

(As at 30th September 2013)

CONSTITUTION OF
BURWOOD R.S.L. CLUB LIMITED

COMPANIES ACT, 1961
(A.C.N. 000 975 646)

A COMPANY LIMITED BY GUARANTEE

NEW SOUTH WALES

CORPORATE AFFAIRS COMMISSION

No. of Company 143142

34691

Corporate
Affairs
Commission

COMPANIES ACT, 1961

{ SECTION 16 (3) }

CERTIFICATE OF INCORPORATION

OF PUBLIC COMPANY

THIS IS TO CERTIFY that

BURWOOD R.S.L. CLUB LIMITED

is, on and from the twenty-eighth day of January, 1972, incorporated under the Companies Act, 1961, and that the company is a company limited by Guarantee.

GIVEN under the seal of the Corporate Affairs Commission at Sydney, this twenty-eighth day of January, 1972.

(Signed) F. J. O. RYAN
Commissioner.

COMPANIES ACT, 1961
A COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

BURWOOD R.S.L. CLUB LIMITED

1. The name of the Company is the "BURWOOD R.S.L. CLUB LIMITED" (hereinafter called "the Club").
2. The powers contained in the Third Schedule to the Companies Act, 1961, are expressly excluded from this Memorandum and shall not apply to the Club except so far as the same are re-produced herein but such exclusion shall not be taken as in any way limiting the powers of the Club as hereinafter set out.
3. The objects for which the Club is established are:
 - (a) To take over as a going concern pursuant to and in compliance with Section 134B of the Liquor Act, 1912 as amended, the whole of the assets and liabilities of the present unincorporated Club known as the "BURWOOD R.S.L. SUB-BRANCH CLUB".
 - (b) To provide and maintain on such terms and conditions and regulations as may from time to time be determined and prescribed by the Club in accordance with its Memorandum and Constitution Club Rooms with associated amenities necessities and conveniences for the benefit of the Members from time to time of the Club.
 - (c) To perpetuate the close and kindly ties of friendship created by mutual service in wars of the British Commonwealth and the recollections associated with that experience, to maintain a proper standard of dignity and honour among all sailors, soldiers and airmen and to set an example of public spirit and noble-hearted endeavour.
 - (d) To inculcate loyalty to Australia and the British Commonwealth and secure patriotic service in the interests of both.
 - (e) To induce members as citizens to serve Australia with that spirit of self-sacrifice and loyalty with which, as sailors, soldiers and airmen, they served Australia and the British Commonwealth.
 - (f) To maintain a standard of conduct within the Club and on the part of the members which is non-sectarian in regard to religion and politically non-partisan.
 - (g) To guard the good name and preserve the interests and standing of all ex-Members of the Forces.
 - (h) To encourage participation by the members of the Club in social, literary, sporting, athletic and other lawful activities, whether competitive or otherwise, whereby they will be inspired to strengthen their attainments in mind and body to fulfil their roles as citizens of Australia..
 - (i) To subscribe to, become a member of and co-operate with any other Club, Association or Organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club, provided that the Club shall not subscribe to or support with its funds, any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of Clause 4 of this Memorandum.

- (j) In furtherance of the objects of the Club to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquor or solid, required by the members of the Club or their invited guests.
- (k) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with, any of the objects of the Club; provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (l) To enter into any arrangements with any Government or Authority, Supreme, Municipal local or otherwise, that may seem conducive to the Club's objects or any of them; and to obtain from any such Government or Authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (m) To develop and turn to account any lands acquired or in which the Club is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, farming, cultivating, letting on building lease or by building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (n) To carry on any other activity or occupation whether of the nature of farming, mining, construction, manufacturing, trading, financing or performing services or of any other nature whatsoever which the Directors of the Club think is capable of being conveniently or profitably carried on in connection or conjunction with any activity in which the Club is for the time being engaged, or which in their opinion is calculated, directly or indirectly, to enhance the value of or render profitable any of the Club's property and/or rights.
- (o) To apply for, obtain and hold a Certificate of Registration of a club under Part X of the Liquor Act 1912, as amended and to apply for, obtain and hold all such other Certificates of Registration, licences and the like issued under or pursuant to any Act of Parliament, Government or Local Governmental Regulation or the like as may be necessary in connection with any of the activities of the Club or the amenities or services it maintains for its members.
- (p) In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.
- (q) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club but subject always to the provisions in paragraph (k) of this Clause 3 of this Memorandum.
- (r) To raise and collect funds by private subscriptions, public appeals, art unions, and/or donations, to hold, promote, assist and/or encourage, sales of work, bazaars, entertainments, competitions, displays, public and other meetings and to take or hire any public hall or other buildings for any such purpose and to procure or authorise the delivery of lectures or addresses calculated to benefit the Club or any branch of its work.
- (s) In furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.

- (t) To invest and deal with the money of the Club not immediately required in such manner as may be permitted.
- (u) To borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase, redeem or pay off any such securities.
- (v) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price or any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.
- (w) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (x) To give any guarantee or enter into any bond in connection with the affairs of the club and to indemnify any person, persons or corporation who may incur or have incurred any personal liability for the benefit of the Club.
- (y) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- (z) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit employees or past employees of the Club or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (aa) (Defunct - 28th July, 1975).
- (bb) To take such steps by person or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the manner of donations, annual subscriptions or otherwise.
- (cc) To print and publish any newspaper, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects or for the information of its members.
- (dd) In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of Clause 4 of this Memorandum.
- (ee) In furtherance of the objects of the Club to transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the Companies, institutions, societies or associations with which the Club is authorised to amalgamate.
- (ff) To promote all or any of the objects of the Returned Services League of Australia and/or the New South Wales Branch of such League.
- (gg) To form a bowls section within the Club, to promote the game of outdoor bowls, and to conduct and control all matters and things in connection therewith as may be necessary or convenient to promote that object subject to this constitution.

- (hh) To make donations for patriotic or charitable purposes.
- (ii) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (jj) To pay all costs and expenses of and in connection with the formation and registration of the Club as a Company.
- (kk) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

AND IT IS HEREBY DECLARED that it is intended that each object specified in each paragraph of this Clause shall, unless otherwise therein provided, be regarded as an independent object and shall in no wise be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Club, and shall be capable of being pursued as an independent object and either alone or in conjunction with any one or more of the objects specified in the same or in any other paragraph or paragraphs.

