (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
  - (d) who hawks, peddles or sells any goods on the premises of the Club;
  - (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
  - (f) 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.
  - (g) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- 21.2 If pursuant to Rule 21.1 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 Rule 21.5) 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.
- 21.3 Without limiting Rule 21.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 21.1(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- 21.4 Without limiting Rule 21.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 21.1(a), the person must not:
- (a) remain in the vicinity of the Club; or
  - (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- 21.5 Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
  - (b) any employee authorised by the Secretary to exercise such power.

## **22. RESIGNATION AND CESSATION OF MEMBERSHIP**

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- 22.1 A member may at any time resign from his or her membership of the Club by either:
- (a) giving notice in writing to the Secretary; or
  - (b) returning his or her membership card to any staff member of the Club and clearly indicating to the staff member, secretary or director that he or she no longer wishes to

remain a member of the Club.

22.2 A resignation pursuant to Rule 22.1 shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.

22.3 Any member who has resigned pursuant to 22.1 will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.

## 23. **GUESTS**

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23.1 Subject to Rule 23.2, all members shall have the privilege of introducing guests to the Club.

23.2 A Temporary member may only introduce a guest who is under the age of 18 in accordance with Rule 23.12.

23.3 Unless the guest is a minor, on each day a Full member first brings a guest into the Club that member shall enter in the Register of Guests the particulars required by Rule 17.1.

23.4 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.

23.5 No member shall introduce any person as a guest:

- (a) who has been expelled from the Club pursuant to Rules 19 or 20; or
- (b) whose membership is then suspended pursuant to Rules 19 or 20;
- (c) who is then refused admission to or being turned out of the Club pursuant to Rule 21.

23.6 Members shall be responsible for the conduct of any guests they may introduce to the Club.

23.7 The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.

23.8 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.

23.9 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.

23.10 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.

23.11 The Secretary or senior employee on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.

23.12 A Temporary member may bring into the non-restricted areas of 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; and
- (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.

23.13 For the purposes of Rule 23.12(c), “responsible adult” means an adult who is:

- (a) a parent, step-parent or guardian of the minor; or
- (b) the minor’s spouse or de facto partner;
- (c) for the time being, standing in as the parent of the minor.

## **24. BOARD OF DIRECTORS**

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- 24.1 (a) Subject to Rules 24.1(b), 24.1(c) and 32.4, the Board shall consist of eight (8) directors comprising a President, Vice President and six (6) Ordinary directors. For the avoidance of doubt, a member shall be entitled to nominate only as an Ordinary director and the President and Vice President shall be elected in accordance with Rule 25.2
- (b) With effect from and for the purposes of the election of the Board in respect of the Biennial General Meeting to be held in 2020 and subject to Rule 24.2, Rule 24.1(a) will cease to have effect and the Board shall consist of seven (7) directors comprising a President, Vice President and five (5) Ordinary directors. For the avoidance of doubt, a member shall be entitled to nominate only as an Ordinary director and the President and Vice President shall be elected in accordance with Rule 25.2
- 24.2 (a) The Board may appoint up to two (2) Board Appointed Directors provided that the number of directors on the Board (both directors elected by members and Board Appointed Directors) does not exceed nine (9).
- (a) The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of Board Appointed Directors.
- (b) Board Appointed Directors only have to satisfy the requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed to the Board and do not have to satisfy any requirement in this Constitution other than paragraphs (a), (b), (c), (g), (h),(i), (j), (k), (m), (n) or (o) of Rule 24.4.
- 24.3 Subject to any restrictions contained in this Constitution, Life members and Ordinary members are entitled to stand for and be elected or appointed to the Board.
- 24.4 A member is ineligible to be nominated for or be elected or appointed to the Board if that member:
- (a) is an employee of the Club;
  - (b) is currently suspended from the Club;
  - (c) is not a financial member of the Club;
  - (d) does not hold current Responsible Service of Alcohol and Responsible Conduct of Gambling qualifications;
  - (e) has not completed the Pre-Nomination Information Session referred to in Rule 24.5;
  - (f) has not been a member of the Club for at least three (3) continuous years immediately preceding the closing date of nominations or the proposed date for election or appointment to the Board;.
  - (g) has received a notice of disciplinary charge and the disciplinary matter referred to in the notice of disciplinary charge has not been finalised

