

CORPORATIONS ACT 2001

CONSTITUTION

of

CRONULLA-SUTHERLAND
LEAGUES CLUB LIMITED

ACN 000 202 826

1. Adopted 28.04.2005
2. Amended 19 March 2015

CONSTITUTION

of

CRONULLA-SUTHERLAND LEAGUES CLUB LIMITED ACN 000 202 826

NAME

1. The name of the Company is Cronulla-Sutherland Leagues Club Limited.

PRELIMINARY

2. The Company shall be a non-proprietary company.
3. The Company is established for the purposes set out in this Constitution.
4. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

DEFINITIONS

5. (a) In this Constitution unless there be something in the subject or context inconsistent therewith:

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

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

"By-Laws" shall mean the By-laws made in accordance with this Constitution.

"The Club" means Cronulla-Sutherland Leagues Club Limited ACN 000 202 826.

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

"Full member" means any person who is in one of the categories of membership referred to in Rule 18.

"Constitution" means this Constitution.

"Month" except where otherwise provided in this Constitution means calendar month.

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

"Rules" means the rules comprising this Constitution.

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

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

"Sub club" means any sporting club, incorporated or otherwise, that pursuant to a resolution of the Board under Rule 57(o) is or has been established and is affiliated or becomes affiliated with the Club.

- (b) **"Financial member"**. A member shall not be a financial member of the Club if:
- (i) the member's subscription or any part thereof has not been paid in accordance with Rule 38; or
 - (ii) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of thirty 30 days from service on that member of a notice from the Club requiring payment thereof; and
- in either case that member shall be and remain un-financial until the full amount owing is paid to the Club.
- (c) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

OBJECTS

6. The objects of the Club are:
- (a) To establish, equip, furnish and maintain a club for the benefit of members and to promote social sporting and educational undertakings for the advancement and benefit of members.
 - (b) To provide any or all of the facilities necessary to further the aims of the Cronulla-Sutherland District Rugby League Football Club Limited, and the Cronulla-Caringbah Junior Rugby League Football Club and give whatever assistance the General Committee may consider convenient for this purpose.
 - (c) To purchase and take on lease or otherwise acquire land at or near Caringbah or at any other place that the Club may deem expedient and provide a Club-house and/or Club-houses, pavilions, lavatories, bathrooms, refreshment rooms, billiard rooms and other

conveniences in connection therewith and to permit the use of the same by members and other persons on such terms as the Club shall determine.

- (d) To hold matches, games and competitions and offer and grant or contribute towards the provision of prizes awards and distinctions.
- (e) To subscribe to become a member of and co-operate with any other Association whether incorporated or not whose objects are altogether or in part similar to those of this Club.
- (f) To buy sell and deal in all kinds of apparatus and all kinds of provisions either liquid or solid required by persons frequenting the Club's property and premises.
- (g) To purchase for cash or on terms and to take on lease or otherwise acquire any easements buildings or property real or personal which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Club.
- (h) To raise money by entrance and other fees and subscriptions or in any other manner, and to grant any rights and privileges to subscribers.
- (i) To invest and deal with the moneys of the Club not immediately required upon such securities, and in such manner as may from time to time be determined, including power to invest on deposit in any bank.
- (j) To receive on deposit, borrow, raise and secure payment of money in such manner and on such terms and conditions as the Club or the Board thereof shall think fit, and in particular to give mortgages and liens over the property, real and personal of the Club, and to issue debentures and debenture stock perpetual or otherwise charged upon all or any of the Club's property, both present and future.
- (k) To sell, lease, let, improve, cultivate, fence, acquire, manage, develop, exchange, mortgage, dispose of, grant, give or dedicate roads, lanes, rights of way or easements upon, turn to account, grant licenses or otherwise deal with all or any part of the property of the Club subject to the limitation in Section 41J of the Registered Clubs Act.
- (l) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
- (m) To enter into any arrangements or co-operate with any Club or Clubs, person or persons, for the purpose of promoting any of the objects of the Club, upon such terms and conditions as shall be agreed upon.
- (n) To lend money to such persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property both present and future.

- (o) To establish and support or aid in the establishment and support of association institutions funds or trusts calculated to benefit employees or ex-employees of the Club or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable and benevolent objects or for any exhibition or for any public general or useful object and to make donations to such person and in such cases as the Club may deem expedient.
- (p) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, debentures or other negotiable or transferable instruments.
- (q) To hire and employ and dismiss secretaries, clerks, managers, servants and workmen, and to pay to them and other persons in return for services rendered to the Club, salaries, wages, gratuities and pensions.
- (r) In furtherance of the objects of the Club to apply for and obtain and hold a Certificate of Registration under the *Registered Clubs Act* and for the purposes of the Registered Clubs Act to appoint a manager or officer to act as the Secretary Manager and Chief Executive Officer of the Club.
- (s) In furtherance of the objects of the Club to obtain and hold any licence or permit necessary for the purposes of the Club.
- (t) To do all such other things as are incidental or conducive to the attainment of all or any of the above objects.
- (u) To sell or dispose of the undertaking of the Club or any part thereof for such considerations as the Club may think fit and in particular for shares debentures or securities of any other company having objects altogether or in part similar to those of the Club.
- (v) To amalgamate or affiliate with any other company having objects altogether or in part similar to those of the Club.
- (w) To raise funds by all lawful means for the attainment of these objects.
- (x) To indemnify any person or person whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charged or other securities over the whole or any part of the real or personal property present or future of the Club.