4. The income and property of the Club, whencesoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Club. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Club, or to any member of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest at a rate not exceeding that which the Club would be required to pay to other persons or corporations on money lent, or reasonable and proper rent for premises demised or let by any member to the Club; but so that no member of the Board of Directors, Council of Management or other governing body of the Club, howsoever called, shall be appointed to any salaried officer of the Club paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Club to any member of such governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the governing body may be a member and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share or profits he may receive in respect of such payment.
5. Notwithstanding the provisions of Clause 4 of this Memorandum it shall be lawful for the Club in general meeting to pay such honorarium or allowance as to the meeting seems fit to any one or more of the Directors or other officers of the Club provided that such honorarium or allowance shall be paid as an estimate of the expenses incurred or to be incurred by any particular Director or officer of the Club.
6. The liability of the members is limited.
7. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Club contracted before he ceased to be a member, and of the costs, charges, and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Ten dollars (\$10.00).
8. If upon the winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to the Burwood Sub-Branch of the R.S.L. provided that if such Sub-Branch is not operating then the same shall be given or transferred to the Returned Services League of Australia (New South Wales Branch).

9. True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditures take place and of the property, credits and liabilities of the Club; together with proper books showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature; and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being in force, shall be open to inspection of the members. Once at least in every year, the accounts of the Club shall be examined and the correctness of the Balance Sheet ascertained by one or more properly qualified auditor or auditors.

10. The names, addresses and occupation of the subscribers are as follows:

Ernest James FINNERTY	14 The Causeway, Enfield.	Linotype Operator
James Smith LAWSON	19 Stevanage Road, Canley Heights.	General Foreman
Lawrence MacPHEDRAN	22 Yoorami Street, Beverly Hills	Sales Representative
Ronald John THOMAS	10 Lansdowne Street, Concord.	Water Board Employee
Maxwell Simpson SULLIVAN	4 Rose Street, Concord.	Secretary- Manager

11. We, the several persons whose names and addresses are hereinbefore formed into a Company in pursuance of this Memorandum of Association, set forth and whose signatures are hereunder subscribed are desirous of being

Signatures of Subscribers	Witness to signatures and address of Witness.
E. FINNERTY	WILLIAM F. NOBLE
JAMES S. LAWSON	WILLIAM F. NOBLE
L. MacPHEDRAN	WILLIAM F. NOBLE
R. THOMAS	WILLIAM F. NOBLE
M. S. SULLIVAN	WILLIAM F. NOBLE
	WILLIAM F. NOBLE 210A Burwood Road, Burwood Solicitor.

DATED this Eighteenth day of January, 1972.

RULES
OF
BURWOOD R.S.L. CLUB LIMITED

INTERPRETATION

1. In these rules -

"The Act" means 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 and if application any Regulation made under the Act;

"The Annual General Meeting" means the General Meeting held each year as required by these Rules;

"The By-Laws" means the By-Laws of the Club for the time being in force;

"The Club" means the Burwood R.S.L. Club Limited;

"The unincorporated Club" means the unincorporated body known as the "Burwood R.S.L. Sub-Branch Club" whose funds and other assets and liabilities the Club is authorised to take over by clause 3 (a) of the Memorandum of Association;

"The Committee" or "The Board of Directors" means the members for the time being constituted as such as provided for in these Rules;

"The Executive" means the President, Deputy President and Vice-President;

"Ex-Serviceman/Serviceman" means any person who complies with the requirements for admission to membership of the Returned and Services League of Australia;

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

"Member" means a person who has been duly accepted as such by the Board of Directors in accordance with these Rules and who has paid to the Club all current entrance fees, subscription charges and other fees;

"Month" means calendar month;

"Notice Board" means the board or boards provided in the Club House on which notices for the information of members are posted;

"R.S.L." means the Returned and Services League of Australia and where appropriate can be interpreted to mean the New South Wales Branch of the League;

"Constitution of the Club" means the Memorandum of Association and these Rules;

"The Register" means the register of members kept pursuant to these Rules;

"The Seal" means the Common Seal of the Club;

"The Secretary" means any person appointed to perform the duties of a Secretary of the Club and includes the Secretary/Manager and/or an Honorary Secretary and/or the General Manager such person being the Chief Executive Officer of the Club for the purposes of Section 32(1) of the Registered Clubs Act;

"State" means the State of New South Wales;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

A decision of the Board on the construction or interpretation of the Constitution of the Club or on any By-laws of the Club made pursuant to these Rules or on any matter arising thereout shall be conclusive and binding on all Members of the Club subject to such construction or interpretation being varied or revised by the Members of the Club in General Meeting or by the Supreme Court of New South Wales.

Any word indicating either masculine or feminine gender shall in all cases be deemed to include feminine or masculine gender respectively except in a case where such inclusion would result in an absurdity;

"Full Member" in relation to the Club means any person who is an Ordinary, Associate, Croydon Park or Honorary Life member of the Club and in relation to any other club has the meaning as provided in Section 4(1) of the Registered Clubs Act.

2. (a) The Club shall be a non-proprietary Club and is established for the purpose set out in the Memorandum of Association.
- (b) Subject to the provisions of Section 10(6) of the Registered Clubs Act, a Member of the Club, whether or not he is a member of the governing body, or of any Committee of the Club, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for a Certificate of Registration under Part II of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a Certificate.
- (d) The Secretary or Manager, or any employee or a member of the governing body or of any committee of the Club shall not be entitled under the Rules of the Club or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- (e) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.

MEMBERSHIP

(General)

3. The number of members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
4. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership in accordance with these regulations shall be members of the Club.
5. If the whole of the funds and other assets of the unincorporated Club become the absolute property of the Club forthwith after its incorporation then every person who at the date of incorporation of the Club is a member of the unincorporated Club and who on or before the 31st day of January, 1972 agrees in writing to become a member of the Club shall be admitted by the Committee to membership of the Club. Every member of the Club who previously to his agreeing to become a member of the Club has paid his subscription due on the 1st day of January 1972, as a member of the unincorporated Club shall not be liable to pay any further sum by way of annual subscription to the Club for the period prior to the 1st day of January, 1972.
6. Every applicant for membership of the Club (other than the subscribers to the Memorandum of Association and Members of the unincorporated Club referred to in Rule 5) shall qualify and be elected in manner prescribed by these Rules.

MEMBERSHIP

(Classification)

7. The membership of the Club shall be divided into the following classes:-
 - (a) Ordinary Members;
 - (b) Associate Members;
 - (c) Honorary Members;
 - (d) Temporary Members;
 - (e) Honorary Life Members;
 - (f) Provisional Members;
 - (g) Croydon Park Member.

MEMBERSHIP

(Eligibility)

8. No person under the age of eighteen years shall be admitted as a member of the Club.
9. (a) Ordinary members shall be those persons who are members of the Burwood Sub-Branch of the R.S.L. and who shall have made application for and been admitted to membership of the Club in accordance with these Rules.

- (b) Associate members shall be any other persons who shall have made application for membership in accordance with the Rules and have been duly admitted.
- (c)
 - (i) Croydon Park members shall be those persons who are full members (as defined in the Registered Clubs Act) of Croydon Park Ex-Servicemen's Club Limited and who are admitted to membership of the Club pursuant to Rule 16B for the purposes of the amalgamation between the Club and Croydon Park Ex-servicemen's Club Limited.
 - (ii) A Croydon Park member shall be entitled to the rights and privileges of Associate members under this Constitution provided that they shall be required to be members for the minimum periods as specified in the rules 25(i), 25(ii) and (iii,) and rule 36 (a)).

