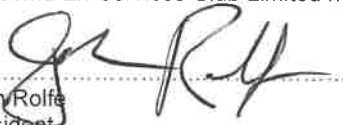


I, John Rolfe, President, certify this and the following 26 pages is a true and correct copy of the Constitution of Cooma Ex-Services Club Limited as amended by the Special Resolutions passed at the Annual General Meeting of Cooma Ex-Services Club Limited held on 26 September 2023.


.....
John Rolfe
President

26-9-23
.....
Date

Constitution

Cooma Ex-Services Club Limited
ACN 000 957 362

Table of contents

1	Definitions and interpretation	1
1.1	Replaceable Rules.....	1
1.2	Definitions	1
1.3	Interpretation.....	2
2	Name and structure	2
2.1	Name of the Club.....	2
2.2	Company limited by guarantee.....	2
3	Registered club matters	2
3.1	Registered Clubs Act.....	2
3.2	Liquor and gaming.....	3
4	Objects	3
4.1	Objects.....	3
4.2	Interpretation.....	4
5	Income and property.....	4
5.1	Objects.....	4
5.2	Board and committees.....	4
5.3	Permitted payments.....	4
6	Winding up.....	4
6.1	Limited liability of members	4
6.2	Distribution of property.....	5
7	Membership.....	5
7.1	Members.....	5
7.2	Membership	5
7.3	Eligibility for Ordinary membership.....	6
7.4	Life Membership	6
7.5	Honorary membership	6
7.6	Temporary membership.....	6
7.7	Provisional membership	7
7.8	Election of Ordinary members	7
7.9	Transfer of Ordinary membership.....	7
8	Rights of members.....	7
8.1	Facilities and amenities	7
8.2	Ordinary members.....	8
8.3	Life members	8
8.4	Other members.....	8
9	Cessation of Membership	8
9.1	Cessation.....	8
9.2	Members' Liability	8
10	Entrance fees, subscriptions and levies.....	9
11	Addresses of members	9
12	Registers.....	9
13	Disciplinary Proceedings	9
13.1	Disciplinary charges.....	9
13.2	Procedure	10
14	Non voluntary exclusion	10
14.1	Grounds and procedure for exclusion	10
14.2	Club policies	11

15	Guests	11
16	Board of Directors.....	12
	16.1 The Board	12
	16.2 Eligibility	12
	16.3 Election of the Board	12
	16.4 Nomination of candidates	12
	16.5 Election Procedure	13
	16.6 Election of the Executive	14
	16.7 Election by-laws	14
	16.8 Vacancies on the Board.....	14
17	Operation of the Company	15
	17.1 Powers and duties of the Board	15
	17.2 Property	15
	17.3 Negotiable Instruments.....	15
	17.4 By-laws	15
	17.5 Committees.....	16
18	Proceedings of the Board	16
	18.1 Board Meetings.....	16
	18.2 Notice of Board Meeting	16
	18.3 Quorum.....	16
	18.4 Continuing Directors	17
	18.5 Voting.....	17
	18.6 Written resolution.....	17
	18.7 Attendance of non-directors	17
	18.8 Procedure at Board meetings.....	17
19	Director's duties and interests	17
	19.1 Duty to disclose Material Personal Interests	17
	19.2 Effect of Director having a Material Personal Interest.....	18
	19.3 Standing disclosure	18
	19.4 Director's interests in contracts	18
20	Secretary.....	18
21	General Meetings	18
	21.1 Annual General Meeting	18
	21.2 General Meetings	18
	21.3 Notice.....	19
	21.4 Quorum.....	19
	21.5 Proceedings.....	19
	21.6 Voting.....	20
22	Accounts and Audit	21
	22.1 Financial Year	21
	22.2 Keeping Accounts.....	21
	22.3 Financial Report.....	21
	22.4 Audit.....	21
23	Executing documents	21
	23.1 Common Seal	21
	23.2 Signing Documents.....	21
	23.3 No limitation	21
24	Notices	22
	24.1 Giving a notice	22
	24.2 When notice is given.....	22
25	Indemnity and insurance.....	22
	25.1 Indemnity	22

25.2	Insurance	22
25.3	Former Officers.....	22
26	Amendments to constitution	23

1 Definitions and interpretation

1.1 Replaceable Rules

All of the replaceable rules set out in the Corporations Act which the Club is entitled to displace, are displaced by the rules set out in this constitution.

1.2 Definitions

The following definitions apply in this constitution:

ADF and Australian Defence Force means the armed forces of the Commonwealth of Australia, however described.

Authority means the Independent Liquor & Gaming Authority, or any authority which replaces it or exercises its functions.

Board means the board of Directors of the Club.

Club means Cooma Ex-Services Club Ltd ACN 000 957 362.

Club Licence means a club licence held by the Club under the Liquor Act.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a member of the Board.

Executive means President and Vice President.

Financial member means a person who has paid their entrance fee for membership to the Club and subscription by the due date.

Full member means a person who is an Ordinary member or a Life member.

Gaming Machines Act means *Gaming Machines Act 2001* (NSW).

League means the Returned and Services League of Australia.

Licensed Premises means the premises of the Club to which a Club Licence relates.

Liquor Act means the *Liquor Act 2007* (NSW).

Material Personal Interest means a material personal interest for the purposes of the Corporations Act.

Noticeboard means a noticeboard on any of the Club's Licensed Premises on which notices are displayed for the information of members.

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

Registered Clubs Act means the *Registered Clubs Act 1976* (NSW).

Responsible Adult means a person of or over the age of eighteen (18) years who, in relation to the minor, is a parent, step-parent, guardian, legal spouse, or a person who for the time being has parental responsibility for the minor.

Returning Officer means the returning officer appointed by the Board to conduct a Board election.

RSL means the Returned Service League of Australia (New South Wales Branch) Incorporated.