LIMITED LIABILITY

7. The liability of the members is limited.

MEMBERS GUARANTEE

8. (a) Each member undertakes to contribute an amount not exceeding one dollar (\$1.00) if the Club is wound up:

- (i) while he or she is a member of the Club; or
 - (ii) within one year of the date that he or she ceases to be a member.
- (b) The contribution referred to in paragraph (a) of this Rule 8 shall be for the:
- (i) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
 - (ii) costs, charges and expenses of winding up.

APPLICATION OF PROPERTY ON DISSOLUTION

9. (a) If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:
- (i) not be transferred, paid to or distributed among the members;
 - (ii) be given or transferred to the Cronulla-Sutherland District Rugby League Football Club Limited or if that organization shall not exist then to the Cronulla Caringbah Junior Rugby League Football Club and failing that then to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.
- (b) The institution or institutions referred to in paragraphs (a)(ii) of this Rule 9 shall be determined by:
- (i) the members of the Club in general meeting at or before the time of dissolution; or in default thereof
 - (ii) the Supreme Court of New South Wales.

PROPERTY AND INCOME OF THE CLUB

10. The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
11. Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club.

12. Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a 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.
13. A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
14. Subject to Rule 15 nothing in this Constitution shall prevent the payment:
 - (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
 - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent;
 - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
15. A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:
 - (a) honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976;
 - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
 - (c) interest at the rate referred to in Rule 14(c) above on any money lent by the director of the Club;
 - (d) a benefit provided in accordance with Section 10(6A) of the Registered Clubs Act 1976.

LIQUOR & GAMING

16. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 16(a) does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

- (c) A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- (d) The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- (e) Subject to subsection 2(b) of Section 73 of the Gaming Machines Act 2002, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (f) Subject to subsection 2 of Section 74 of the Gaming Machines Act 2002, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

MEMBERSHIP

- 17. (a) The number of members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
 - (b) No person under the age of 18 years shall be admitted as a member of the Club.
- 18. The full membership of the Club shall be divided into the following categories:
 - (a) Club members;
 - (b) Perpetual members;
 - (c) Senior members;
 - (d) Life members.
- 19. Persons who are not full members may, in accordance with this Constitution, be admitted to the Club as:
 - (a) Provisional Members;
 - (b) Honorary Members;
 - (c) Temporary Members.
- 20. The number of full members having the right to vote in the election of the Board shall at all times exceed the number of full members who do not have the right to vote in the election of the Board.

ELIGIBILITY AND RIGHTS OF CLASSES OF MEMBERSHIP**CLUB MEMBERS**

21. (a) Club members shall be persons who have attained the age of eighteen (18) years and are elected to Club membership of the Club or are transferred by the Board to Club membership from another class of membership of the Club.
- (b) Club members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- (c) Club members who have been a financial member of the Club for at least three (3) consecutive years are entitled to:
- (i) all the social privileges and advantages of the Club; and
 - (ii) attend and vote at general meetings of the Club (including annual general meetings);
 - (iii) nominate for and be elected to hold office on the Board;
 - (iv) vote in the election of the Board;
 - (v) vote on any special resolution to amend this Constitution;
 - (vi) propose, second, or nominate any eligible member for any office of the Club;
 - (vii) propose, second or nominate any eligible member for Life membership;
 - (viii) introduce guests to the Club.
- (d) Club members who have been financial members of the Club for less than three (3) consecutive years shall be entitled to:
- (i) all the social privileges and advantages of the Club; and
 - (ii) introduce guests into the Club.
- (e) Club members who have been a financial member of the Club for less than three (3) consecutive years shall not be entitled to:
- (i) attend and vote at general meetings (including annual general meetings of the Club);
 - (ii) nominate for and be elected to hold office on the Board;
 - (iii) vote in the election of the Board;
 - (iv) vote on any special resolution to amend this Constitution;
 - (v) propose, second or nominate any eligible member for any office of the Club;

- (vi) propose, second or nominate any eligible member for Life membership.

PERPETUAL MEMBERS

- 22. (a) Perpetual members shall be those persons who were elected or transferred to Perpetual membership.
- (b) Perpetual membership is closed.
- (c) Perpetual members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- (d) Perpetual members who have been a financial member of the Club for at least three (3) consecutive years are entitled to:
 - (i) all the social privileges and advantages of the Club; and
 - (ii) attend and vote at general meetings of the Club (including annual general meetings;
 - (iii) nominate for and be elected to hold office on the Board;
 - (iv) vote in the election of the Board;
 - (v) vote on any special resolution to amend this Constitution;
 - (vi) propose, second, or nominate any eligible member for any office of the Club;
 - (vii) propose, second or nominate any eligible member for Life membership;
 - (viii) introduce guests to the Club.
- (e) Perpetual members who have been a financial member of the Club for less than three (3) consecutive shall be entitled to:
 - (i) all the social privileges and advantages of the Club; and
 - (ii) introduce guests into the Club.
- (f) Perpetual members who have been a financial member of the Club for less than three (3) consecutive years shall not be entitled to:
 - (i) attend and vote at general meetings of the Club (including annual general meetings;
 - (ii) nominate for and be elected to hold office on the Board;
 - (iii) vote in the election of the Board;
 - (iv) vote on any special resolution to amend this Constitution;
 - (v) propose, second, or nominate any eligible member for any office of the Club;

- (vi) propose, second or nominate any eligible member for Life membership.
- (g) In order to keep its membership database up to date for Perpetual members, the Club shall be able to write to a Perpetual member at the address on the Club's register of members requesting them to provide their current residential address and contact details. If a Perpetual member fails to provide this information to the Club in writing within two (2) years of the date of the letter, then, he or she shall cease to be a Perpetual Member of the Club and the provisions of Rules 41 and 42 shall not apply. A notation to this effect shall be made in the Club's membership register.