9A.

HONORARY MEMBERSHIP

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

9B.

TEMPORARY MEMBERSHIP

- (a) The following persons in accordance with procedures established by the Board may be made Temporary Members of the Club:
 - (i) Any visitor whose permanent place of residence is not less than a radius of five kilometres from the Club;

- (ii) Full Members (as defined in the Registered Clubs Act) of other Clubs which are registered under the Registered Clubs Act and which have objects similar to those of the Club;
 - (iii) A Full Member (as defined in the Registered Clubs Act) of any registered Club who, at the invitation of the Board of the Club or a Full Member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of that day.
 - (iv) Any interstate or overseas visitor.
- (b) Temporary Members shall not be required to pay an entrance fee or annual subscription;
 - (c) Temporary Members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;
 - (d) Temporary Members shall not be entitled to introduce guests into the Club other than a minor in accordance with Rule 32B.
 - (e) The General Manager of the Club or a person authorised by him may terminate the membership of any Temporary Member at any time without notice and without having to provide any reason therefore;
 - (f) No person under the age of 18 years may be admitted as a Temporary Member of the Club;
 - (g) When a Temporary Member (other than a Temporary Member admitted pursuant to paragraph (a) (iii) of this Rule 9B) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
 - (i) the name in full or initials and family name of the temporary member;
 - (ii) the residential address of the Temporary Member;
 - (iii) the date on which Temporary Membership is granted;
 - (iv) the signature of the Temporary Member.

9C.

HONORARY LIFE MEMBERSHIP

- (a) Honorary Life Membership may be conferred upon a Member who has rendered outstanding service to the Club. To be eligible for Honorary Life Membership a member must be nominated by one Full Member of the Club and seconded by another Full Member of the Club. The nomination shall then be forwarded to the Honours Committee (as established by the Board from time to time) for investigation and when the Honours Committee has completed its investigation it shall forward the nomination and its report to the Board of Directors of the Club.

If such nomination is approved by the Board of Directors, the nomination shall be referred to the next General Meeting of the Club and if such nomination is approved by a simple majority of those present and entitled to vote on resolutions at such meeting, the person nominated shall be an Honorary Life Member of the Club. As from (date of passing of Special Resolution) nominees for Honorary Life Membership must have at least fifteen (15) years membership of the

Club in any category of membership other than as Honorary membership, Temporary membership or Provisional membership. All existing Honorary Life Members of the unincorporated Club shall be deemed to have been duly elected Honorary Life Members of the Club upon incorporation of the Club.

- (b) An Honorary Life Member shall maintain the requirements and have the same rights and privileges of the class of Membership to which he belonged immediately prior to being elected to Honorary Life Membership, except where the Member wishes to change his classification of Membership he shall then assume the rights and privileges of that classification of Membership.

MEMBERSHIP

(Admission)

10. Every candidate for membership of the Club shall make application for election to membership of the Club and shall complete a nomination form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Board of Directors, including the full name, address, date of birth of the candidate and a statement that the candidate, if admitted, will be bound by the Memorandum and Rules of the Club. The form shall be signed by the candidate.
11. The application for membership shall be accompanied by the amount of any entrance fee and the annual subscription in advance.
12. The names and addresses and other relevant particulars of all applications for Ordinary or Associate Membership shall be displayed in a conspicuous place on the notice board in the Club premises by the Secretary and shall remain there posted for at least seven (7) days prior to the date of the meeting of the Board of Directors at which the application is to be considered.
13. An interval of not less than fourteen days shall elapse between nomination and election of candidates for Ordinary or Associate Membership.
14. The election of Ordinary and Associate Members shall be by the Board of Directors at a duly convened meeting. The Secretary of the Club shall keep a record of the names of the members of the Board of Directors present and voting at such meetings and the names of the members elected.
15. The Committee may reject any application for membership without assigning any reason for such rejection. The Secretary shall thereupon return to such rejected candidate the amount of entrance fee and subscription lodged with the application.
16. Every person elected to membership and informed of his election as directed in these Rules shall be deemed to be bound by the Memorandum and Rules of the Club and the By-Laws and Rules of the Club as laid down from time to time by the Board of Directors and the payment of entrance fee, if any, and/or subscription or any part thereof shall be conclusive evidence of such agreement.

16A.

PROVISIONAL MEMBERSHIP

- (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with these Rules seeking membership of the Club and pays to the Club the subscription

appropriate to the class of Membership referred to in the nomination form may be granted Provisional Membership of the Club while awaiting the decision of the Board in relation to that person's application for Full Membership of the Club.

- (b) Should a person who is admitted as a Provisional Member not be elected to Full Membership of the Club within ten (10) weeks from the date of lodging the nomination form with the Secretary or should his application for Full Membership be refused (whichever is the sooner) he shall cease to be a Provisional Member of the Club and the annual subscription submitted with his nomination shall be forthwith returned to him.
 - (c) Provisional Members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or to participate in the management, business and affairs of the Club in any way.
- 16B. (a) Rules 10 to 16 inclusive shall not apply to a person who is admitted as a member of the Club, pursuant to the amalgamation between the Club and Croydon Park Ex-Servicemen's Club Limited ("**the Amalgamation**"). This Rule 16B shall be the only rule to apply to the admission of such a person to membership of the Club.
- (b) A person shall be admitted as a member of the Club pursuant to the Amalgamation if that person:
 - (i) is a full member (as that term is used in the Registered Clubs Act) of Croydon Park Ex-Servicemen's Club Limited and the Independent Liquor and Gaming Authority has approved the Amalgamation: and
 - (ii) has agreed to be a member of the Club pursuant to the amalgamation.
 - (c) The agreement referred to in paragraph (b) (ii) shall be given in accordance with paragraph (d).
 - (d) (i) As soon is practicable after the Independent Liquor and Gaming Authority has approved the Amalgamation (and before completion of the Amalgamation) the Club shall forward a notice to each person who is a member of Croydon Park Ex-Servicemen's Club Limited (other than those who are already members of the Club or who have been expelled from or are under suspension from the Club);
 - (ii) The notice referred to in sub-paragraph (i) above will be to the effect that:
 - (1) the Club invites the person to become a member of the Club with effect from the date of the amalgamation; and
 - (2) unless the person informs the Club in writing within fourteen (14) days from the date of the Notice that the person does not accept the invitation then the person will be deemed to have accepted the invitation and consented to be a member of the Club with effect from the date of completion of the amalgamation;
 - (iii) The name of each person who pursuant to this Rule 16B is deemed to have consented to become a member of the Club shall (subject to the Club complying with section 30(2) (a) and (b) of the Registered Clubs Act in relation to that person) become a member pursuant to a resolution of the Board of the Club admitting that person to membership of the Club with effect from the date of completion of the Amalgamation;

- (iv) All persons admitted to membership of the Club pursuant to this Rule 16B shall be identified in the register of members as being Associate members (unless and until they transfer to another class of membership) but they shall also continue be identified as “Croydon members” for the purposes of section 17AC(2) of the Registered Clubs Act.
- (v) All persons admitted to membership of the Club pursuant to this Rule 16B shall be deemed to have paid the annual subscription applicable to their class of membership of the Club until the time when the last annual subscription paid to Croydon Park Ex-Servicemen’s Club Limited would have expired if the Amalgamation had not taken place.