- (h) has been found guilty of any charge and either expelled or suspended from membership of the Club for a period exceeding three (3) months during the five (5) years immediately preceding the closing date of nominations or the proposed date of election of appointment to the Board
- (i) has at any time been convicted of an indictable offence.
- (j) has, been convicted of any offence:
  - (i) connected with the promotion, formation or management of any company, co-operative, partnership or business;
  - (ii) involving fraud or dishonesty and carrying a penalty of three (3) or more months imprisonment; or
  - (iii) in relation to the acquisition of shares,
 during the five (5) years immediately preceding the closing date of nominations or the proposed date of election of appointment to the Board.
- (k) is an undischarged bankrupt.
- (l) was an employee of any club that has amalgamated with the Club, within the period of five (5) years immediately preceding the closing date of nominations or the proposed date of election of appointment to the Board.
- (m) is an existing director of the Club who has failed to complete mandatory training requirements for directors referred to in Rule 26 within the prescribed period (unless exempted).
- (n) has at any time been declared ineligible or not a fit and proper person to hold the position of director or has had an order made against them to the same effect.
- (o) has, as a result of an assessment by a management liability underwriter when determining coverage under a directors and officers insurance policy or similar, has at any time, had imposed upon him or her:
  - (i) a loading on the usual premium; or
  - (ii) a higher than usual excess.;

24.5 Members wishing to nominate for election to the Board must attend a “Pre-Nomination Information Session” conducted by the Club and any member who fails to attend the Pre-Nomination Information Session shall not be eligible to nominate for or be elected to the Board. For the purposes of this Rule:

- (a) This Rule shall only apply if a Pre-Nomination Information Session is conducted by the Club; and
- (b) The Pre-Nomination Information Session must be held at the Club’s premises at least sixty (60) days prior to the date of the Biennial General Meeting;
- (c) Any member who has previously attended a Pre-Nomination Information Session shall be exempt from the requirements of this Rule and shall be entitled to nominate for and be elected to the Board.

24.6 Rule 24.5 does not apply to Board Appointed Directors who are appointed pursuant to Rule 24.2.

## 25. ELECTION OF BOARD

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- 25.1 The election of the Board shall be conducted biennially (even years) and in the following manner:
- (a) Notice of the date and time of the last day for receiving nominations for office in accordance with paragraph (b) of this Rule 25.1, shall be posted on the Club Notice Board.
  - (b) Nominations shall close at least twenty one (21) days prior to the date fixed for the Biennial General Meeting and must be delivered to the Secretary on or before that date.
  - (c) Nominations for election to the Board shall be made in writing and signed by one and seconded by another Life member or financial Ordinary member and signed by the nominee who shall thereby signify his or her consent to the nomination and the nominee meets the requirements referred to in 24.3.
  - (d) In addition to the nomination form, a candidate may also provide to the Secretary a recent photograph of themselves together with a profile of their candidature by way of summary, outlining personal, business and Club involvement that may assist voting members. The profile is to be not more than (50) fifty words. A copy of each profile together with a recent photograph of the candidate will be posted on the Club's Notice Board in accordance with Rule 25.1(f).
  - (e) A nomination can be withdrawn at any time prior to the close of nominations.
  - (f) Immediately after nominations are closed the Secretary shall post the name of each candidate on the Club Notice Board together with the candidate profiles and photographs referred to in Rule 25.1(d).
  - (g) If the full number of candidates is not nominated for election to the Board, then those candidates who are nominated shall be declared elected to the Board and the unfilled positions on the Board shall be deemed to be casual vacancies for the purposes of Rule 33.3.
  - (h) If there be only the requisite number nominated for election to the Board, those candidates shall be declared duly elected.
  - (i) If there be more than the required number nominated for election to the Board, an election by secret ballot shall take place.
  - (j) In any secret ballot under this Rule, the Board shall appoint a Returning Officer and one or more scrutineers who shall conduct the ballot. A candidate in the election shall not be appointed as the Returning Officer or as a scrutineer.
  - (k) The Returning Officer shall authorise the preparation of ballot papers.
  - (l) The order in which names appear on the ballot paper shall be determined by lot as drawn by the Returning Officer.
  - (m) The ballot shall be conducted at the Club's premises on such days and during such times as shall be determined by the Board from time to time.
  - (n) The Secretary shall cause a notice stating the opening and closing times of the ballot to be posted on the Club Notice Board at least seven (7) days before the commencement of the ballot.
  - (o) The Secretary shall prepare a list of members who are entitled to vote in the election in