SENIOR MEMBERS

- 23. (a) Senior members shall be persons who are of or over the age of eighteen (18) years and are elected to Senior membership of the Club or are transferred by the Board to Senior membership from another class of membership of the Club.
- (b) Persons who satisfy the Board that they are in receipt of such form of pension as the Board shall determine from time to time by by-law as being acceptable for Senior membership are the only persons eligible to be elected or transferred to Senior membership
- (c) Senior members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- (d) Senior members who have been a financial member of the Club for at least three (3) consecutive years are entitled to:
 - (i) all the social privileges and advantages of the Club; and
 - (ii) attend and vote at general meetings of the Club (including annual general meetings);
 - (iii) nominate for and be elected to hold office on the Board;
 - (iv) vote in the election of the Board;
 - (v) vote on any special resolution to amend this Constitution;
 - (vi) propose, second, or nominate any eligible member for any office of the Club;
 - (vii) propose, second or nominate any eligible member for Life membership;
 - (viii) introduce guests to the Club.
- (e) Senior members who have been a financial member of the Club for less than three (3) consecutive years shall be entitled to:
 - (i) all the social privileges and advantages of the Club; and
 - (ii) introduce guests into the Club.

- (f) Senior members who have been a financial member of the Club for less than three (3) consecutive years shall not be entitled to:
 - (i) attend and vote at general meetings (including annual general meetings of the Club);
 - (ii) nominate for and be elected to hold office on the Board;
 - (iii) vote in the election of the Board;
 - (iv) vote on any special resolution to amend this Constitution.;
 - (v) propose, second or nominate any eligible member for any office of the Club;
 - (vi) propose, second or nominate any eligible member for Life membership.

LIFE MEMBERS

- 24. (a) A Life member shall be any member who has rendered outstanding service to the Club and has been granted Life membership of the Club in accordance with this Rule 24.
- (b) Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- (c) Candidates for Life membership shall be proposed by one Club member, Perpetual member, Senior member or Life member and seconded by another Club member, Perpetual member, Senior member or Life member. Nominations for life membership shall be able to be lodged with the Club at any time up to and including the last Board meeting held before notices of an Annual General Meeting are required to be sent to members.
- (d) If such nomination is approved by the Board, the nomination shall be referred to the next general meeting of the Club.
- (e) If such nomination is approved by a two-thirds majority of the members present and voting at that meeting the person nominated shall thereby be a Life member of the Club.
- (f) Every Life member shall be entitled to all the rights and privileges of a Club member.
- (g) A Life member is relieved from the payment of any annual subscription.

TRANSFER BETWEEN CLASSES OF MEMBERSHIP

- 25. (a) The Board shall have the power on the application of any member transfer that member to another category of membership if that member has the qualifications for that other category of membership.
- (b) Any application for transfer of membership pursuant to this Rule 25 together with any additional subscription shall be deposited at the office and the Secretary shall cause the

name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than one week before the transfer of the applicant to another class of membership of the Club.

- (c) A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- (d) Upon a member being transferred to another class of membership of the Club, the Secretary shall cause a notice of such transfer to be promptly forwarded or posted to such member. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

PROVISIONAL MEMBERS

- 26. Every person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club and who has paid to the Club the entrance fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form shall be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- 27. Should a person who is admitted as a Provisional member not be elected to membership of the Club within six weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the entrance fee (if any) and subscription submitted with the nomination shall be forthwith returned to that person.
- 28. (a) Provisional members shall be entitled to:
 - (i) the social facilities and amenities of the Club as the Board may determine from time to time; and
 - (ii) introduce guests into the Club.
- (b) Provisional members shall not be entitled to:
 - (i) attend and vote at Annual General Meetings and general meetings of the Club; or
 - (ii) nominate for and be elected to hold office on the Board;
 - (iii) vote in the election of the Board;
 - (iv) vote on any special resolution to amend this Constitution;
 - (v) propose, second, or nominate any eligible member for any office of the Club;
 - (vi) propose, second or nominate any eligible member for Life membership.

HONORARY MEMBERS

29. (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; or
 - (ii) any prominent citizen or local dignitary visiting the Club.
- (b) Honorary members shall be entitled to the social facilities and amenities of the Club as the Board may determine from time to time.
- (c) Honorary members 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 in the Club or participate in the management, business and affairs of the Club in any way.
- (d) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- (i) the name in full of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary membership is conferred;
 - (iv) the date on which Honorary membership is to cease.

TEMPORARY MEMBERS

30. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any person whose permanent place of residence in New South Wales is not less than a distance of 5 kilometers radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
 - (b) A full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club.
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.
31. (a) Temporary members shall not be required to pay an entrance fee or annual subscription.

- (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (c) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 48.
- (d) The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore.
- (e) No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a Junior member of another registered club and satisfies the requirements of Rule 30(c).
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 30(c) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
 - (i) the name in full of the Temporary member;
 - (ii) the residential address of the Temporary member;
 - (iii) the date on which Temporary membership is granted;
 - (iv) the signature of the Temporary member.

VOTES OF MEMBERS

- 32. (a) Only Life members and members in the following classes of membership who have been financial members of the Club for at least three (3) consecutive years immediately before the date of the meeting shall be entitled to attend and vote at any meeting of the Club:
 - (i) Club members; and
 - (ii) Perpetual members;
 - (iii) Senior members.
- (b) Subject to Rule 95, every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.
- (c) No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.