MEMBERSHIP

(Cessation)

- 17. If the entrance fee or subscription or any part thereof of any Member shall not be paid within a period of 28 days from the date upon which it shall fall due for payment the Secretary shall give to the member in default fourteen (14) days written notice within which such entrance fee or subscription must be paid and if the same shall not have been paid within the time limited by such notice the defaulting member shall from that date be debarred from all privileges of membership and his name shall be removed from the Register of Members of the Club but he shall remain liable in the manner set out in Clause 7 of the Memorandum of Association.
- 18. Any member may, at any time, by notice in writing to the Secretary, resign his membership of the Club but shall continue liable for current entrance fee and annual subscriptions and all arrears due and unpaid at the date of his resignation and for any sum which may be otherwise due to the Club including moneys which the member may be liable to contribute to the assets of the Club in accordance with Clause 7 of the Memorandum of Association.
- 19.
 - (a) If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Rules of the Club or any of the By-Laws of the Club made pursuant thereto, or shall be guilty of any conduct, either within or without the Club, which in the opinion of the Board of Directors or Conduct Committee appointed pursuant to Rule 19A is unbecoming of a member or prejudicial to the interests of the Club, the Board of Directors or Conduct Committee appointed pursuant to Rule 19A shall have power to suspend or expel the member from the Club and in the latter case to erase his name from the Register of Members.
 - (b) The Secretary shall forward to a member being considered for suspension or expulsion not less than seven (7) days' notification of the Meeting at which the citation is to be dealt with and in such notification may suspend the Member from the privileges of membership pending the meeting. The notification shall indicate the date of the meeting and shall supply brief particulars of the matters to be alleged at the Meeting and indicate the approximate date when the matters are alleged to have occurred.
 - (b)(i) The Secretary, or in his absence the Acting Secretary, shall have the power to issue a citation to a member and to suspend a member pending determination of the citation pursuant to paragraph (b) of this Rule 19.
 - (c) At the meeting, the Member shall, before the motion for suspension or expulsion is put to the vote, have an opportunity of giving orally or in writing his explanation or defence to the citation.
 - (d) Matters of suspension shall be dealt with at the next Board Meeting or meeting of the Conduct Committee appointed pursuant to Rule 19A for which notice in accordance with this Rule can be conveniently given. Matters of expulsion shall be dealt with within three (3) months of the allegations upon which the expulsion is to be founded being brought to the notice of the Board of Directors.

- (e) Any member making a charge against another member or person must make such charge in writing stating his own name, the name of the member or person concerned, the date of the alleged offence (as nearly as can practically be ascertained) and the nature of the charge.
- (f) Nothing in this Rule contained shall prejudice the right of temporary suspension contained in the Rule immediately following.
- (g) Any resolution for suspension or expulsion under this Rule shall require for its passage a simple majority of votes of the meeting where the motion is put and subject to Rule 19A the decision shall not be subject to appeal.

CONDUCT COMMITTEE

19A. The Board is authorised to delegate its powers under Rule 19 to a Conduct Committee which shall function in accordance with the provisions of this Rule 19A.

(a) **Membership**

The Conduct Committee will comprise of 3 employees holding senior positions at the Club as nominated by the Secretary from time to time and appointed pursuant to a resolution of the Board. The employees who are appointed to comprise the Conduct Committee to determine a charge shall not have been previously involved in the event or events which formed the basis of any charge to be determined.

(b) **Powers and procedure**

The Conduct Committee shall exercise all the powers and discretions conferred on the directors pursuant to Rule 19 and shall follow the procedures referred to in sub-paragraphs (a) to (g) inclusive of Rule 19 when exercising those powers and discretions provided that in the case of an equality of votes of the members of the Conduct Committee the chairman will have a second or casting vote. The Chairman of the Conduct Committee will be determined by the Conduct Committee.

(c) **Appeal**

(i) A member may appeal a decision of the Conduct Committee to the Board only as provided for in this Rule 19A(c).

(ii) There shall be a right of appeal from a decision of the Conduct Committee only when the Conduct Committee imposes on a member a suspension from membership of the Club for a period of more than two (2) years (or such other period as determined by the Board of Directors from time to time) or expels a member. The member concerned shall have the right to appeal on whether or not they are guilty of the charge and in relation to the disciplinary response imposed by the Conduct Committee.

(iii) Any member who wishes to appeal a decision of the Conduct Committee must give to the Secretary of the Club notice in writing of his intention to appeal such decision within seven days of being notified of the decision. This notice must state whether the member is appealing the decision of the Conduct Committee to find him guilty of the charge and/or the disciplinary response imposed by the Conduct Committee or both.

(iv) The Board shall hear and determine the appeal within two months of receipt of a notice pursuant to sub paragraph (iii) of this Rule 19A(c)

(v) The Board shall give to the member at least seven days notice of the date of the meeting of the Board at which the appeal is to be heard and determined.

(vi) The member shall be entitled to attend the meeting at which the appeal is to be heard for the purpose of presenting his appeal (including any evidence) and shall also be entitled to submit to the meeting written representations for the purposes of presenting his appeal.

(vii) On the hearing of an appeal, the Board shall have the power to uphold or overturn a decision of the Conduct Committee and shall have the power to uphold any disciplinary response imposed by the Conduct Committee, or substitute a lesser or greater disciplinary response than that imposed by the Conduct Committee.

(viii) The lodging of a notice pursuant to sub paragraph (iii) of this Rule 19A(c) shall not operate to stay or set aside any decision of or disciplinary response imposed by the Conduct Committee.”

(d) **Withdrawal of delegation**

The Board shall retain the power to hear and determine any disciplinary charge pursuant to Rule 19 which by reason of its complexity or seriousness or for any other reason the Board in its absolute discretion considers appropriate and may at any time and from time to time withdraw from the Conduct Committee any delegation of the powers under Rule 19.