Secretary means any person appointed to perform the duties of the Secretary of the Club, who shall be the Chief Executive Officer of the Club.

Senior Employee means the senior employee of the Club on duty at the relevant time.

Special Resolution has the meaning defined in the Corporations Act.

1.3 Interpretation

The following rules apply in interpreting this constitution:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing gender include any gender;
- (c) words or expressions defined in the Corporations Act, Registered Clubs Act, Liquor Act or Gaming Machines Act have those meanings unless the context requires otherwise;
- (d) headings are for convenience only, and do not affect interpretation;
- (e) the table of contents is for convenience only and does not form part of this constitution;
- (f) a reference to any legislation includes legislation varying, consolidating, or replacing that legislation and includes all regulations or other instruments issued under that legislation; and
- (g) a decision by the Board on the construction or interpretation of this constitution or any By-laws or regulations of the Club is conclusive and binding on all members, subject to such construction or interpretation being varied or revised by a Court with jurisdiction.

2 Name and structure

2.1 Name of the Club

The name of the Club is Cooma Ex-Services Club Limited.

2.2 Company limited by guarantee

The Club is a non-proprietary club and is limited by guarantee, and the liability of its members is limited as provided in this constitution.

3 Registered club matters

3.1 Registered Clubs Act

- (a) Subject to section 10(6) and section 10(6A) of the Registered Clubs Act and any other applicable provision of the Registered Clubs Act, a member of the Club, whether or not the person is a Director, or member 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.
- (b) Only the Club and its members are entitled to derive directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the Club's Licensed Premises, subject to section 10(1)(j) and section 10(7) of the Registered Clubs Act and any other applicable provision of the Registered Clubs Act.

- (c) An employee of the Club must not vote at any meeting of the Club or of the Board, or at any election of the Board, or hold office as a Director.

3.2 Liquor and gaming

- (a) Liquor must not be sold, supplied, or disposed of on the Licensed Premises to any person, other than a member, except on the invitation and in the company of a member. This rule does not apply in respect of the sale, supply, or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under section 23 of the Registered Clubs Act.
- (b) Liquor must not be sold, supplied or disposed of on the Licensed Premises to any person under 18 years of age.
- (c) A person under 18 years of age must not use or operate gaming machines on the Licensed Premises.

4 Objects

4.1 Objects

The Club has the following objects:

- (a) To provide for members and their guests a social and sporting club and to afford to members and their guests the usual privileges, advantages, conveniences and accommodation of a registered club.
- (b) To take over or otherwise acquire all of the assets and assume the liabilities of the club known as Cooma Ex-Services Club and to assume and carry on the functions and objects of a registered club.
- (c) To support the RSL and any other Service Organisation that the Club may determine.
- (d) To promote the welfare of the Club's employees and their, widowers, widows and children.
- (e) To promote and support such charities, societies, organisations and appeals as the Club may decide to support.
- (f) To provide a superannuation fund for the Club's employees;
- (g) To purchase, hire, lease or otherwise acquire for the purposes of the Club any real or personal property and any rights and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
- (h) To give, sell, mortgage, hire, lease or otherwise dispose of any property of the Club.
- (i) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques, warrants or other negotiable or transferable instruments.
- (j) To give any guarantee or enter into any bond in connection with the affairs of the Club and indemnify any person or persons who may incur or have incurred any personal liability for the benefit of the Club.
- (k) To apply for and hold any licence under the Liquor Act, or any other Act for the time being in force.
- (l) To subscribe to and 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, if such club, association or organisation prohibits the distribution of its income and property amongst members to an extent at least as great as those imposed on the Club under or by virtue of clause 6 of this Constitution.

- (m) To acquire membership of and to arrange for the representation of the Club on any corporation or body formed for the purpose of promoting the interests of clubs.
- (n) To make payments by way of assistance, sustenance or scholarships to members and ex-service persons, their spouses, widowers, widows and children.
- (o) To do all such other lawful acts, deeds, matters and things and enter into and make such arrangements as may be incidental or conducive to the attainment of the objects of the Club.
- (p) To amalgamate with, or otherwise acquire the business and assets of, any other registered club.
- (q) To carry on all such activities as may be necessary or convenient for the objects of the Club.

4.2 Interpretation

The meaning and effect of any object shall not be restricted by any other object, and, each object will be interpreted and have effect as an independent power. This rule 4 is to be interpreted so as to widen and not restrict the powers of the Club.

5 Income and property

5.1 Objects

The Club will apply its income and property solely towards promoting the objects of the Company as stated in rule 4. Subject to rule 5.3, no part of the Club's income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member.

5.2 Board and committees

Subject to rule 5.3, no Director or member of any committee of the Club will be appointed to any salaried office of the Club or any office of the Club paid by fees while still a Director or member of that committee.

5.3 Permitted payments

Nothing in this constitution prevents the payment in good faith:

- (a) of an honorarium in respect of special honorary services rendered or the repayment of out-of-pocket expenses;
- (b) of interest on money lent to the Club by a member or otherwise owing by the Club to a member;
- (c) of remuneration to any officer or employee of the Club or to any member (other than an honorarium to a Director or member of any committee of the Club) in return for services actually rendered to the Club;
- (d) for goods supplied to the Club; or
- (e) rent for premises leased to the Club.

6 Winding up

6.1 Limited liability of members

Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that the person is a member or within one year

thereafter for payment of the debts and liabilities of the Club contracted before the time at which the person ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding \$2.

6.2 Distribution of property

- (a) On winding up or dissolution of the Club, any property remaining after the satisfaction of the debts and liabilities of the Club must not be paid to or distributed among the members. Any such remaining property will be given or transferred to an institution or institutions determined by the members which, at or before the time of such winding up or dissolution:
 - (i) has similar objects to the Club; and
 - (ii) restricts the distribution of its income and property to its members to an extent at least as great as is imposed on the Club under this constitution.
- (b) If effect cannot be given to rule 6.2(a), then the remaining property shall be given or transferred to some charitable object nominated by the members at or before the time of such winding up or dissolution.
- (c) If the members do not make a determination under rule 6.2(a) or rule 6.2(b), then the institution(s) or charitable object may be determined by a Court with jurisdiction.