the Board and then provide the list to the Returning Officer.

- (p) The Returning Officer shall supervise the issue of ballot papers.
- (q) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
- (r) Members shall place their ballot papers in the ballot box provided at the Club.
- (s) The ballot papers returned will remain in the ballot box until opened by the Returning Officer and the Returning Officer shall supervise the safe custody of ballot papers returned.
- (t) The Returning Officer shall supervise the examination of ballot papers.
- (u) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- (v) The Returning Officer will supervise the counting of votes. In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
- (w) The Returning Officer shall report the result of the ballot to the Biennial General Meeting.
- (x) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 25.1.
- (y) The Board may, at any time, engage the services of a consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer set out in this Rule 25.1.

25.2 As soon as reasonably practicable after a Biennial General Meeting, the elected directors shall elect a President and Vice President from amongst their number. In respect of the election of the President and Vice President the following shall apply:

- (a) As soon as reasonably practicable after the election, the Board shall cause a notice to be displayed on the Club Noticeboard notifying members of the directors elected to those positions,
- (b) The directors elected to the positions of President and Vice President shall, subject to this Constitution, hold those offices until the conclusion of the next Biennial General Meeting.
- (c) If, for any reason, either of the positions are vacated prior to the conclusion of the next Biennial General Meeting, the Board may elect another director to the vacancy and the director so elected shall hold office until the conclusion of the next Biennial General Meeting.

25.3 A member must not at any time issue or distribute, or cause to be issued or distributed, within the premises or the surrounding precincts of the Club, any 'how to vote' ticket or any written material advocating either for or against the election of any candidate or candidates for the Board. Any breach of this Rule by a member shall be deemed to be conduct unbecoming a member of the Club for the purposes of Rule 19. This Rule does not prevent a candidate from providing a recent photograph and candidate profile for display on the Club noticeboard in accordance with Rule 25.1(d).

25.4 The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 25.

## **26. MANDATORY TRAINING FOR DIRECTORS**

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- 26.1 Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.
- 26.2 A director shall automatically cease to be a director of the Club if he or she fails to complete the mandatory training requirements for directors referred to in Rule 26.1 within the prescribed period (unless exempted).

## **27. POWERS OF THE BOARD**

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- 27.1 The Board shall be responsible for the management of the business and affairs of the Club.

### **GENERAL POWERS**

- 27.2 The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by statute directed or required to be exercised or done by the Club in general meeting.

### **SPECIFIC POWERS**

- 27.3 Without limiting the general powers conferred by Rule 27.2, the Board shall have power from time to time to:
- (a) make, alter and repeal By-Laws pursuant to Rule 27.10.
  - (b) 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.
  - (c) purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
  - (d) secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
  - (e) institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
  - (f) 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.
  - (g) 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.
  - (h) 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 to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
  - (i) sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise) subject to the requirements of the Liquor

Act and Registered clubs Act.