20. (a) In accordance with Section 77 of the Liquor Act the Secretary or subject to paragraph (c) of this Rule 20 an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) 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; or
 - (iii) who hawks, peddles or sells any goods on the premises of the Club; or
 - (iv) 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.
 - (v) Who otherwise may be refused entry or turned out from the Club pursuant to Section 77 of the Liquor Act.
 - (vi) Who, for the purposes of prostitution, engages or uses any part of the premises of the Club.
 - (vii) Who, within the meaning of the Smoke-free Environment Act, smokes while in any part of the premises that is smoke-free.
 - (viii) Who, under the conditions of its Club licence, or a term of a liquor accord, the Club is authorised or required to refuse access to the Club.
- (b) If pursuant to paragraph (a) of this Rule 20 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph (c) of this Rule 20) 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.
- (c) Without limiting the provisions of Section 77 of the Liquor Act the employee who is entitled to exercise the powers set out in this Rule 20 shall be:

- (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; and
 - (ii) Any employee authorised in writing by the Secretary to exercise such power;
- 20A. (a) In addition to the powers given to the Secretary and authorised employees of the Club pursuant to Section 77 of the Liquor Act and referred to in Rule 20 the Secretary or in his absence an authorised employee is empowered to order and if necessary effect the removal from the premises of the Club any member or person who in his opinion has contravened any provisions of the Constitution of the Club or of any By-laws of the Club or whose presence on the premises of the Club may render the Club or the Secretary or any other person in breach of the Registered Clubs Act.
- (b) A member turned out from the Club pursuant to Rule 20 or removed from the Club pursuant to paragraph (a) of this Rule 20A may be suspended from the Club for a period not exceeding 7 days by the Secretary or any authorised employee effecting the turning out or removal.
 - (c) The Secretary or authorised employee who has effected the turning out or the removal of a member or any person from the Club pursuant to Rule 20 or pursuant to this Rule 20A shall cause a full written report of the facts and circumstances thereof to be delivered to the Board or to the Conduct Committee as soon as practicable after such turning out or removal.
 - (d) The Secretary or his delegate may extend the suspension of any member who is turned out or who is removed from the Club pursuant to Rule 20 or pursuant to this Rule 20A until the next meeting of the Board of Directors or to the next meeting of the Conduct Committee.
- 20B. Any member suspended pursuant to Rules 19, 19A, 20 or 20A, shall during the period of such suspension not be entitled to:
- (a) Attend the premises of the Club for any purpose (except to attend official Sub Branch meetings) without the permission of the Board; or
 - (b) Participate in any of the social or sporting activities of the Club or any sub club of the Club without 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.
21. Should a member incur any debt to the Club (which debt is not covered by the provisions of the Memorandum and Rules) and fail to discharge such debt upon request in writing by the Secretary, he may, by resolution of a meeting of the Board of Directors, be suspended or expelled from membership provided that before so resolving, the Board of Directors shall give the member concerned due notice of its intention to take such course. The provisions of Rule 19 shall not apply thereto.
22. Every person ceasing to be a member of the Club whether by retirement, expulsion, death, neglect to pay the entrance fee or the annual subscriptions or otherwise shall forfeit ipso facto all rights or claims upon the Club or its property or assets.

ADDRESS OF MEMBERS

23. Every member shall, after becoming a member, notify the Secretary, in writing, of any subsequent change of address from the address notified in his application for membership. The address so given shall be deemed to be the member's registered address for the purpose of issue of notices.

REGISTER OF MEMBERS

24. (a) The Secretary shall keep on the Club premises a Register of Members setting forth the names in full and addresses of all Members of the Club and specifying the class of membership to which each belongs and the date of the latest payment by each member of his subscription.
- (b) The Secretary shall keep on the Club premises a Register in which he shall enter or cause to be entered the names and addresses of all persons (not being persons whose names and other particulars have been entered in the Register pursuant to paragraph (a) of this Rule) who are admitted as Honorary or temporary members of the Club for a limited period and the dates upon which such period commences and terminates.

VOTING BY MEMBERS

25. Subject to the Registered Clubs Act, Financial members in the classes of Ordinary membership, Associate membership, and Honorary Life membership, other than those members currently under suspension, shall be entitled to:
- (iii) vote in the election of the Board of Directors provided that such members have at least twelve (12) continuous months membership of the Club as at the date of the closing of the roll in relation to the election of the Board of Directors;
- (iv) attend any general meeting of the Club provided that such members have at least twelve (12) continuous months membership of the Club as at the date of the general meeting;
- (v) vote on any matter or resolution put before the Club in general meeting provided that such members have at least twelve (12) continuous months membership of the Club as at the date of the general meeting and further provided however that only Ordinary members may vote on a Special Resolution to amend Rule 35.
26. (a) Every financial member when eligible to vote, shall have one vote provided that no servant of the Club shall be entitled to vote at any meeting of the Club.
- (b) Election of Directors shall be by ballot conducted in manner following:
- (i) Ballot papers will be available in the Club Rooms from the Returning Officer or his nominee during the times set down by the incumbent Board of Directors.
- (ii) A member on presentation of his membership ticket will receive the requisite number of ballot papers to elect candidates to the various offices being contested. Each of such ballot papers will have been marked by the returning officer or his nominee.
- (iii) The member shall complete the ballot papers in accordance with the instructions thereon and place the completed ballot papers in a locked ballot box provided for that purpose and all ballot papers must be placed in the ballot box during the hours above mentioned.
- (iv) No ballot paper shall be counted as valid unless it bears the mark of the returning officer or his nominee. It is the responsibility of the member receiving the ballot paper to ensure

that the same has been marked.

ENTRANCE FEES AND SUBSCRIPTIONS

27. The entrance fees, annual subscriptions and other fees or charges payable by any class of members, the times and manner of payment thereof and all other matters relating thereto not specifically provided for in the Memorandum and Rules shall be such as shall from time to time be determined by the Board of Directors.
28. The subscription payable by any class of membership of the Club shall be an amount not being less than two dollars per annum as determined by the Board from time to time. The subscription may be payable annually or if the Board so determines for more than one year in advance.
29. The Board of Directors may at any time and from time to time make such special or annual levies for the purposes of the Club or supplementary funds conducted by the Club.
30. Any subscription which is payable annually shall become due and payable on the first day of January in each year and if payable for more than one year in advance will be paid on the first day of January of the year in which it becomes due. All levies made by the Board of Directors shall become due and payable in the manner provided in the resolution making such levy.
31. The Board of Directors may, at its discretion, fix a charge or charges for the use of property or services of the Club by its members and may at any time amend or remove such charge or charges.
32. Honorary members, Temporary members and Honorary Life members only shall be relieved of any obligation or liability with respect to the payment of entrance fee, if any, and/or subscriptions.

32A.

