

Constitution

OF

SHOALHAVEN HEADS GOLF CLUB LIMITED

ABN 76 003 000 217

Adopted by Special Resolution on 28 April 2022

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1. Definitions and Interpretations

1.1 Replaceable Rules

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

1.2 Definitions

The following definitions apply in this Constitution:

- (a) **Authority** means the Independent, Liquor & Gaming Authority, or any authority which replaces it or exercises its functions.
- (b) **Board** means the Board of Directors of the Club.
- (c) **Business Day** means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in Sydney, New South Wales.
- (d) **Club** means Shoalhaven Heads Golf Club Limited ABN 76 003 000 217
- (e) **Club Licence** means a club licence held by the Club under section 10 of the Liquor Act.
- (f) **Corporation Act** means the *Corporations Act 2001* (Cth).
- (g) **Director** means a member of the Board.
- (h) **Full member** means a person who is an Ordinary member or a Life member.
- (i) **Gaming Machines Act** means the *Gaming Machines Act 201* (NSW).
- (j) **Financial Member** means a member who has paid all money owed to the Club by the due date.
- (k) **Licensed Premises** means the premises of the Club to which a Club Licence relates.
- (l) **Liquor Act** means the *Liquor Act 2007* (NSW).
- (m) **Material Personal Interest** means a material personal interest for the purposes of the Corporations Act.
- (n) **Month** means a calendar month.
- (o) **Ordinary member** means a member of the Club other than a Life member, Honorary member or Temporary member.
- (p) **Office** means the registered office for the time being of the Club.
- (q) **Registered Clubs Act** means the *Registered Clubs Act 1976* (NSW).
- (r) **Returning Officer** means the returning officer appointed by the Board to conduct a Board election.
- (s) **Seal** means the common seal of the Club.
- (t) **Special Resolution** has the meaning defined in the Corporations Act; and
- (u) **Triennial Rule** means the rule of the Club that provides for the election of the Board in accordance with Schedule 4 of the Registered Clubs Act.

1.3 Interpretation

The following rules apply in interpreting this constitution:

- (a) Words importing the singular include the plural and vice versa.
- (b) Words importing a gender include any gender.
- (c) Words or expressions defined in the Corporations Act, the Registered Clubs Act, the Liquor Act or the Gaming Machines Act have those meanings unless the context requires otherwise.

- (d) Headings are for convenience only and do not affect interpretation.
- (e) The table of contents is for convenience only and does not form part of this constitution.
- (f) A reference to any legislation includes legislation varying, consolidating or replacing that legislation and includes all regulations or other instruments issued under that legislation.

2. Name and Structure

2.1 Name of the Club

The name of the Club is Shoalhaven Heads Golf Club Limited.

2.2 Company Limited by Guarantee

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

3. Registered club matters

3.1 Registered Clubs Act

- (a) Subject to Section 10(6) and Section 10(6A) of the Registered Clubs Act and any other applicable provision of the Registered Clubs Act, a member of the Club, whether or not the person is a Director or member of any committee of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full Member.
- (b) Only the Club and its members are entitled to derive directly or indirectly any profit, benefit or advantage from the ownership or occupation of the Club's Licensed Premises, subject to Section 10(1)(i) and Section 10(7) of the Registered Clubs Act any other applicable provision of the Registered Clubs Act.
- (c) An employee of the Club must not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a Director.

3.2 Liquor and Gaming

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

4. Objects

4.1 General objects

The Club has the following objects:

- (a) To conduct a golf club and provide a golf course, a clubhouse and associated facilities for the use of members and visitors.

- (b) To promote, encourage and foster the playing of the game of golf and any other sporting activities determined by the Board from time to time and to provide all things incidental to the attainment of these objects.
- (c) To operate and maintain the golf course and its environs in accordance with good business and environmental practices.
- (d) To do all such other things as are necessary to foster and promote the game of golf and other sporting activities.
- (e) To establish and carry on a club for the use and benefit of its members and to afford to its members the usual privileges, advantages, conveniences and accommodation of a club.
- (f) To carry on the business of a registered club, and to hold such licences for (either by itself or its employees, agents or nominees), and provide all such things as are commonly or conveniently consumed in a club.
- (g) To promote and advance social, cultural, educational, charitable, sporting and community activities, subject to any other provision of this constitution.
- (h) To give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Club or any part of it, subject to the Liquor Act and the Registered Clubs Act.

4.2 Interpretation

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

5. Income and Property

5.1 Objects

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

5.2 Board and Committees

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

5.3 Permitted Payments

Nothing in this Constitution prevents the payment in good faith.

- (a) Of an honorarium in respect of special honorary services rendered or the repayment of out-of-pocket expenses.
- (b) Of interest on money lent to the Club by a member or otherwise owing by the Club to a member.
- (c) Of remuneration to any officers or employees of the Club or to any member in return for services actually rendered to the Club.

- (d) For goods supplied to the Club.
- (e) Rent for premises leased to the Club.

6. Winding Up

6.1 Limited liability of members

Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that they are a member or within 1 year thereafter for payment of the debts and liabilities of the Club contracted before the time at which they cease to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding \$2.

6.2 Distribution of Property

- (a) If the Club is wound up or dissolved, any property remaining after the satisfactions of the debts and liabilities of the Club must not be paid to or distributed among the members. Any such remaining property will be given or transferred to an institution or institutions nominated by the members which, at or before the time of such winding up or dissolution:
 - (i) Has similar objects to the Club for the predominant purpose of the encouragement of a game or sport.
 - (ii) restricts the distribution of its income and property to its members to an extent at least as great as is imposed on the Club under this constitution.
- (b) If effect cannot be given to Rule 6.2(a), then the remaining property shall be given or transferred to some charitable object nominated by the members at or before the time of such winding up or dissolution.