7 Membership

7.1 Members

- (a) The members of the Club are:
 - (i) those who at the date of the Special Resolution adopting this constitution are entered in the Club's register of Full members, who shall at the date of adoption of this constitution retain the class of membership shown in the register; and
 - (ii) those persons who are afterwards admitted to membership in accordance with this constitution.
- (b) A person must not be admitted to membership except as a Full member, Honorary member, Temporary member or Provisional member.

7.2 Membership

The members of the Club are:

- (a) Full members:
 - (i) Ordinary members
 - (A) Service members; and
 - (B) Associate members;
 - (ii) Life members; and
 - (iii) such other class or classes of membership as the Board shall from time to time determine in By-law; and
- (b) Other membership classes:
 - (i) Honorary members;

- (ii) Temporary members; and
- (iii) Provisional members.

7.3 Eligibility for Ordinary membership

An Ordinary member is a person who has been duly elected as an Ordinary member of the Club and meets the below qualifications:

(a) Service Membership

A person is eligible to be admitted as a Service Member if the person is at least 18 years of age and the person has served in the Australian Defence Force, or served with or supported or was otherwise engaged with the Australian Defence Force or the Armed Forces of its Allies, for at least six (6) months.

(b) Associate Membership

Any person is eligible to be admitted as an Associate member if the person is at least 18 years of age.

7.4 Life Membership

- (a) A Life member is any Ordinary member who has, in recognition of their outstanding service to the Club, been duly elected to Life membership at a general meeting by a two thirds majority of those eligible members present and voting.
- (b) To be eligible for election as a Life member the person must be:
 - (i) an Ordinary member of the Club for at least 10 years aggregate standing who has rendered outstanding service to the Club for at least 5 years;
 - (ii) nominated by 2 financial Full members of the Club; and
 - (iii) approved by the Board.
- (c) No salaried officer or employee shall be eligible for Life membership of the Club.

7.5 Honorary membership

Any of the following persons who are at least 18 years of age may be admitted as an Honorary member in accordance with procedures established by the Board:

- (a) any prominent citizen or local dignitary visiting the Club; or
- (b) a serving or ex-service Australian Defence Force person in accordance with section 30A of the Registered Clubs Act.

7.6 Temporary membership

- (a) A person who is at least 18 years of age may be admitted as a Temporary member in accordance with procedures established by the Board:
 - (i) a person whose ordinary place of residence is in New South Wales and is more than ten (10) kilometres from the registered Club;
 - (ii) a person who is a member of another registered club with similar objects to those of this Club;
 - (iii) any person who is attending the Club for the purpose of taking part in an organised sport or competition as provided in Section 30 (10) of the Registered Clubs Act; or
 - (iv) an interstate or overseas visitor.

- (b) A person may be admitted as a Temporary member for a period of up to 7 consecutive days (or a longer period approved by the Authority in writing). A person admitted under this rule 7.6(b) is only required to sign the register on the first day when they enter the Licensed Premises during that period.

7.7 Provisional membership

- (a) A person who has applied for membership as an Ordinary member, has paid the appropriate subscription, and is awaiting a decision on the application is a Provisional member.
- (b) Provisional members shall have the same privileges as other members holding the same class of membership as applied for excluding the right to vote, the right to hold office and the right to attend meetings.
- (c) If a Provisional member is not elected as an Ordinary member within 6 weeks from the date of lodging the application, or that person's application for Ordinary membership is rejected (whichever is the earlier), that person will immediately cease to be a Provisional member and the subscription must be repaid.

7.8 Election of Ordinary members

- (a) A person must not be admitted as an Ordinary member unless that person is elected to membership at a meeting of the Board, or a duly appointed election committee of the Club, by a 75% majority of those present and voting. The Board or election committee may reject any application for membership without giving any reason.
- (b) An application for Ordinary membership must be lodged with the Secretary in a form prescribed by the Board, including at least the full name and address of the candidate and a statement that the candidate, if admitted, will be bound by the constitution.
- (c) The names of every applicant for Ordinary membership shall be displayed on the Noticeboard(s) for at least 1 week. An interval of at least 2 weeks must lapse between a proposal of a person for election, and the election of that person as an Ordinary member.
- (d) A person elected to membership must pay the entrance fee (if any) and first subscription to become a Full member of the Club. If the entrance fee and subscription is not paid within 1 month after the date of election to membership, the Board may at its discretion cancel the election of the person to membership.
- (e) A person whose application for Full membership is rejected by the Board or election committee, is not eligible to re-apply for Full membership for a period of 12 months from the date of the decision.

7.9 Transfer of Ordinary membership

The Board may transfer a Ordinary member to another class of Ordinary membership for which they are eligible, on the written request of the member to the Secretary. The member may be required to pay the difference between the entrance fee (if any) and subscription applicable to that other class of membership and the member's present class of membership.

8 Rights of members

8.1 Facilities and amenities

Financial Full members are entitled to all social privileges and advantages for which the Club is established. Subject to this constitution, the rights of members to use the facilities and amenities of the Club will be as the Board determines.

8.2 Ordinary members

- (a) A majority of Ordinary members must have the right to vote at the election of the Board.
- (b) Financial Ordinary members are entitled (subject to any further restrictions in this constitution) to:
 - (i) attend and vote at General Meetings; and
 - (ii) vote at the election of the Board,
 provided the person has been a member of the Club for at least one (1) year.
- (c) Financial Ordinary members are entitled (subject to any further restrictions in this constitution) to be nominated for, elected to, and hold office on the Board in accordance with Rule 16.2.