GUESTS

- (a) All Members shall have the privilege of introducing guests to the Club and on each day a Member first brings a guest into the Club that Member shall (unless the guest is a minor) enter in the Register of Guests the name and address of that guest and that Member shall countersign that entry.
- (b) No Member shall introduce guests more frequently or in greater number than may for the time being be provided by By-Law nor shall he introduce any person as a guest who has been expelled from the Club for misconduct or non payment of subscription or fees who has been suspended by the Board of the Club;
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club;
- (d) The Board shall have power to make By-Laws from time to time not inconsistent with these Rules or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club;
- (e) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a Member.
- (f) A guest shall at all times remain in the reasonable company of the Member who countersigned the entry in the Register of Guests in respect of that guest.
- (g) A guest shall not remain on the premises of the Club any longer than the Member who countersigned the entry in the Register of Guests in respect of that guest.

- 32B. A Temporary Member may bring into the Club premises as a guest of that Temporary Member a minor:
- (a) who at all times while in the Club premises remains in the company and immediate presence of that Temporary Member;
 - (b) who does not remain on the Club premises any longer than that Temporary Member;
 - (c) in relation to whom the Member is a responsible adult.
- 32C. For the purposes of Rule 32B “responsible adult” means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
 - (b) the minor’s spouse or any person who, although not legally married to the minor ordinarily lives with the minor as the minor’s spouse on a permanent domestic basis;
 - (c) a person who for the time being has parental responsibility for the minor.

OFFENCES

33. It shall be an offence to:-
- (a) be intoxicated, violent, quarrelsome or disorderly or introduce liquor on the premises without permission,
 - (b) Use objectionable or obscene language.
 - (c) Damage Club property.
 - (d) Remove Club property without proper authority.
 - (e) Enter or remain on Club premises at unauthorised times.
 - (f) Disregard the instructions of the Board of Directors.
 - (g) Infringe the provisions of the Memorandum and Rules of the Club and the By-Laws and Rules made thereunder.
 - (h) Cause offence to any member or members of the Club which is prejudicial to the good order of the Club or to the comfort or welfare of any such member or members.
 - (i) Introduce or engage in any form of illegal gambling in the Club.
 - (j) To take liquor from the premises without the proper authority.
 - (k) To cash in the Club a cheque which is not met on presentation.
 - (l) To commit or aid or abet the commission of a breach of the Statutory requirements set out in Rule 34.

STATUTORY REQUIREMENTS

34. (i) No liquor shall be sold or supplied to any person under the age of eighteen years.

- (ii) No person under eighteen years of age shall use or operate poker machines in the Club premises.
- (iii) A visitor shall not be supplied with liquor in the Club premises unless on invitation and in the company of a member.

MANAGEMENT

35. The business and affairs of the Club shall be under the Management of a Board of Directors elected annually in order as listed below by the Members entitled to vote on the election of Directors and such Board of Directors shall consist of:-

One (1) President who shall be an Ordinary Member;

One (1) Deputy President and One (1) Vice-President of which one of these two positions shall be filled by an Ordinary Member;

Six (6) other Directors of whom three (3) shall be Ordinary Members and three (3) other Directors who may be Associate Members.

BOARD OF DIRECTORS

(Election)

36. (a) Nominations for the election of President, Deputy President, Vice-President and other members of the Board of Directors shall be made in writing signed by two Ordinary Members or Associate Members of the Club and by the nominee who shall so signify his consent to the nomination and shall be lodged with the Secretary twenty-eight (28) days before the Annual General Meeting of the Club, provided that:
- (i) No member may be nominated for President unless he has been a member of the Club for not less than three (3) continuous years as at the date of his nomination and has also served, or will have served, on the Board of Directors for not less than two (2) continuous years as at the date of his election or appointment as President;
 - (ii) No member may be nominated for Deputy President or Vice-President unless he has been a member of the Club for not less than three (3) continuous years and has also served, or will have served, on the Board of Directors for not less than twelve (12) continuous months as at the date of his election or appointment as Deputy President or Vice President; and
 - (iii) No Member may be nominated for the office of Director unless he has been a Member of the Club for not less than two (2) continuous years as at the date of his election or appointment to the Board and if an Ordinary Member, has attended no less than four General Meetings of the Burwood Sub-Branch in the preceding year.
- (b) The Secretary shall place upon the Notice Board, as nominations are received, the names of Candidates for election to the Board of Directors, indicating against the name of each Candidate the names of his proposer and seconder together with details of the Office or alternative Offices for which each Candidate is nominated.
- (c) (i) The Board of Directors shall appoint a Returning Officer to conduct the annual election of Directors and failing such appointment the Secretary shall appoint a person to act as Returning Officer.
 - (ii) If the full number of candidates are not nominated for any position or positions as

prescribed or there be only the requisite number nominated, the Returning Officer at the Annual General Meeting of the Club shall declare those nominated to be duly elected. The Returning Officer shall in the event of a deficiency of candidates, call for additional nominations (subject to the consent of the nominee or nominees) at the Annual General Meeting of the Club and shall conduct the election of Directors in accordance with these Rules and any By-laws made pursuant to these Rules.

- (iii) If there are more than the requisite number of candidates nominated for any position or positions an election by ballot shall take place. The ballot shall be conducted during the times set down by the incumbent Board of Directors.
- (iv) The Returning Officer or his nominee(s) shall be present in the Club premises during suitable hours on each day to issue ballot papers to financial members entitled to a vote. No servant of the Club shall act as a nominee of the Returning Officer. After the close of the ballot the Returning Officer shall arrange for counting of the votes and shall declare the result of the ballot at the Annual General Meeting.
- (d) No person currently under suspension by the Committee in accordance with these Rules shall be eligible to nominate, stand for or be elected to any position on the Board of Directors of the Club.
- (e) No servant of the Club shall be a member of the Board of Directors or be eligible for election to the Board of Directors of the Club.
- (f) Nominations herein referred to and any other notice of matter required to be lodged with the Secretary shall be deemed to be so lodged when left in the Company's administrative office in the presence of the Secretary or some other person apparently in the administrative employ of the Company.

COMMITTEE

(Services Voluntary)

37. Subject to the provisions of Clause 5 of the Memorandum of Association as applicable to honoraria and allowances no member of the Committee shall receive any remuneration for his services in his capacity as a member of the Committee.

BOARD OF DIRECTORS

(Powers and Duties)

38. The Management of the business and control of the Club shall be vested in the Board of Directors which in addition to the powers and authorities by these Rules especially conferred upon it may exercise all such powers and do all such acts and things as may be exercised or done by the Club and are not hereby or by statute expressly directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Memorandum and Rules any Statute and any amendments to the Rules from time to time made by the Club in General Meeting provided that no such amendments shall invalidate any prior act of the Board of Directors which would have been valid if such amendments had not been made. In particular but without derogating from the general powers hereinbefore conferred the Board of Directors shall have power from time to time;
- (a) To appoint from among its members, or members of the Club Sub-Committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such Sub-Committee such powers as it may think fit.

- (b) To make such By-Laws or Rules as in the opinion of the Committee are necessary for the proper control, administration and internal management of the Club's affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws or Rules.