ELECTION OF MEMBERS

33. (a) A person shall not be admitted as a full member of the Club unless that person is elected to membership by the Board of the Club, or by a duly appointed election committee of the Club.
- (b) The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
- (c) The Board shall hold a ballot for the election of members.
- (d) The Board may reject any application for membership without assigning any reason for such rejection.
34. (a) Every application for membership of the Club shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
- (i) the full name of the applicant;
 - (ii) the residential address of the applicant;
 - (iii) the date of birth and the age of the applicant;
 - (iv) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
 - (v) the signature of the applicant;
 - (vi) such other particulars as may be prescribed by the Board from time to time.
- (b) Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:
- (i) the entrance fee (if any) and the appropriate annual subscription;
 - (ii) photo identification such as (without limitation) a current driver's licence or a current passport held by that applicant.
- (c) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars and identity of that person as appearing in the photo identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application form and shall cause the application to be sent to the Secretary.
- (d) A person whose application has been signed by an authorised officer of the Club in accordance with paragraph (c) of this Rule 34 and who has paid the Club the entrance

fee (if any) and the first annual subscription for the class of membership applied for shall become a Provisional member.

- (e) The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
 - (f) An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
35. (a) Upon a person being elected as a member of the Club the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.
- (b) A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND LEVIES

36. Annual subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
37. Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum prescribed under the Registered Clubs Act.
38. (a) All subscriptions shall be due and payable on a date determined by the Board from time to time.
- (b) Any person who has not paid his or her subscription by the due date shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club and the provisions of Rule 41 shall not apply to such resolution.
- (c) Each year the Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the subscription and of the provisions of paragraph (b) of this Rule 38.
- (d) Any person who has been removed from membership of the Club pursuant to paragraph (b) of this Rule 38 may re-apply for membership in accordance with this Constitution.

REGISTERS OF MEMBERS AND GUESTS

39. The Club shall keep the following registers:
- (a) A register of persons who are full members. This register shall set forth in respect of each of those members:
 - (i) the name in full
 - (ii) the occupation
 - (iii) the address
 - (v) the date of being first elected to membership of the Club
 - (vi) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
 - (b) A register of persons who are Honorary members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act.
 - (c) A register of persons who are Temporary members other than Temporary members referred to in Rule 30(c) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.
 - (d) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act.

ADDRESSES OF MEMBERS

40. Members must advise the Secretary of the Club of any change in their address within seven days of changing their address as recorded in the register referred to in Rule 39(a).

DISCIPLINARY PROCEEDINGS

41. Provided that the provisions of Rule 42 are satisfied, the Board shall have power to reprimand, suspend, expel or accept the resignation of any member, if that member:
- (a) wilfully refuses or neglects to comply with any of the provisions of this Constitution or any By-Law; or
 - (b) is, in the reasonable opinion of the Board;
 - (i) guilty of any conduct prejudicial to the interests of the Club; or
 - (ii) guilty of conduct which is unbecoming of a member;

- (iii) guilty of conduct which shall render the member unfit for membership.
42. (a) A member shall be notified of:
- (i) any charge against the member pursuant to Rule 41; and
 - (ii) the date, time and place of the hearing of the charge.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 41 by notice in writing by a prepaid letter posted to the member's last known address at least fourteen (14) clear days before the meeting of the Board at which a charge is to be heard.
- (c) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
- (d) If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- (e) After the Board has considered the evidence put before it, the Board must come to a decision as to the member's guilt in relation to any charge.
- (f) When the Board has determined the issue of guilt, if the member charged is at the meeting, the Board must inform the member whether or not the member has been found guilty.
- (g) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to the appropriate penalty for the charge of which the member has been found guilty.
- (h) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless two-thirds of the directors present in person vote in favour of such motion.
- (i) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
43. If a notice of charge is issued to a member pursuant to Rule 42(a), the Board shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for one (1) month whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
44. Any member suspended pursuant to Rules 41, 42 and 43 shall during the period of such suspension not be entitled to:

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

REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

45. (a) In accordance with Section 67A of the Registered Clubs Act, the Secretary or subject to paragraph (c) of this Rule 45 an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act;
 - (iv) who hawks, peddles or sells any goods on the premises of the Club;
 - (v) who, within the meaning of the *Smoke-free Environment Act*, smokes while on any part of the premises that is smoke-free.
 - (vi) 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.
 - (vii) whom the Club, under the conditions of its certificate of registration, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to paragraph (c) of this Rule 45 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 45) 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 67A of the Registered Clubs Act the employees who under this Constitution is entitled to exercise the powers set out in this Rule shall be:
 - (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (ii) any employee authorised in writing by the Secretary to exercise such power.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 46. (a) A member may at any time by giving notice in writing to the Secretary resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
- (b) Any member who has resigned pursuant to this Rule 46 will not be entitled to any refund of membership fees or any part thereof unless the Board considers that there are circumstances warranting an ex gratia payment of the unexpired portion of his or her membership fees from the date of resignation.

GUESTS

- 47. (a) All members except Honorary members shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 48.
- (b) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who is then suspended or who has been expelled from the Club pursuant to Rule 41 (a) or Rule 41(b) or who has been refused admission to or turned out of the Club pursuant to Rule 41(c).
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (f) 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.

- (g) 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.
 - (h) 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.
 - (i) The Secretary may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
48. A Temporary member may bring into the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
 - (b) who does not remain on the Club premises any longer than that Temporary member;
 - (c) in relation to whom the member is a responsible adult.
49. For the purposes of Rule 48 “responsible adult” means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
 - (b) the minor’s spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor’s spouse on a permanent and domestic basis;
 - (c) a person who for the time being has parental responsibility for the minor.