8.3 Life members

A Life member has all the rights and privileges of a Club member.

8.4 Other members

Provisional members, Honorary members and Temporary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and are not entitled to attend or vote at any General Meeting, vote at the election of the Board, or be nominated for, elected to, or hold office on, the Board or any office of the Club, or participate in the management, business and affairs of the Club in any way.

9 Cessation of Membership

9.1 Cessation

- (a) A person will immediately cease to be a member if:
 - (i) they resign by notice in writing to the Club, and such resignation takes effect on the date the notice is given to the Club;
 - (ii) they return their membership card to the Club and state (verbally or in writing) that such return constitutes their resignation as a member, and such resignation takes effect on the date the card is given to the Club;
 - (iii) they die; or
 - (iv) they have not paid the subscription or any other money owed to the Club within 60 days after the due date (or such longer period as may be determined by the Board) from the date upon which it falls due for payment.
- (b) The Board, Secretary, or Senior Employee may terminate the membership of any Honorary member or Temporary member at any time without notice and without being required to give any reason.

9.2 Members' Liability

A person who ceases to be a member for any reason, immediately forfeits all rights as a member of the Club. The person remains liable for any money due and unpaid to the Club at the date of cessation of that person's membership, and other money for which that person is or may become liable under this constitution.

10 Entrance fees, subscriptions and levies

- (a) Members' subscriptions (if any) shall be paid annually.
- (b) The Board may make charges and levies on Ordinary members for general or special purposes.
- (c) The entrance fees, subscriptions, levies, charges and other amounts payable by members will be as prescribed by the Board, provided that the annual subscription payable by Ordinary members is posted on the Noticeboard(s) within 7 days after such Board determination.
- (d) A Life member is not required to pay any subscription or levies.
- (e) A Temporary member or Honorary member is not required to pay an entrance fee or subscription.
- (f) The Board may prescribe the time and manner of payment and all other matters not set out in this constitution.

11 Addresses of members

A member must advise the Secretary of any change in their address, or their electronic address as recorded in the Club's register.

12 Registers

The Club must keep the following registers in accordance with the Registered Clubs Act:

- (a) A register of Full members.
- (b) A register of Honorary members.
- (c) A register of Temporary members.
- (d) A register of persons of at least 18 years of age who enter the Licensed Premises as guests of members.

13 Disciplinary Proceedings

13.1 Disciplinary charges

- (a) If a member:
 - (i) refuses or fails to comply with this constitution or the by-laws; or
 - (ii) is, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club;
 - (iii) is, in the opinion of the Board, guilty of conduct which is unbecoming of a member; or
 - (iv) is, in the opinion of the Board, guilty of conduct which shall render the member unfit for membership,

the Board may exercise any of the powers set out in Rule 13.2.

- (b) Subject to Rule 13.1 and following the procedure under Rule 13.2, the Board may:
 - (i) reprimand the member;

- (ii) suspend the member from all or any privileges of membership for such period as it considers fit;
- (iii) expel the member; or
- (iv) accept the resignation of the member.

13.2 Procedure

- (a) The Club must give the member written notice of any charge against them under this rule 13 at least 7 days before the meeting at which the charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge.
- (b) The member is entitled to attend the meeting to answer the charge or may answer the charge in writing, and is entitled to call witnesses in their defence.
- (c) If a member attends the meeting:
 - (i) After the Board has considered the evidence, it must come to a decision as to the member's innocence or guilt in relation to the charge.
 - (ii) If found guilty, the member must be given the opportunity to address the Board in relation to the penalty appropriate to a charge, before the Board determines the penalty to be imposed.
- (d) If the member fails to attend the meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, and determine any penalty, in the member's absence.
- (e) Any decision of the Board at the meeting or any adjournment of it, is final and the Board is not required to give any reason.
- (f) A resolution by the Board to reprimand, suspend or expel a member must be passed by at least a two-thirds majority of those present and voting.
- (g) The Secretary or Senior Employee may assist the Board but must not vote.
- (h) If a notice of charge is issued to a member under rule 13.2(a), the Board, the Secretary, or the Senior Employee, may immediately suspend that member from all or any privileges of the Club by giving written notice to the member, which may be included in the notice of charge. Any such suspension may be until the charge is determined.
- (i) The powers of the Board under this rule 13 may be exercised by a disciplinary committee of at least 3 Directors. A quorum of the disciplinary committee is 3 Directors.

14 Non voluntary exclusion

14.1 Grounds and procedure for exclusion

- (a) The Secretary, Senior Employee or any other authorised person (as defined in the Liquor Act) may refuse to admit to, remove from, or require to leave, the Licensed Premises or any other property owned or occupied by the Club any person who:
 - (i) is at the time intoxicated, violent, quarrelsome, disorderly or indecent;
 - (ii) whose presence on the Licensed Premises or such other property (as the case may be) renders the Club or the Secretary liable to any penalty under any applicable law;

- (iii) who smokes, within the meaning of the *Smoke-free Environment Act 2000* (NSW), while on any part of the Licensed Premises or such other property (as the case may be) that is a smoke-free area within the meaning of that Act;
 - (iv) who uses, or has in their possession, while on any part of the Licensed Premises or such other property (as the case may be) any substance suspected of being a prohibited plant or prohibited drug;
 - (v) whom the Club or the Secretary, under the conditions of the Club Licence or according to a term (of the kind referred to in section 134 or section 136D of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Licensed Premises; or
 - (vi) is a member, and whose conduct, in the opinion of the Secretary or Senior Employee may be prejudicial to the interests of the Club, unbecoming of a member, or which may render the member unfit for membership.
- (b) If a member is refused admittance to, removed from, or required to leave the Licensed Premises or any other property owned or occupied by the Club under rule 14.1(a) the Secretary or Senior Employee may immediately suspend that member from all or any privileges of membership for up to 6 weeks or until any charge issued under rule 13.2(b) is heard and determined by the Board or disciplinary committee (whichever is earlier). A report of such suspension must be made to the Board or its disciplinary committee.
- (c) Nothing in this rule 14 limits section 77 of the Liquor Act.
- (d) The rules of natural justice do not apply to rule 14.1(a) or rule 14.1(b).