- (j) sell, lease, exchange or otherwise dispose of any land belonging to the Club subject to the requirements of the Liquor Act and Registered Clubs Act.
- (k) appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (l) engage, appoint, control, remove, discharge, suspend, determine and dismiss managers, employees, officers, representatives and agents in respect to permanent, temporary or special services and to determine the duties, pay, salary or other remuneration. The Board may delegate these powers (or any of them) to the Secretary or other officer or committee of the Club.
- (m) impose levies on all members.
- (n) set the joining fees, subscriptions and other payments payable by all members.
- (o) fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (p) affiliate with any club or association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such club, or association.

## COMMITTEES

27.4 Without limiting the general powers conferred by Rule 27.2, the Board shall have power to delegate any of its powers to committees consisting of any:

- (a) director; or
- (b) member;
- (c) employee;
- (d) person who is not a member but who has a particular skill or expertise which they will apply to a committee;

or any combination thereof. The Board shall also have the power to revoke any such delegation.

27.5 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may impose.

27.6 The President shall be a member of all such committees and may nominate a person or persons to represent him or her on one or more of those committees.

27.7 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the same provisions herein contained for regulating the meetings and proceedings of the Board.

27.8 The quorum for a meeting of any committee shall be a majority of the committee members.

27.9 Any committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

## **BY-LAWS**

- 27.10 The Board may make such By-laws not inconsistent with this Constitution as are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.
- 27.11 Without limiting the generality of Rule 27.10 the Board may regulate:
- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law; and
  - (b) the operations of the Club;
  - (c) the control and use of the Club's premises;
  - (d) the control and management of competitions;
  - (e) the conduct of members and guests of members;
  - (f) the social privileges of each category of membership;
  - (g) the conduct of members in relation to Club employees;
  - (h) generally, all such matters as are commonly the subject matter of a constitution or by-laws or made under a constitution or which by this Constitution are not reserved for decision by the Club in general meeting.
- 27.12 Any By-law made under Rule 27.10 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.
- 27.13 The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

## **28. PROCEEDINGS OF THE BOARD**

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- 28.1 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 at least once in each calendar month for the transaction of business.
- 28.2 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.
- 28.3 The President shall be entitled to take the chair at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President shall take the chair of the meeting. If the Vice President is not present or is unwilling or unable to act then the directors present shall elect one of their number to take the chair for that meeting.
- 28.4 The quorum for a meeting of the Board shall be a majority of directors on the Board as at the date of the relevant board meeting.
- 28.5 The President may at any time and the Secretary upon the request of not less than three (3) directors shall convene a meeting of the Board.
- 28.6 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

- 28.7 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.
- 28.8 A resolution in writing signed by all the directors 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 directors. The resolution shall be passed when the last director signs the document containing the resolution.
- 28.9 A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

## **29. MATERIAL PERSONAL INTERESTS OF DIRECTORS**

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- 29.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:
- (a) declare the nature of the interest at a meeting of the Board; and
  - (b) comply with Rule 29.2.
- 29.2 Subject to Section 195 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:
- (a) must not vote on the matter; and
  - (b) must not be present while the matter is being considered at the meeting.

## **30. REGISTERED CLUBS ACCOUNTABILITY CODE**

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- 30.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 30.
- 30.2 For the purposes of this Rule 30, the following "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

## **CONTRACTS WITH TOP EXECUTIVES**

- 30.3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- (a) the top executive's terms of employment; and
  - (b) the roles and responsibilities of the top executive;
  - (c) the remuneration (including fees for service) of the top executive;
  - (d) the termination of the top executive's employment.
- 30.4 Contracts of employment with top executives:
- (a) will not have any effect until they are approved by the Board; and
  - (b) must be reviewed by an independent and qualified adviser before they can be

approved by the Board.

#### **CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES**

- 30.5 Subject to Rule 30.7, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- 30.6 A “pecuniary interest” in a company for the purposes of Rule 30.5 does not include any interest exempted by the Registered Clubs Act.