BOARD OF DIRECTORS

50. (a) (i) Subject to Rule 80, with effect from and for the purposes of the Annual General Meeting to be held in 2015, there will be nine (9) directors on the Board and the Board shall consist of a President, Vice President and seven (7) Ordinary directors provided that the President and four (4) Ordinary Directors shall be financial members of the Cronulla-Sutherland District Rugby League Football Club Limited and/or the Cronulla-Caringbah Junior Rugby League Football Club Inc.
- (ii) Subject to Rule 80, with effect from and for the purposes of the Annual General Meeting to be held in 2016, the number of directors on the Board will be reduced from nine (9) to eight (8) and the Board shall consist of a President, Vice President and six (6) Ordinary directors provided that the President and four (4) Ordinary Directors shall be financial members of the Cronulla-Sutherland District Rugby League Football Club Limited.
- (iii) Subject to Rule 80, with effect from and for the purposes of the Annual General Meeting to be held in 2017 and all Annual General Meetings thereafter, the number of directors on the Board will be reduced from eight (8) to seven (7) and the Board shall consist of a President, Vice President and five (5) Ordinary directors provided that the President and four (4) Ordinary Directors shall be financial members of the Cronulla-Sutherland District Rugby League Football Club Limited.
- (b) The Board shall be elected triennially in accordance with Rule 53 and Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule will be the Annual General Meeting held in 2015.

SCHEDULE 4

Definitions

1. *In this Schedule -*

"general meeting" means a meeting of the members of the club at which members of the governing body are to be elected;

"triennial rule" means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

"year" means the period between successive general meetings.

2. *Repealed.*

First general meeting under triennial rule

3. (1) *The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.*
- (2) *The groups -*
- (a) *shall be determined by drawing lots; and*
- (b) *shall be as nearly as practicable equal in number; and*
- (c) *shall be designated as group 1, group 2 and group 3.*
- (3) *Unless otherwise disqualified, the members of the governing body -*
- (a) *in group 1 shall hold office for 1 year; and*
- (b) *in group 2 shall hold office for 2 years; and*
- (c) *in group 3 shall hold office for 3 years.*

Subsequent general meetings

4. *At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.*

Casual vacancies

5. (1) *A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.*
- (2) *The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.*

Re-election

6. *A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.*

Revocation of triennial rule

7. *If the triennial rule is revoked -*
- (a) *at a general meeting - all the members of the governing body cease to hold office; or*
- (b) *at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,*
- and an election shall be held at the meeting to elect the members of the governing body.”*

- (c) (i) For the purposes of Section 30(1)(b)(1) of the Registered Clubs Act, the Board may appoint up to two (2) persons to be directors on the Board, provided that the number of directors on the Board at any one time (both directors elected by members and directors appointed by the Board) does not exceed nine (9).
- (ii) The Board shall only appoint a person as a director of the Club if the Board considers them to have the particular skills, expertise and diversity necessary to effectively carry out their roles as directors of the Club.
- (iii) The provisions of the Registered Clubs Act and Regulations shall apply in respect of any person appointed to the Board in accordance with this provision.
51. Subject to any restriction contained in this Constitution, only Life members and members in the following classes of membership who have been financial members for at least three (3) consecutive years shall be entitled to stand for and be elected or appointed to the Board:
- (a) Club members; and
- (b) Perpetual members;
- (c) Senior members.
52. A member who:
- (a) is an employee of the Club; and/or
- (b) is currently suspended from the Club;
- (c) is a non financial member of the Club;
- (d) has at any time been convicted of an indictable offence;
- (e) is a former employee of the Club and/or the Football Club and whose services were at any time terminated by the Club and/or Football Club for misconduct;

- (f) was an employee of the Club and/or the Football Club in an executive capacity within the period of three (3) years prior to nomination, election or appointment to the Board;
- (g) due to his or her interests, upon election to the Board, would mean that a majority of directors are not free from any interest, including any business interest or other relationship which could, or could reasonably be perceived to, materially interfere with the directors ability to act in the best interests of the Club;

shall not be eligible to stand for or be elected to the Board.

- 52A. Any person who is elected to the Board, unless exempted, must complete the training for directors which is specified by By Law which includes such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

ELECTION OF BOARD

53. The election by ballot of the Board shall be conducted in the following manner:
- (a) References to the election of the Board in this Rule 53 refer to positions on the Board to be elected in any one (1) year in accordance with the triennial rule set out in Rule 50(b). Notice of the date and time of the last day for receiving nominations for office, shall be prominently posted on the Club Notice Board at least fifty (50) days prior to the date fixed for the Annual General Meeting and shall remain on the Club Notice Board until nominations close.
 - (b) Nominations shall close on the day that is thirty-five (35) days prior to the date fixed for the Annual General Meeting.
 - (c) Nominations for election to the Board shall be made in writing and signed by two Club members, Perpetual members, Senior members or Life members and by the nominee who shall thereby signify his or her consent to the nomination.
 - (d) Each candidate will have the opportunity to submit within seven (7) days after the closing date for nominations provided in paragraph (b) of this Rule 53 a photograph and resume not exceeding 300 words stating his or her qualifications and their reasons for standing for election to the Board. This offer shall appear on the nomination form. A notice containing this information shall be posted on the Club noticeboard and/or website prior to the commencement of voting.
 - (e) After nominations have closed, the Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board. The list shall distinguish in separate columns the nominees who are members of the Cronulla-Sutherland District Rugby League Football Club Limited and/or the Cronulla-Caringbah Junior Rugby League Football Club Inc. Any challenge as to the formality or validity of any nomination shall be determined by the President whose decision shall be final.
 - (f) If the full number of candidates for the positions available for election on the Board is not nominated then those candidates who are nominated shall be declared elected to the

relevant positions and additional nominations may with the consent of the nominee or nominees be made at the meeting for the position not so filled.