14.2 Club policies

The Board, the Secretary, or the Senior Employee may at any time organise and enforce the exclusion from the Licensed Premises of any member or other person (either with or without the member's or person's consent) in accordance with the Club's Responsible Service of Alcohol policy or Responsible Conduct of Gambling policy.

15 Guests

- (a) A member may introduce guests to the Club, provided that a Temporary member may only introduce guests who are under 18 years of age and in relation to whom the Temporary member is a Responsible Adult.
- (b) A member must not introduce as a guest any person who has been expelled from the Club, who is suspended from membership, whose application for membership of the Club was rejected, or, who is a former employee of the Club who was dismissed for misconduct.
- (c) A guest must at all times remain in the reasonable company of the member who has introduced them to the Club, and must not remain on the Licensed Premises any longer than that member.
- (d) A member must ensure that the Club's register of guests is duly completed in relation to any guest they introduce to the Licensed Premises (except if the guest is under 18 years of age).
- (e) A member is responsible for the conduct of their guests.
- (f) The Board, the Secretary, or the Senior Employee, may refuse a guest admission to, or require the guest to leave, the Licensed Premises or any other property owned or occupied by the Club (or any part of such Licensed Premises or property) at any time without notice and without being required to give any reason.

- (g) The Board may make by-laws regulating the terms and conditions on which guests may be admitted to the Club.

16 Board of Directors

16.1 The Board

The Board shall comprise of 9 members being:

- (a) 5 directors comprising eligible Life members (who were formerly Service members) and Service members; and
- (b) 4 directors comprising eligible Life members (who were formerly Associate members) and Associate members.

16.2 Eligibility

- (a) A Full member is eligible to be nominated for, elected, or appointed to the Board if:
 - (i) they have been a Full member for a continuous period of 1 year (or for any persons that become full members of the Club after the 2023 Annual General Meeting, they have been a Full member for a continuous period of 2 years); and
 - (ii) they are financial,
 at the date of such nomination election or appointment (as the case may be).
- (b) A member is not eligible to be nominated for, elected, or appointed to the Board if that person is currently under suspension at the date of such nomination, election or appointment (as the case may be).
- (c) No employee of the Club shall be eligible to be elected nominated for, elected, or appointed to the Board.

16.3 Election of the Board

- (a) Until the conclusion of the Annual General Meeting in 2023, the Board will be elected annually and directors will hold office until the conclusion of the next Annual General Meeting following that at which they were elected, when they will be eligible to be nominated for re-election, subject to the provision of this constitution and any applicable law.
- (b) On and from the conclusion of the Annual General Meeting in 2023:
 - (i) the Board will be elected in every second year in accordance with this constitution; and
 - (ii) Directors will hold office until the conclusion of the second Annual General Meeting following that at which they were elected, when they will be eligible to be nominated for re-election, subject to the provision of this constitution and any applicable law.

16.4 Nomination of candidates

- (a) Nominations shall be made in writing in the form prescribed by the Board, and be signed by a financial Full member and by the candidate (who must signify their consent to the nomination).
- (b) A candidate must include with their nomination:
 - (i) a recent photograph of the candidate; and

- (ii) a profile outlining personal, business and Club involvement that may assist voting members, which must not exceed 50 words.
- (c) Completed nomination forms must be delivered to the Secretary by 12pm noon on a day at least 28 days before the Annual General Meeting in a Board election year.
- (d) The Secretary will cause:
 - (i) the posting of notification of nominations, candidate profiles and photographs, on a Noticeboard(s) or screen(s) at the Licensed Premises on the day following the close of nominations;
 - (ii) the position of the candidates on the Noticeboard(s) or screen(s), and information provided to members under this rule 16.4(d) will be determined by the Board by lot; and
 - (iii) the Secretary may refuse to publish any material which is incorrect, misleading, offensive, or publication which would breach any law.
- (e) The Returning Officer may determine if any member is eligible to be nominated for the Board or to vote in the Board election, and the Returning Officer's decision is final.

16.5 Election Procedure

- (a) If the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated must be declared elected at the Annual General Meeting.
- (b) If the number of candidates nominated exceed the number required to be elected for Life members (who were formerly Service members) and Service members or for Life members (who were formerly Associate members) and Associate members (as the case may be), a ballot must be held as follows:
 - (i) The Board shall determine by lot the position on the ballot paper the candidates in one list the Life members (who were formerly Service members) and Service members and in another list the Life members (who were formerly Associate members) and Associate members.
 - (ii) The ballot shall be conducted between the hours of 11am and 8pm (or such other times as determined by the Board from time to time provided that there be at least an 8-hour period to vote on each day) on each day Monday to Sunday immediately preceding the date fixed for the Annual General Meeting at the office of the Club.
 - (iii) The Secretary will give members entitled to vote in the Board election at least 21 days' written notice setting out the dates and times at which votes may be cast. This notice will be sent electronically, or via hard copy by the request of the member.
 - (iv) The Board shall cause a ballot box to be placed and affixed in a suitable place in the Licensed Premises.
 - (v) The Returning Officer shall confirm the ballot box is empty, securely lock it, and retain the key.
 - (vi) A member will only be entitled to vote if the Returning Officer, or their duly appointed delegate(s), determines that the member is eligible to do so under this constitution.
 - (vii) The Secretary shall supply each member entitled to vote a ballot, paper initialled or otherwise identified, and shall supply the member with a replacement ballot paper upon the surrender of a ballot paper. The Secretary shall destroy the surrendered ballot paper.