#### **CONTRACTS WITH SECRETARY AND MANAGERS**

- 30.7 Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
- (a) the Secretary or a manager; or
  - (b) any close relative of the Secretary or a manager;
  - (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

#### **LOANS TO DIRECTORS AND EMPLOYEES**

- 30.8 The Club must not:
- (a) lend money to a director of the Club; and
  - (b) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

#### **RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES**

- 30.9 A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
- 30.10 If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

#### **DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB**

- 30.11 A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
  - (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
  - (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
  - (d) any gift (which includes money, hospitality and discounts) valued at one thousand

dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the club or from a person or body that has entered into a contract with the club.

30.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 30.11.

## **PROVISION OF INFORMATION TO MEMBERS**

30.13 The Club must:

- (a) make the information required by the Registered Clubs Regulations available to the members of the club within four (4) months after the end of each reporting period to which the information relates, and
- (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the club can access the information.

## **31. REMOVAL FROM OFFICE OF DIRECTORS**

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31.1 The members in general meeting may by ordinary resolution:

- (a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office; and
- (b) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.

31.2 Any person appointed pursuant to paragraph 31.1(b) shall hold office for the remainder of the term of office of the person he or she replaces.

31.3 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 (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

## **32. VACANCIES ON THE BOARD**

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32.1 The office of a member of the Board shall automatically be vacated if the person holding that office:

- (a) is disqualified for any reason referred to in Section 206B of the Act.
- (b) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club.
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (d) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.
- (e) by notice in writing given to the Secretary resigns from office as a director.
- (f) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.

- (g) ceases to be a member of the Club.
- (h) ceases to be a member entitled to hold office on the Board.
- (i) ceases to hold any qualification necessary to hold office on the Board.
- (j) fails to complete the mandatory training requirements for directors referred to in Rule 26 within the prescribed period (unless exempted).
- (k) becomes an employee of the Club.
- (l) has been assessed by a management liability underwriter and a loading on premium has been imposed or a higher than usual excess has been imposed in respect of that person.

32.2 The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

### **FILLING CASUAL VACANCY**

32.3 Subject to Rule 32.4, 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 only until the conclusion of the following Biennial General Meeting.

32.4 In respect of the first vacancy occurring in the position of Ordinary director before the election of the Board and the Biennial General Meeting to be held in 2020:

- (a) the Board must not fill that vacancy; and
- (b) the number of Ordinary directors will then be permanently reduced to five (5), so that the Board consists of seven (7) directors comprising a President, Vice President and five (5) Ordinary directors.

### **33. GENERAL MEETINGS**

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

33.2 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.

33.3 The Board may whenever it considers fit, call and arrange to hold a general meeting of the Club.

33.4 (a) Subject to this Rule 33, the Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting.

(b) In this Rule 33.4 the term "the request" shall mean the request referred to in paragraph (a).

(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 Secretary.
- (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 twenty-one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
- (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 twenty-one (21) days after the request is given to the Secretary.
- (g) The meeting referred to in paragraph (f) of this Rule 33.4 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 (3) months after the request is given to the Club.
- (h) To call the meeting the members requesting the meeting may ask the secretary for a copy of the register of members and the secretary must give the members the copy of the register of members without change.

#### **NOTICE OF GENERAL MEETINGS**

33.5 At least twenty-one (21) days notice must be given of the Annual General Meeting and any general meeting of the members of Club must be given to all Full Members who are entitled to attend and vote at the meeting and to the Club's auditor.

33.6 A notice of a general meeting of the members of the Club (including an Annual General Meeting) must:

- (a) set out the place, date and time of the meeting; and
- (b) state the general nature of the meeting's business;
- (c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.

33.7 A copy of a notice of general meeting of the members of the Club shall be posted on the Club Notice Board for a period not less than 21 days prior to the date of the meeting.