- (g) If there be only the requisite number nominated for the positions available for election those candidates shall be declared duly elected.
- (h) If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of that position.
- (i) The Board shall appoint a Returning Officer to take charge of the ballot.
- (j) The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of ballot papers, the counting of votes and shall report the result of the ballot to the meeting.
- (k) At least six (6) days prior to the date fixed for the Annual General Meeting, ballot papers bearing the names of all candidates shall be available for every member entitled to vote in the election of the board.
- (l) The order in which names appear on the ballot paper shall be determined by lot.
- (m) The ballot shall close at 4:00pm on the day preceding the date fixed for the Annual General Meeting. However, the ballot shall not be closed at that time unless it has been open to members for at least thirty (30) hours and if it has not it will remain open until that period of time is reached.
- (n) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
- (o) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- (p) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
- (q) The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with this Rule 53.
- (r) For the purposes of the election of the Board to be conducted in 2015:
 - (i) Members shall directly elect the President and the eight (8) other Directors.
 - (ii) The ordinary director who receives the most number of votes in the election of the board shall be appointed as Vice President.

- (iii) The director elected to the position of President and the director appointed to the position of Vice President shall, subject to this Constitution, hold those offices until the conclusion of the Annual General Meeting held in 2016.
- (s) For the purposes of the election of the Board to be conducted in 2016 and all elections of the Board thereafter:
 - (i) Members shall elect directors to the vacancies on the Board caused by the operation of the triennial rule set out in Rule 50(b); and
 - (ii) As soon as reasonably practicable after each Annual General Meeting, the Board shall elect from amongst themselves a President and Vice President.
 - (iii) The directors elected to the positions of President and Vice President shall, subject to this Constitution, hold those offices until the conclusion of the next Annual General Meeting.

ELECTIONEERING

- 54. (a) No member shall issue or distribute within the premises or the surrounding precincts of the Club any "how to vote ticket" or any written material advocating either for or against the election of any candidate or candidates for the Board of the Club.
- (b) Any breach of paragraph (a) of this Rule 54 shall be deemed to be conduct prejudicial to the interests of the Club for the purposes of Rule 41.
- (c) Notwithstanding Rule 54(a):
 - (i) the Board or a committee of the Board shall be entitled to identify appropriate candidates for election to the Board and advise members of such candidates; and
 - (ii) the conduct referred to in Rule 54(c)(i) shall not constitute electioneering or a breach of Rule 54(a).

PATRONS

- 55. The members in general meeting may, by a simple majority, appoint a patron or patrons from time to time upon a recommendation being made by the Board to the meeting. A patron who is not a full member of the Club shall be deemed to be an Honorary member of the Club and subject to this Constitution shall remain an Honorary member while they remain as a patron. Any patron may be removed by the same procedure.

POWERS OF THE BOARD

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

57. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a)
 - (i) To delegate any of its powers to committees consisting of such director or directors and/or such Full members of the Club together with persons who are not members but who have particular skills or expertise which they may apply to the relevant committees and senior management staff of the Club as the Board may from time to time think fit and may from time to time revoke such delegation.
 - (ii) Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board.
 - (iii) The Chairperson shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.
 - (iv) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairperson of the meeting shall have a second and casting vote.
 - (v) The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 57 or by any regulation made by the Board pursuant to this Rule 57.
 - (vi) Any Committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.
 - (b) To make such By-Laws not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
 - (i) Such matters as the Board are specifically by this Constitution empowered to regulate by By-Law.
 - (ii) The general management control and trading activities of the Club.

- (iii) The control and management of the Club premises.
 - (iv) The conduct of members and guests of members.
 - (v) The privileges to be enjoyed by each category of members.
 - (vi) The relationship between members and Club employees.
 - (vii) And generally all such matters as are commonly the subject matter of the Constitution or By-Laws or which by the Constitution are not reserved for decision by the Club in general meeting.
- (c) To enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - (e) To secure the fulfillment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
 - (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
 - (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
 - (j) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club and to lease any property of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power of the Board to dispose of any land shall not be exercised unless the requirements of Section 41J of the Registered Clubs Act have been satisfied.

- (k) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.
- (l) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (m) To set the entrance fees and annual or other subscriptions and fees payable by all members.
- (n) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (o) To establish sub clubs with such objects, powers and composition as the Board may determine from time to time.
- (p)
 - (i) To allow each of the sub clubs established pursuant to paragraph (o) or those already in existence to conduct, manage and control sport or other activities for which they were respectively established within the Club;
 - (ii) To allow the sub clubs to create rules and by-laws for the control and regulation of the sporting and social activities of such sub clubs.
 - (iii) To permit any such sub club to adopt a name distinctive of such sub club (provided it be described as a sub club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
 - (iv) The Board may empower each such sub club to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
 - (v) Subject to the general control and supervision of the Board each such sub club 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 each sub club and its governing body shall also be produced promptly to the Board which shall review and preserve such minutes and records.
 - (vi) Subject as hereinafter provided the constitutions and rules or by-laws of each such sub club may be amended from time to time by a majority of the members

for the time being of such sub club at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the sub club shall have effect unless and until it shall have been approved by resolution of the Board. Such approval shall not be unreasonably withheld.