(viii) A member shall vote for at least 1 and not more than 5 Life members (who were formerly Service members) and Service members and 4 Life members (who were formerly Associate members) and Associate members (as the case may be) by:

- (A) using either a cross (x), a tick (✓) or numbers in the squares opposite the names of the candidates the member wishes to vote for; or
- (B) using any electronic voting method determined by the Board by by-law,

and any vote which does not meet the requirements of this rule will be informal and will not be counted. The Returning Officer's decision as to whether a vote has been cast validly is final.

(ix) After the close of the ballot, the Returning Officer, who may be assisted by at least a scrutineer, will count all votes properly cast. Each candidate is entitled to an observer (who must not be a candidate) to be present during the count. An observer is not entitled to take part in the count or question the actions or decisions of the Returning Officer or scrutineers.

(x) Directors are elected by the 'first past the post' system. If there is an equal number of votes for candidates for the last vacancy to be filled on either side of the Life members (who were formerly Service members) and Service members or Life members (who were formerly Associate members) and Associate members, or both, another ballot shall be conducted at the Annual General Meeting in respect of those candidates and in the event of a further tie the Returning Officer shall select the successful candidate by lot.

(xi) The Returning Officer (or their duly appointed delegate) will declare the result of the ballot at the Annual General Meeting.

(c) Notwithstanding the requirements set out in the above Rule 16.5(b), the Board may make By-Laws which provide for members to vote in the election of the Board electronically.

16.6 Election of the Executive

The Board shall at their first full meeting after election appoint, from amongst themselves any financial Full member with 2 or more years' continuous service on the Board, the President and Vice President. In the event of no Board member having served 2 years, the Board shall appoint from any member of the Board the President or Vice President (as the case may be).

16.7 Election by-laws

The Board may make by-laws not inconsistent with this constitution concerning the procedure as to nominations and the conduct and declaration of the election.

16.8 Vacancies on the Board

(a) If insufficient nominations are received for the number of Directors to be elected at any election to fill all vacancies in the Board, or if a casual vacancy shall occur, the Directors for the time being may act as the Board notwithstanding any vacancies but the Board must promptly appoint a member to fill each vacancy so as to ensure that there a 5 directors who are Life members (who were formerly Service members) and Service members or Life members (who were formerly Associate members) and Associate members and any members so appointed shall hold office for such time as the person in whose place they were appointed would have held office.

(b) If a member of the Executive vacates office, the Board will appoint one of its own number to fill that vacancy and the Director so appointed will hold office during such time as the person in whose place they were appointed would have held office. The vacancy then arising in the position of the Director so appointed will be filled by the Board in accordance with rule 16.8(a).

- (c) Subject to this constitution, the members in General Meeting may by ordinary resolution remove any Director or Directors before the expiration of their period of office, in accordance with the Corporation Act, and may by ordinary resolution appoint another eligible member or members in their place. Any member so appointed will hold office only during such time as the Director in whose place they are appointed would have held the same if they had not been so removed.
- (d) In addition to the circumstances in which the office of a Director becomes vacant by law or under this constitution, the office of a Director becomes vacant if the Director:
 - (i) dies;
 - (ii) fails to disclose in accordance with the Corporations Act the nature of any Material Personal Interest in a matter that relates to the affairs of the Club;
 - (iii) becomes of unsound mind, or mentally incapable of performing the duties of that office as resolved by the Board;
 - (iv) is absent from meetings of the Board for a continuous period of 3 months, without leave of absence from the Board;
 - (v) resigns by notice in writing to the Secretary;
 - (vi) becomes an employee of the Club;
 - (vii) ceases to be a member eligible to hold office on the Board;
 - (viii) ceases to be a member of the Club; or
 - (ix) fails to undertake mandatory director training as required by the Registered Clubs Act.

17 Operation of the Company

17.1 Powers and duties of the Board

- (a) The business of the Club is to be managed by or under the direction of the Board.
- (b) Except as otherwise required by the Corporations Act, any other applicable law, or this constitution, the Board:
 - (i) has the power to manage the business and affairs of the Club; and
 - (ii) may exercise every right, power or capacity of the Club not by law or by this constitution otherwise required to be exercised by the Club in a General Meeting.

17.2 Property

The Board may sell, exchange, lease, licence, demise, or otherwise dispose of, all or any of the land or other property or rights to which the Club may be entitled, subject to the Registered Clubs Act and the Liquor Act.

17.3 Negotiable Instruments

All negotiable instruments must be executed, accepted or endorsed by the Club by the signature of 2 Directors or in any other manner as the Board determines.

17.4 By-laws

- (a) The Board may make any by-laws not inconsistent with this constitution as in the opinion of the Board are necessary or desirable for the proper control, administration

and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members.

- (b) The Board may at any time amend or rescind such by-laws.
- (c) Any by-laws made under this constitution will come into force and have the full authority of a by-law of the Club on being posted upon the Noticeboard.

17.5 **Committees**

- (a) The Board may constitute committees comprised of at least 1 Director and including other persons suitable to assist and advise the Board in the discharge of its functions in accordance with resolutions of the Board.
- (b) The President has the right to be ex officio a member of all such committees.
- (c) A committee may meet and adjourn as it thinks proper, subject to any director of the Board. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and the chairperson will have a casting vote to be exercised in the case of an equality of votes. The meetings and proceedings of any committee consisting of 2 or more members will be governed by the provisions of this constitution for regulating the meetings and proceedings of the Board so far as they are applicable and are not superseded by any resolution of the Board.