33.8 Neither:

- (a) the accidental omission to give notice of a meeting; nor
- (b) the non-receipt by any person of notice of a meeting;

shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

#### **ANNUAL GENERAL MEETINGS PROCEEDURES**

33.9 The business of the Annual General Meeting shall be as follows:

- (a) to receive and consider the minutes of the previous Annual General Meeting and the

- minutes of any other general meeting requiring confirmation; and
- (b) to receive and consider the reports referred to in Rule 36.4;
  - (c) in the case of a Biennial General Meeting, to declare the results of the election of the Board and/or conduct any further election as may be required by this Constitution;
  - (d) to appoint an auditor or auditors in the event that there be a vacancy in the office of Auditor;
  - (e) to approve the payment of honorariums (if any);
  - (f) to deal with any other business of which due notice has been given;
- 33.10 The chairperson 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.
- 33.11 If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairperson 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.

#### **AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS**

- 33.12 The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.
- 33.13 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.
- 33.14 The auditor is entitled to be heard even if:
- (a) the auditor retires at the meeting; or
  - (b) the meeting passes a resolution to remove the auditor from office.
- 33.15 The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

#### **CHAIR AT GENERAL MEETINGS**

- 33.16 The President shall be entitled to take the chair at every general meeting.
- 33.17 If the President is not present or is unwilling or unable to act then the Vice President shall preside as chairperson of the meeting.
- 33.18 If the Vice President is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board to preside as chairperson of the meeting.
- 33.19 If a member of the Board is not present or is unwilling or unable to act then the members of the Club present shall elect a member to preside as chairperson of the meeting.

#### **ATTENDANCE AND VOTING AT GENERAL MEETINGS**

- 33.20 Subject to any restrictions contained in this Constitution and the provisions of the Registered Clubs Act and Gaming Machines Act, Life members and financial Ordinary members are entitled to attend and vote at a general meeting (and an Annual General Meeting) of the Club.

- 33.21 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.
- 33.22 Every member eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.
- 33.23 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall have a second or casting vote.
- 33.24 No member of the Club who is a current employee of the Club shall be eligible to vote at any meeting of the Club.
- 33.25 Subject to this Constitution, every question and ordinary resolution submitted to a meeting shall be decided by a simple majority of votes from those members present and voting at the meeting.
- 33.26 Voting shall be on a show of hands unless a poll is demanded.
- 33.27 Five (5) members or the chairperson may demand a poll.
- 33.28 A demand for a poll may be withdrawn.
- 33.29 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 chairperson directs.
- 33.30 The result of the poll shall be the resolution of the meeting at which the poll was demanded.
- 33.31 A poll demanded on the election of the chairperson or on a question of adjournment shall be taken immediately.
- 33.32 At any general meeting (unless a poll is demanded) a declaration by the chairperson that:
- (a) a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority; and
  - (b) an entry to that effect in the book containing the minutes of the proceedings of the Club, shall, provided that the declaration reflects the show of hands, be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

#### **QUORUM FOR GENERAL MEETINGS**

- 33.33 No business shall be transacted at any general meeting of members unless a quorum of members is present.
- 33.34 At any general meeting of the Club (including the Annual General Meeting), twenty five (25) members present in person and eligible to vote shall be a quorum.
- 33.35 If a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (a) be dissolved if it was convened at the request of members pursuant to Rule 33.4; or

(b) stand adjourned to the same day in the next week at the same time and place.

33.36 If at any meeting adjourned pursuant to Rule 33.35(b) a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

#### **ADJOURNMENT OF GENERAL MEETINGS**

33.37 The chairperson of a meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.

33.38 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

33.39 A resolution passed at an adjourned meeting is passed on the day it was passed and shall not be deemed to have been passed on any earlier day.

33.40 It shall not be necessary to give any notice of an adjourned meeting 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.

#### **34. MEMBERS' RESOLUTIONS AND STATEMENTS**

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##### **RESOLUTIONS FROM INDIVIDUAL MEMBERS**

34.1 Notwithstanding Rules 34.3 to 34.12, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.

34.2 The Secretary shall cause all items of business and notices of motion referred to in Rule 36.1 to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.

##### **MEMBERS' RESOLUTIONS**

34.3 Subject to Rules 34.4 to 34.11 inclusive, the following may give the Secretary notice of a resolution that they propose to move at a general meeting:

- (a) members with at least 5% of the votes that may be cast on the resolution; or
- (b) at least one hundred (100) members who are entitled to vote at a general meeting.