- (vii) Any disciplinary action by a sub club in respect of any member of such sub club 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.
- (q) To affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.

BY-LAWS

- 58. (a) Any By-law made under Rule 57(b) or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the notice board.
- (b) The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

PROCEEDINGS OF THE BOARD

- 59. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but not less than required by the Registered Clubs Act for the transaction of business.
- 60. A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
- 61. The President shall preside as chairperson at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President shall preside as chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act then the directors present shall elect one of their number as chairperson for that meeting.
- 62. The quorum for meetings of the Board shall be the majority of directors.
- 63. The President may at any time and the Secretary upon the request of not less than three (3) directors shall convene a meeting of the Board.
- 64. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be

deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

65. The continuing directors on the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
66. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
67. A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.
68. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

DISCLOSURE OF INTERESTS BY DIRECTORS

69.
 - (a) 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 declare the nature of the interest at a meeting of the Board.
 - (b) No director shall be disqualified from office by reason of that director contracting with the Club either as vendor, purchaser or otherwise having a pecuniary interest in a contract with the Club. However, in respect of any such contract the Club shall comply with Section 41K of the Registered Clubs Act.
 - (c) Any contract or commercial arrangement entered into by or on behalf of the Club in which any director shall be in any way interested shall not by reason of that interest be avoided but in accordance with Rule 76 any such contract or commercial arrangement must be first approved by the Board of the Club.
 - (d) Any director contracting with the Club shall not be liable to account to the Club for any profit realised by such contract by reason only of such director holding that office or of the fiduciary relationship thereby established provided that the director declares the nature of his or her interest at a meeting of the Board of the Club in accordance with Section 41C of the Registered Clubs Act.

- (e) 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.
- (f) A director must in accordance with Section 41E of the Registered Clubs Act declare any gift received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift exceeds \$500 or such other amount as may be prescribed by the Regulations under the Registered Clubs Act.
- (g) Without limiting the operation of Section 41F of the Registered Clubs Act a director must submit a written return in each year to the Club (in accordance with the Regulations under the Registered Clubs Act) declaring gifts received by the director from a person or organization that is party to a contract or commercial arrangement with the Club.

REGISTER OF INTERESTS

70. The Secretary shall keep a register of disclosures, declarations and returns made to the Club pursuant to Rule 69 and pursuant to Section 41G of the Registered Clubs Act.

EXHIBITION OF INTERESTS ON CLUB PREMISES

71. Where a director of the Club makes a declaration of interest pursuant to Rule 69 then in accordance with Section 41I of the Registered Clubs Act particulars of the declaration (including the name of the director who made the declaration and the nature of the interest declared) shall be exhibited:
- (i) on the Club Notice Board within 48 hours of the declaration being made; and
 - (ii) for a continuous period of not less than 14 days.
72. Within 1 month after each Annual General Meeting, the Club shall lodge with the Secretary of the Liquor Administration Board a copy of all particulars required to be exhibited pursuant to Rule 71 during the period between that Annual General Meeting and the previous Annual General Meeting.
73. Rules 69 to 72 inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

74. In accordance with 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:
- (i) must not vote on the matter;

(ii) must not be present while the matter is being considered at the meeting.

75. The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of Rule 74.

CONTRACTS WITH DIRECTORS

76. 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.

CONTRACTS WITH SECRETARY

77. (a) Subject to paragraph (b) of this Rule 77, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:

(i) the Secretary; or

(ii) any close relative (as defined in the Registered Clubs Act) of the Secretary;

(iii) 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);

(b) Paragraph (a) of this Rule 77 does not prevent the Club entering into a contract with any of the above persons which is:

(i) a contract of employment; or

(ii) permitted by the Registered Clubs Act.

REMOVAL FROM OFFICE OF DIRECTORS

78. (a) The members in general meeting may by ordinary resolution:

(i) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office;

(ii) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.

(b) Any person appointed pursuant to sub paragraph (a)(ii) of this Rule 78 shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.

(c) Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two months before the meeting at which the

resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

VACANCIES ON BOARD

79. The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) becomes insolvent under administration.
 - (b) is convicted of any offence referred to in Section 206B of the Act.
 - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (d) is absent from meetings of the Board for a continuous period of three months without leave of absence from the Board and the Board resolves that the office be vacated.
 - (e) by notice in writing given to the Secretary resigns from office as a director.
 - (f) becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act.
 - (g) ceases to be a member of the Club.
 - (h) becomes an employee of the Club.
 - (i) fails to complete the training requirements for directors referred to in Rule 52A within the prescribed period (unless exempted).
80. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office until the conclusion of the following Annual General Meeting in accordance with the triennial rule set out in Rule 50(b).

GENERAL MEETINGS

81. 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.
82. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.

- (b) The Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting.

In this Rule 82, the term “the request” means the request referred to in this paragraph (b).

- (c) The request must:
- (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within 21 days after the request is given to the Secretary. The meeting is to be held not later than 2 months after the request is given to the Secretary.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Secretary.
- (g) The meeting referred to in paragraph (f) of this Rule 82 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three months after the request is given to the Club.
- (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
- (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 82. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.

83. (a) At least 21 days notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all full members who are entitled to attend and vote at that meeting and to the auditor.