18 Proceedings of the Board

18.1 **Board Meetings**

- (a) The Board may meet together for the despatch of business and adjourn and otherwise regulate its meetings as the Board thinks fit. The Board must meet at least every three (3) calendar months and minutes of all resolutions and proceedings of the Board must be entered in a minute book provided for that purpose.
- (b) The President may at any time, and the Secretary must on the requisition of five (5) Directors, convene a Board meeting.
- (c) A Board meeting may be called or held using any technology consented to by all the Directors. The consent will be standing. A Director may only withdraw their consent within a reasonable period before the meeting.
- (d) The President is entitled to be the chairperson of Board meetings, but if the President is absent or unable or unwilling to act then the Vice President will chair the Board meeting. If both the President and Vice President are absent or unable or unwilling to act, the Directors present must elect one of their number to chair the Board meeting.
- (e) All acts done by any meeting of the Board or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person so acting, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

18.2 **Notice of Board Meeting**

Each Director must be given reasonable notice of each Board meeting. Actual non-receipt of notice by a Director does not result in a Board meeting being invalid, provided such notice was given.

18.3 **Quorum**

At a Board meeting 5 Directors constitutes a quorum.

18.4 Continuing Directors

If there is a vacancy or vacancies in the office of a Director or offices of Directors the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting they may act only:

- (a) for the purpose of requesting the members to appoint additional Directors;
- (b) to convene a General Meeting; or
- (c) to fill casual vacancies on the Board.

18.5 Voting

- (a) Subject to this constitution, a resolution at a Board meeting must be passed by a majority of the votes cast by the members present and entitled to vote on the resolution. The chairperson will have a casting vote in the case of an equality of votes.
- (b) Notwithstanding anything in this Constitution but subject to any restrictions under the Corporations Act and the Registered Clubs Act, the Board may allow any Director entitled to vote at a meeting of the Board to cast that vote electronically.

18.6 Written resolution

- (a) The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs. An electronic signature by a Director will be acceptable for this purpose unless otherwise provided by law.
- (b) Separate copies of a document may be used for signing by Directors in the wording or the resolution and statement is identical in each copy.

18.7 Attendance of non-directors

The President or a majority of the Directors may request the attendance at any Board meeting of any person who in their opinion may be able to assist the Board in any matter under consideration.

18.8 Procedure at Board meetings

Subject to this constitution and the Corporations Act, the procedure to be followed at a Board meeting will be as the Board determines.

19 Director's duties and interests

19.1 Duty to disclose Material Personal Interests

- (a) For the purposes of this rule 19, a Director has a Material Personal Interest in a matter that relates to the affairs of the Club if that Director would be considered to have a Material Personal Interest under the Corporations Act.
- (b) Unless the Corporations Act says otherwise, a Director who has a Material Personal Interest in a matter that relates to the affairs of the Club must, at a Board meeting as soon as practicable after the Director's appointment or after the Director becomes aware of their interest in the matter (whichever is later), give the other Directors notice of the interest which must include details of:
 - (i) the nature and extent of the interest;
 - (ii) the relation of the interest to the affairs of the Club; and

- (iii) any other information the Director is required to disclose under the Corporations Act.
- (c) A Director does not need to give notice of an interest under rule 19.1(b) if he or she is not required to do so under the Corporations Act.
- (d) A Director who is required to disclose a Material Personal Interest to the Club under this constitution or the Corporations Act must ensure that the nature and extent of the interest is tabled at a Directors' meeting and recorded in the minutes of that meeting.

19.2 **Effect of Director having a Material Personal Interest**

Each Director must comply with the Corporations Act in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a Material Personal Interest.

19.3 **Standing disclosure**

A Director may disclose a Material Personal Interest in the form of a standing notice to the other Directors with ongoing effect in accordance with the Corporations Act.

19.4 **Director's interests in contracts**

A Director will not be disqualified from contracting with the Club or be liable to account to the Club for any profit realised by any such contract, provided that the relevant procedure for approval of the contract under the Registered Clubs Accountability Code must be followed.

20 **Secretary**

Only 1 Secretary will be appointed by the Board at any time, and the Secretary will hold office on such terms and conditions (including as to remuneration) as the Board determines.

21 **General Meetings**

21.1 **Annual General Meeting**

A General Meeting called the Annual General Meeting must be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the end of the Club's financial year. All General Meetings other than Annual General Meetings shall be called General Meetings.

21.2 **General Meetings**

- (a) The Board may convene a General Meeting whenever it considers fit.
- (b) The members may request the Board to call a General Meeting in accordance with Section 249D of the Corporations Act.
- (c) The members may call a General Meeting only in accordance with Section 249E or Section 249F of the Corporations Act.
- (d) A General Meeting convened by the Board may be postponed or cancelled at any time before the day of the meeting by the Board as it may determine.
- (e) A General Meeting called by the Board on the request of the members may be cancelled by the Board at any time before the day of the meeting, on the request of those members. Those members must pay the expenses of the cancellation unless the Board determines otherwise.
- (f) A General Meeting called by the members in accordance with the Corporations Act, may be cancelled by those members so notifying the Club in writing at least 14 days

prior to the date for which the General Meeting has been called. Those members must pay the expenses of the cancellation unless the Board determines otherwise.

21.3 Notice

- (a) At least 21 days' notice specifying the place, day and hour of a General Meeting and in the case of special business the general nature of that business must be given to all members entitled to attend and vote at that General Meeting.
- (b) A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

21.4 Quorum

- (a) No business shall be conducted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum is:
 - (i) for a General Meeting which is called by, or upon the request of, 5% of the Club's members, who are present and entitled to vote; and
 - (ii) for any other General Meeting and the Annual General Meeting: not less than 25 members who are present and entitled to vote.
- (b) If within 15 minutes from the time appointed for any General Meeting a quorum is not present:
 - (i) If the meeting has been convened upon by or the request of members, the meeting is dissolved.
 - (ii) In any other case the meeting will stand adjourned to:
 - (A) the same day in the next week at the same time and place; or
 - (B) to another day, time and place determined by the Board, but such period shall be less than 1 month.
- (c) If a quorum is not present at a General Meeting resumed after an adjournment under rule 21.4(b)(ii), the members who are present and entitled to vote will be a quorum and may transact the business for which the meeting was called.