Any power conferred in the foregoing shall not be deemed to include power to amend the Memorandum and Rules of the Club.

- (c) To enforce the observance of all By-Laws or Rules by expulsion or suspension from enjoyment of Club privileges.
- (d) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (e) To engage, control and dismiss the Club's servants, employees or paid officials.
- (f) To appoint, discharge, and arrange the duties of the Secretary, Manager or Secretary-Manager.
- (g) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (h) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (i) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club.
- (j) To determine who shall be entitled to sign or endorse on the Club's behalf, contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (k) To invest and deal with any of the moneys of the Club.
- (l) From time to time to borrow or secure the payment of any sum or sums of money for the purposes of the Club and to raise or secure the payment of such sum or sums of money in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debenture or debenture stock, perpetual or otherwise and whether charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board of Directors may think proper to confer on the holders.
- (m) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and let the property of the Club (not being premises covered by Certificate of Registration) provided that any disposal of Club land which is subject to Section 41J of the Registered Clubs Act shall not be effected until the requirements of that section and any regulations made under that section have been met.
- (n) To fix the maximum number of each class of members who may be admitted to the Club.
- (o) To appoint an Honours Committee to investigate and recommend to the Board of Directors awards of Honorary Life Memberships and Certificates of Appreciation.
- (p) To recommend the amount of Honorarium or allowance payable to any member of the Board of

Directors under Clause 5 of the Memorandum of Association and subject to approval by a general meeting, to pay such Honorarium or allowance.

- (q) To repay actual out-of-pocket expenses, incurred by any member of the Board of Directors.
 - (r)
 - (i) To create sections and committees for the conduct, management and control of all or any game or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
 - (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent with these Rules or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.
 - (iii) The Board may empower each such section to open and operate accounts in the name of the section in such Bank, Banks or Financial Institutions as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
 - (iv) Subject to the general control and supervision of the Board each section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the section shall also be produced, as required, for inspection by or on behalf of the Board.
 - (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purposes; provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.
 - (v) Any disciplinary action by the Section in respect of any member of such section shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.
 - (s) To create by By-law any necessary category of membership (including specifying the rights of members in any such category and the procedures for admission to membership of the Club) as required by section 17AC(2) of the Registered Clubs Act in relation to any proposed amalgamation between the Club and any other registered club.
39. Any By-Law or Rule made under these Rules shall come into force and be fully operative upon the posting of an appropriate notice on the notice board.

BOARD OF DIRECTORS

(Meetings)

40. (a) The Board of Directors shall meet at least once in every month for the transaction of business (which meetings shall be called Regular Meetings) and the names of all members of the Board present and voting and Minutes of all Resolutions or proceedings of the Board shall be entered in a book provided for this purpose. The quorum of the Board of Directors shall be five members of the Board.
- (b) The President of the Club shall, if present, preside at all meetings of the Board of Directors; in his absence the Deputy President or Vice-President shall preside and in the event of the President, Deputy President and Vice-President being absent the meeting shall elect a member of the Board to be Chairman of the meeting. The President or the Chairman of such meeting shall have a deliberative vote and a casting vote.

40A. DECLARATIONS OF INTERESTS BY DIRECTORS

40A.2 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 and in accordance with Section 41C of the Registered Clubs Act:

- (a) declare the nature of the interest at a meeting of the Board; and
- (b) comply with Rule 40A.6.

40A.3 Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.

40A.4 A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Regulations under the Registered Clubs Act.

40A.5 A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club (in accordance with the Regulations under the Registered Clubs Act) declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club.

40A.6 Rules 40A.1 to 40A.4 inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

40A.7 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.

40B. CONTRACTS WITH DIRECTORS

40B.1 In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a Director or with a company or other body in which a Director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

40B.2 A “pecuniary interest” in a company for the purposes of Rule 40B.1 does not include any interest exempted by Regulation made under the Registered Clubs Act.

40B.3 Provided that the provisions of Rule 40A.1, Rule 40A.6 and Rule 40B.1 have been satisfied with respect to a commercial arrangement or a contract:

- (a) the director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract.
- (b) the commercial arrangement or a contract shall not, by reason of that director’s interest, be avoided.
- (c) the director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.

40C. **CONTRACTS WITH SECRETARY**

40C.1 Subject to Rule 40C.2, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:

- (a) the Secretary;
- (b) any close relative (as defined in the Registered Clubs Act) of the Secretary; or
- (c) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).

40C.2 Rule 40C.1 does not prevent the Club entering into a contract with any of the above persons which is:

- (a) a contract of employment; or
- (b) a result of an open tender process conducted by the Club;
- (c) otherwise permitted by the Registered Clubs Act.

COMMITTEE

(Casual Vacancies)

41. Where any casual vacancy occurs on the Board of Directors, the Board shall have power to fill such vacancy at a meeting of the Board provided that the member to be appointed must satisfy the criteria as listed in Rule 36(a) and provided that where such casual vacancy occurs after 30th November in any year, subject only to the requirement to maintain a quorum, the vacancy shall remain unfilled until the next Annual election. Where a casual vacancy occurs at any time in the Executive, the Board of Directors shall fill that vacancy from among eligible members of the Board of Directors.

GENERAL MEETINGS

43. 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.
44. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.

- (b) The Board must call and arrange to hold a general meeting of the Club at the request of members in accordance with Section 249D of the Act.
- 45.
- (a) At least 21 days notice must be given of the Annual General Meeting and of any general meeting of the members of the Club.
 - (b) A notice of the Annual General Meeting and of a general meeting of the Club's members must:
 - (i) set out the place, date and time of the meeting; and
 - (ii) state the general nature of the meeting's business; and
 - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.
 - (c) Neither the accidental omission to give notice of a meeting or 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.

GENERAL MEETINGS

(Quorum)

46. At any Annual General Meeting and General Meeting, twenty Full members of the Club present in person shall form a quorum. If a quorum be not present within fifteen minutes of the time fixed for such meeting the same shall be adjourned to the same day in the next week at the same time and place provided however when such meeting has been convened on or by requisition of members the meeting shall be dissolved.

ANNUAL GENERAL MEETING

(Business)

47. The business of the Annual General Meeting shall be as follows:
- (a) To confirm the Minutes of the previous Annual General Meeting and the Minutes of any General Meetings held prior to the Annual General Meeting that have not been confirmed at a subsequent General Meeting.
 - (b) To receive reports from the Board of Directors.
 - (c) To receive and consider the Income and Expenditure Account, the balance sheet and the report of the Auditor.
 - (d) To receive from the Returning Officer the declaration of the result of the ballot for election of the Board of Directors for the ensuing year.
 - (e) To make such other appointments as are appropriate to the business of the Club.
 - (f) To deal with any other business of which due notice has been given.
 - (g) All business and notices of motion to be dealt with at the Annual General Meeting shall be

handed to the Secretary at least 28 days prior to the date of such meeting.