34.4 The notice must:

- (a) be in writing; and
- (b) set out the wording of the proposed resolution;
- (c) be signed by the members proposing to move the resolution.

34.5 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.

34.6 The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.

- 34.7 If the Secretary has been given notice of a resolution under Rule 36.3, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.
- 34.8 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.
- 34.9 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.
- 34.10 The members requesting the resolution 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 that the Club meet the expenses itself.
- 34.11 The Club need not give notice of the resolution:
- (a) if it is more than 1,000 words long or defamatory; or
  - (b) 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.

#### **MEMBERS' STATEMENTS**

- 34.12 Subject to Rules 34.13 to 34.20 inclusive, members may request the Club to give to all its members a statement provided by the members making the request about:
- (a) a resolution that is proposed to be moved at a general meeting; or
  - (b) any other matter that may be properly considered at a general meeting.
- 34.13 The request must be made by either:
- (a) members with at least 5% of the votes that may be cast on the resolution; or
  - (b) at least one hundred (100) members who are entitled to vote at the meeting.
- 34.14 The request must be:
- (a) in writing; and
  - (b) signed by the members making the request;
  - (c) given to the Secretary.
- 34.15 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.
- 34.16 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.
- 34.17 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.
- 34.18 The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.

34.19 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.

34.20 The Club need not comply with the request:

- (a) if the statement is more than 1,000 words long or defamatory; or
- (b) 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.

## **35. MINUTES**

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35.1 The Club must keep minute books in which it records:

- (a) proceedings and resolutions of general meetings of the Club; and
- (b) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
- (c) resolutions passed by directors without a meeting.

35.2 The Club must ensure that:

- (a) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and
- (b) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.

35.3 A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

## **36. ACCOUNTS AND REPORTING TO MEMBERS**

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36.1 The Board shall:

- (a) 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.
- (b) prepare, on a quarterly basis, financial statements that incorporate:
  - (i) the Club's profit and loss accounts and trading accounts for the quarter; and
  - (ii) a balance sheet as at the end of the quarter.
- (c) cause the financial statements referred to in paragraph (b) of this Rule to be submitted to a meeting of the Board.
- (d) make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within seven (7) days of the statements being adopted by the Board.
- (e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule.

- (f) provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member.
- 36.2 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.
- 36.3 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, report in accordance with Part 2M.3 of the Act to those members who request that copies of the reports referred to in rule 36.4 below be sent to them.
- 36.4 In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of December immediately prior to the Annual General Meeting:
- (a) the financial report of the Club; and
  - (b) the directors' report;
  - (c) the auditors' report on the financial report.

#### **37. FINANCIAL YEAR**

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- 37.1 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 the following year or such other period as having regard to the Act, the Board may determine.

#### **38. AUDITORS**

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

#### **39. SECRETARY**

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- 39.1 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.

#### **40. EXECUTION OF DOCUMENTS**

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- 40.1 The Club may have a Seal.
- 40.2 If the Club has a Seal the Board must provide for its safe custody.
- 40.3 The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (a) two members of the Board; or
  - (b) one member of the Board and the Secretary.
- 40.4 The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (a) two members of the Board; or
  - (b) one member of the Board and the Secretary.

## **41. NOTICES**

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- 41.1 A notice may be given by the Club to any member either:
- (a) personally; or
  - (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution; or
  - (c) by sending it to the electronic address (if any) nominated by the member.
- 41.2 Where a notice is sent by post to a member in accordance with Rule 41.1 the notice shall be deemed to have been received by the members:
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
  - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- 41.3 Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.

## **42. INDEMNITY TO OFFICERS**

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- 42.1 Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- 42.2 The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

## **43. INTERPRETATION**

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- 43.1 A decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.

## **44. AMENDMENTS TO CONSTITUTION**

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- 44.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Subject to any restrictions contained in this Constitution, Life members and financial Ordinary members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.