21.5 Proceedings

- (a) The business of the Annual General Meeting may include any of the following, even if not referred to in the notice of Annual General Meeting:
 - (i) the consideration of the annual financial report, Directors' report and auditor's report;
 - (ii) the election of Directors;
 - (iii) the appointment of the auditor; and
 - (iv) the fixing of the auditor's remuneration.
- (b) The President is entitled to be the chairperson at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then a Vice President will act as chairperson. If a Vice President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the Directors present will elect 1 of their number to be chairperson of the meeting.

- (c) Every question submitted to a General Meeting will be decided by a show of hands (unless a poll is demanded by the chairperson or by not less than 5 members) and the chairperson of the meeting shall have a casting vote in the case of an equality of votes whether on show of hands or on a poll.
- (d) At any General Meeting (unless a poll is demanded), a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- (e) A poll demanded on a matter other than the question of an adjournment must be taken when and in the manner the chairperson directs. A poll on the question of an adjournment must be taken immediately. A demand for a poll may be withdrawn.
- (f) The chairperson of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. When a General Meeting is adjourned:
 - (i) only unfinished business is to be transacted at a General Meeting resumed after an adjournment;
 - (ii) a resolution passed at a General Meeting resumed after an adjournment will be deemed to be passed on the date when it was in fact passed, and will not be deemed to have been passed on any earlier date; and
 - (iii) new notice of the resumed meeting must be given only if the General Meeting is adjourned for 1 month or more.
- (g) Minutes of all resolutions and proceedings at General Meetings must be entered within 1 month of the meeting in the book provided for that purpose. Such minutes must be signed by the chairperson of the meeting to which it relates or by the chairperson of the next meeting. 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.
- (h) Notwithstanding anything in this constitution but subject to the Registered Clubs Act, the Club may hold a meeting (including any General Meeting) of the Club at which all or some persons can attend by electronic means, provided that:
 - (i) any person who speaks at the meeting can be heard by other persons in attendance; and
 - (ii) if a General Meeting, members as a whole have a reasonable opportunity to participate in the General Meeting.

21.6 Voting

- (a) Each member who is entitled to vote shall have 1 vote.
- (b) Voting by proxy is not allowed:
 - (i) at any election of the Board;
 - (ii) at any meeting of the Board or of a committee of the Board; or
 - (iii) at any General Meeting.
- (c) Notwithstanding anything in this constitution but subject to the Registered Clubs Act, the Board may allow any member entitled to vote at a meeting (including a General Meeting) of the Club to cast that vote electronically.

22 Accounts and Audit

22.1 Financial Year

The financial year of the Club shall commence on the first day of July and end on the last day of June in each year or, subject to the Corporations Act, be for such other period as the Board may determine.

22.2 Keeping Accounts

The Board must cause the Club to keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance;
- (b) would enable true and fair financial statements to be prepared and audited.

22.3 Financial Report

If required by the Corporations Act, the Board must cause the Club to prepare a financial report and a Directors' report that comply with the Corporations Act and must report to the members in accordance with the Corporations Act.

22.4 Audit

If required by the Corporations Act, the Board must cause the Club's financial report for each financial year to be audited and obtain an auditor's report.

23 Executing documents

23.1 Common Seal

- (a) The Club will not have a common seal unless the Board resolves to adopt one. Any common seal adopted by the Board may only be used with the authority of the Board.
- (b) The fixing of the common seal, or any duplicate seal, to a document must be witnessed:
 - (i) by 2 Directors;
 - (ii) by 1 Director and the Secretary; or
 - (iii) by any other way resolved by the Board.

23.2 Signing Documents

The Club may execute a document (including a deed) without using the common seal if that document is signed by:

- (a) 2 Directors; or
- (b) 1 Director and the Secretary.

23.3 No limitation

Nothing in this rule 23 limits the manner in which a document may be lawfully executed by or on behalf of the Club.

24 Notices

24.1 Giving a notice

A notice may be given by the Club to any member either:

- (a) personally;
- (b) by sending the notice by post to the address of the member recorded for that member in the register;
- (c) by sending the notice to the electronic address recorded for that member by the Club; or
- (d) by notifying the member via physical or electronic communication that the notice is available and how it may be accessed electronically (in accordance with the Corporations Act and the Registered Clubs Act).

24.2 When notice is given

- (a) Where a notice is sent by post it is taken to be given:
 - (i) in the case of a notice convening a meeting, on the day after the day on which the notice was posted; or
 - (ii) in any other case, 3 days after the notice was posted.
- (b) Where a notice is sent by electronic means, the notice is taken to have been given on the day after it was sent.
- (c) Where notice is given under rule 24.1(d), the notice is taken to be given on the day after the day on which the member is notified that the notice is available.

25 Indemnity and insurance

25.1 Indemnity

Subject to the Corporations Act, the Club may, to the extent the person is not otherwise indemnified, indemnify every officer (as defined in the Act) of the Club against a liability incurred by that person as an officer of the Club:

- (a) to a person other than the Club (including a liability incurred as a result of appointment or nomination of the Club or subsidiary as a trustee or as an officer of another corporation) unless the liability arises out of conduct involving a lack of good faith or is for a pecuniary penalty order or compensation under the Corporations Act; and
- (b) for costs and expenses incurred by the officer in defending civil or criminal proceedings except as prohibited under section 199A of the Corporations Act or otherwise by law.

25.2 Insurance

Subject to the Corporations Act, the Club may enter into and pay premiums on a contract of insurance in respect of any person, to the fullest extent permitted by the Corporations Act.

25.3 Former Officers

An indemnity in favour of officers under rule 25.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Club, even if the person is not an officer at the time the claim is made.

26 Amendments to constitution

This constitution may be varied or amended by Special Resolution passed by financial Full members who are present and entitled to vote on the Special Resolution.