- (b) A notice of a general meeting of the Club's members must:
- (i) set out the place, date and time of the meeting; and

- (ii) state the general nature of the meeting's business; and
 - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.
- (c) A copy of a notice of a general meeting of the members of the Club shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.
- (d) Notice of an Annual General Meeting and of the last day for receiving nominations for office, shall be posted on the Club Notice Board at least fifty (50) days prior to the date fixed for such Annual General Meeting.
- (e) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.
- (f) In accordance with section 249S of the Act the Club may hold a meeting of its members at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

ANNUAL GENERAL MEETINGS

84. The business of the Annual General Meeting shall be as follows:
- (a) to confirm the Minutes of the previous Annual General Meeting;
 - (b) to receive and consider the reports referred to in Rule 100;
 - (c) To declare the results of the election of directors to the vacancies on the Board caused by the operation of the triennial rule referred to in Rule 50 (b).
 - (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) to approve the reimbursement of directors' expenses.
 - (f) to deal with any other business of which due notice has been given to the members.
85. (a) Notwithstanding Rules 87, 88 and 89, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.
- (b) The Secretary shall cause all items of business and notices of motion referred to in paragraph (a) to be presented to the Board and the Board shall have absolute discretion

as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.

86. (a) The Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

MEMBERS' RESOLUTIONS

87. (a) The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at a general meeting;
- (b) The notice must:
- (i) be in writing; and
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy;
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
88. (a) If the Secretary has been given notice of a resolution under Rule 87, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given;
- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting;
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting;
- (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of

meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.

- (e) The Club need not give notice of the resolution:
 - (i) if it is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
89. (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
- (i) a resolution that is proposed to be moved at a general meeting; or
 - (ii) any other matter that may be properly considered at a general meeting;
- (b) The request must be made by:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at the meeting.
- (c) The request must be:
- (i) in writing; and
 - (ii) signed by the members making the request; and
 - (iii) given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy;
- (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary;
- (f) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting;
- (g) The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.
- (h) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (i) The Club need not comply with the request:

- (i) if the statement is more than 1,000 words long or defamatory; or
- (ii) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

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

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

91. (a) The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club;
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor;
- (c) The auditor is entitled to be heard even if:
- (i) the auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

92. The President shall be entitled to take the Chair at every general meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Vice President shall preside as chairperson of the meeting. If the Vice President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or one of their number to preside as chairperson of the meeting.
93. (a) At any general meeting of the Club (including an Annual General Meeting) called by the Board, twenty (20) members present in person and eligible to vote shall be a quorum.
- (b) At any general meeting of the Club convened on the requisition of members, one hundred (100) members present in person and eligible to vote shall be a quorum.
- (c) If a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting the same shall be adjourned to such time as the members present shall decide provided that if the meeting has been convened at the request of members pursuant to Rule 82 the same shall be dissolved. If at any

adjourned meeting a quorum is not present the members present shall be a quorum and may transact any business for which the meeting was called.

94. (a) Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.
- (b) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith.
- (c) A demand for a poll may be withdrawn.
- (d) At any general meeting (unless a poll is demanded) a declaration by the 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.

PROXY VOTING PROHIBITED

95. A person shall not:
- (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof;
or
- (b) Vote at any election including an election of a member or of the Board
- as the proxy of another person.

ADJOURNMENT OF GENERAL MEETINGS

96. (a) The Chairperson of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at a meeting resumed after an adjournment shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.

- (d) It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

MINUTES

- 97. (a) The Club must keep minute books in which it records:
 - (i) proceedings and resolutions of general meetings of the Club; and
 - (ii) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
 - (iii) resolutions passed by directors without a meeting.
- (b) The Club must ensure that:
 - (i) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting.
 - (ii) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.
- (c) 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.

ACCOUNTS

- 98. The Board shall:
 - (a) Cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
 - (b) Cause to be prepared and submitted to a meeting of the Board at intervals of not more than three (3) months a statement of income and expenditure in relation to each aspect of the Club's activities in accordance with the Registered Clubs Act.
 - (c) Within forty eight (48) hours after the meeting of the Board of the Club to which any such statement is submitted, cause a copy of that statement and of any resolution passed by the Board of the Club in relation to that statement to be exhibited in a conspicuous position on the premises of the Club; and
 - (d) Cause the copy of that statement and that resolution, if any, to be so exhibited for a continuous period of not less than twenty eight (28) days.

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

**REPORTS TO MEMBERS UNDER SECTION 41H
OF THE REGISTERED CLUBS ACT**

101. The Board shall also send to each full member of the Club within four (4) months of the end of the financial year of the Club the information referred to in Section 41H of the Registered Clubs Act.

FINANCIAL YEAR

102. The financial year of the Club and any sub club or other entity created under this Constitution shall commence on the first day of November in each year and end on the last day of October in the following year or such other period as having regard to the Act, the Board may determine.

AUDITORS

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

SECRETARY

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

EXECUTION OF DOCUMENTS

105. (a) The Club shall have a Seal.

- (b) The Board must provide for the safe custody of the Seal.
- (c) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
 - (iv) two members of the Board; or
 - (v) one member of the Board and the Secretary.
- (d) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
 - (i) two members of the Board; or
 - (ii) one member of the Board and the Secretary.

NOTICES

106. A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
 - (c) by sending it to the electronic address (if any) nominated by the member.
107. Where a notice is sent by post to a member in accordance with Rule 107 the notice shall be deemed to have been received by the members:
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- 107A. Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.
108. Where a notice is sent by post to a member in accordance with Rule 106 the notice shall be deemed to have been received by the members;
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

INDEMNITY TO OFFICERS

109. Every officer (as defined in Section 82A of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
110. The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

INTERPRETATION

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

AMENDMENTS TO CONSTITUTION

112. This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Life members and financial Club members, Perpetual members and Senior members who in each case have been financial members of the Club for at least three (3) consecutive years before the date of the meeting shall be the only members eligible to vote on any Special Resolution to amend this Constitution.