- 47A. No Motion or Notice of Special Resolution to amend the Memorandum or Rules of the Club shall be submitted to a General Meeting of the Club unless that Motion or Notice of Special Resolution conforms with Section 249N of the Act or has had the prior approval of the Board.
- 47B. (a) If the Club's auditor or a representative of the Club's auditor is at the meeting the Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report;
- (b) The Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions or make comments on the management of the Club;
- (c) The Club's auditor is entitled to attend any general meeting of the company;
- (d) 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;
- (e) The auditor is entitled to be heard even if:
- (i) the auditor retires at the meeting; or
- (ii) the meeting passes a resolution to remove the auditor from office.
- (f) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

GENERAL MEETINGS

(Proceedings)

48. The President of the Club, shall if present, preside at all General Meetings of the Club; in his absence the Deputy President or Vice-President shall preside and in the event of the President, Deputy President and Vice-President being absent the Board of Directors shall elect a member of the Board to be Chairman of the meeting.
49. Every resolution or motion submitted to a General Meeting of the Club shall be decided in the first instance by a show of hands provided that the Chairman may stipulate for a poll on the grounds of convenience of counting of votes or a poll may be demanded by five or more members present at the meeting.

An ordinary resolution shall be passed by any majority exceeding fifty percent of votes cast. The Chairman shall have a deliberative vote only. A resolution is a Special Resolution if:-

- (a) it is passed at a meeting of the Club, being a meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution has been duly given; and,
- (b) it is passed at a meeting referred to in paragraph (a) by a majority of not less than three quarters of such members of the Club as being entitled to do so, vote in person at that meeting.
50. At any General Meeting a declaration by the Chairman that a resolution has been carried or carried by a

particular majority or lost or not carried by a particular majority and an entry to that effect in the Minute Book of the Club shall be conclusive of the evidence of that fact.

51. The Chairman of a General Meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
52. Any General Meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no notice of such adjournment need be given.

GENERAL MEETINGS

(Minutes)

53. The Committee shall cause minutes to be kept in books provided for that purpose;
 - (a) Of all appointments of officers made by the Club in General Meeting.
 - (b) Of the number of members present and voting at General Meetings of the Club.
 - (c) Of all resolutions and proceedings at all meetings of the Club.

GENERAL PROVISIONS

54. The members in General Meeting may by ordinary resolution remove any officer or other member of the Board of Directors before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following Annual General Meeting.
55. The Office of a member of the Board of Directors shall become vacant if the member:-
 - (a) Ceases to be a member of the Board of Directors by virtue of the Act;
 - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) Becomes prohibited from being a director of a Company by reason of any order made under the Act;
 - (d) 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;
 - (e) Resigns his office by notice in writing to the Club;
 - (f) For more than three (3) months is absent without permission of the Committee from meetings of the Board of Directors held during that period;
 - (g) Holds any office of profit under the Club;
 - (h) Ceases to be a member of the Club; or
 - (i) Is directly or indirectly interested in a contract or proposed contract with the company or who holds any office or possesses any property whereby, whether directly or indirectly, duties or

interests might be created in conflict with his duties or interests as a Director and that Director fails to comply with the provisions of Section 231 of the Act in relation to disclosure thereof.

FINANCIAL YEAR

56. The financial year of the Club shall commence on the first day of January and end on the last day of December in each year.

SEAL

57. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a sub-committee of members of the Board of Directors authorised by the Directors in that behalf, and every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS AND AUDIT

58. The Board of Directors shall cause proper accounts and books to be kept with respect to:-
- (a) All sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place.
 - (b) All sales and purchases of goods by the Club.
 - (c) The Assets, Credits and Liabilities of the Club.
59. The accounts shall be kept at the Registered Office of the Club or at such other place as the Board of Directors thinks fit and shall always be open to the inspection of members of the Committee.
60. (a) The Board of Directors shall once in every year cause to be prepared a Balance Sheet as at the end of the Club's financial year and an Income and Expenditure Account made up to the end of the financial year which Balance Sheet and Income and Expenditure Account shall together with the report of the Board of Directors and the Auditor's Report be laid before the Annual General Meeting of the Club as provided for in these Rules.
- (b) The report of the Board of Directors referred to in the foregoing clause (a) include statements showing:
- (i) The amount written off for depreciation;
 - (ii) The amount, if any, which the Board of Directors proposed to transfer to the Reserve Fund or Funds of the Club;
 - (iii) The number of members at the date of the preparation of the report;
 - (iv) The names of the officers and members of the Board of Directors.
- (c) (a) 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 to members in accordance with Division 4 of the Act.

- (b) 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;
 - (B) the directors' report; and
 - (C) the auditors' report on the financial report."

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

SECRETARY

62. The Secretary shall for all purposes of the Registered Clubs Act, 1976 and any amendment thereof be the holder of the Certificate of Registration on behalf of the Club.

63. No payment or part payment of any Secretary, Manager, or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied or by way of commission or allowance on the proceeds of any poker machines and all income of the Club shall be applied in the promotion and furtherance of the objects of the Club and no payment of any dividends or distribution of profits or income shall be made to or among the members of the Club.

NOTICES

64. (a) A notice may be given by the Club to any member either personally or by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to these Rules.

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and shall be deemed to have been effected on the day following that on which the same shall have been posted.

WINDING UP

65. The provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Club shall have effect and be observed as if the same were repeated in these regulations.

INDEMNITY TO OFFICERS

66. (a) Every person who is or has been an officer or Auditor of the Club may if the directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liabilities for costs and expenses incurred by that person:

(i) in defending any proceedings whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted;

(ii) in connection with any application in relation to such proceedings in which relief is granted to that person under the Law by the Court.

(b) Every person who is an officer or an auditor of the Club may if the directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against

any liability to another person (other than the company or a related body corporate) as such officer or Auditor unless the liability arises out of conduct involving a lack of good faith.

- (c) The Club may pay a premium for a contract insuring a person who is or has been an officer or auditor of the Club against a liability:
 - (i) incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Club or a contravention of sections 232(5) or (6) of the Law; and
 - (ii) for costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome.

Signatures of Subscribers

Witness to signatures and
address of Witness

E. FINNERTY

WILLIAM F. NOBLE

JAMES S. LAWSON

WILLIAM F. NOBLE

L. MacPHEDRAN

WILLIAM F. NOBLE

R. THOMAS

WILLIAM F. NOBLE

M. S. SULLIVAN

WILLIAM F. NOBLE

WILLIAM F. NOBLE
210A Burwood Road, Burwood
Solicitor

DATED this Eighteenth day of January, 1972

PLEASE NOTE THAT THIS INDEX IS NOT A FORMAL PART OF THE CONSTITUTION.

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