7. Membership

7.1 Membership

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

7.2 Membership Limitations

The number of Playing members of the Club must not exceed a greater number as the Board may from time to time determine.

All classes of membership are gender neutral.

A person who is under 18 years will not be admitted to any category or Ordinary Membership other than to a category of Cadet Membership.

7.3 Ordinary Members

Unless and until otherwise determined by the Board, Ordinary membership consists of the following classes:

- (a) Playing Member
 - (i) Playing
 - (ii) Gold Playing
- (b) Junior Member
- (c) Cadet Member
- (d) Apprentice/Trainee Member
- (e) Non-playing Member
- (f) Life Member
- (g) Non-voting Member
- (h) Social Member

7.4 Eligibility for Ordinary Membership

The requirements for eligibility of persons for election and/or transfer to the following classes of Ordinary Membership are:

(a) Playing Member

Persons who have attained the age of 18 years and who are elected as Playing Members or transferred by the Board from another class of Ordinary Membership to Playing Membership of the Club.

(b) Junior Member

Persons who have attained the age of 18 years but are under the age of 21 years and who are elected to Junior Membership or transferred by the Board from Cadet Membership to Junior Membership.

(c) Cadet Member

Persons who are under the age of 18 years and who are elected to Cadet Membership.

(d) Apprentice/Trainee Member

Persons who have attained the age of 18 years and who are elected to Apprentice/Trainee Member under the terms and conditions as specified in the By-laws.

(e) Non-Playing Member

A Member may only move into the category of Non-Playing Member at any time for such reasons as specified in the By-laws.

(f) Life Member

Members who have rendered outstanding service to the Club may be elected to Life Membership by the members of the Club.

Life Members have full playing rights.

Life Members may be relieved of any obligation or liability with respect to the payment of fees and/or subscriptions as determined by the Board, provided that the amount payable by a Life Member is not less than the minimum amount prescribed by the Registered Clubs Act.

(g) Social Member

Persons who have attained the age of 18 years and are elected as Social Members or transferred by the Board from another class of Ordinary Membership to Social Membership. Social Members are not eligible to hold office and do not have the right to attend and vote at general meetings of the club or vote at the annual election of the Board of Directors of the Club.

7.5 Election of Ordinary Members

- (a) A person must not be admitted as an Ordinary Member unless that person is elected to membership as specified in this Constitution and the By-laws.
- (b) An application for Ordinary Membership must be lodged with the Secretary in a form prescribed by the Board, including the full name and address of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution.
- (c) As soon as practicable after the Secretary received an application for Ordinary Membership in accordance with this Constitution and the By-laws, the Secretary will cause the name and address of the candidate to be displayed.
- (d) A person elected to Membership must pay the entrance fee (if any) and first subscription to become an Ordinary Member of the Club. If the entrance fee and subscription is not paid within 1 month after the date of election to Membership, the Board may at its discretion cancel the election of the person to membership.

7.6 Reciprocal Clubs

- (a) A reciprocal club is one which has signed an agreement with the Club to allow members the privileges of membership at the reciprocal club for short duration visits.
- (b) Persons transferring from a reciprocal club may only assume the class of membership to which they would be entitled having regard to the length of time and class of membership that they have enjoyed as members of the reciprocal club.
- (c) On acceptance, the applicant will be required to pay any fees the Board may determine, and as agreed within any terms of agreement between the reciprocal clubs.
- (d) The Board may at its own discretion limit the number of reciprocal members admitted to the club at any one time.

7.7 Transfer of Ordinary Membership

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

7.8 Life Members

Members who have rendered outstanding service to the Club may be elected to Life Membership by resolution of the members in a General Meeting carried by a majority of those members who are present and entitled to vote at that meeting, following the submission to the meeting of an appropriate recommendation from the Board.

No more than 2 members may be elected to Life Membership in any one financial year.

7.9 Honorary Members

The following persons may be admitted as Honorary Members in accordance with procedure established by the Board:

- (a) The Patron or Patrons for the time being of the Club.
- (b) Any prominent citizen or local dignitary visiting the Club.

7.10 Temporary Members

- (a) The following persons may be admitted as Temporary Members in accordance with procedures established by the Board.
 - (i) a person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's Licensed Premises or such greater distance as may be determined by the Board By-laws.
 - (ii) a Full Member (as determined in the Registered Club Act) of another registered club which has objects similar to those of the Club.
 - (iii) a Full Member (as defined in the Registered Clubs Act) of any registered club or any interstate club who, at the invitation of the Board or of a Full Member, attends on any day at the Licensed Premises 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 the person so attends the Licensed Premises until the end of that day.
 - (iv) an interstate or overseas visitor.
- (b) A person may be admitted as a Temporary Member for a period of up to 7 consecutive days (or longer period approved by the Authority in writing). A person admitted under this Rule 7.10(b) is only required to sign the register on the first day when they enter the Licensed Premises during that period.

7.11 Rights of Members

- (a) The rights of members to use the facilities and amenities of the Club shall be as determined by the Board.
- (b) A majority of Full Members must have the right to vote at the election of the Board.
- (c) Only financial members in the classes of Playing Members and Life Members are entitled to:
 - (i) attend and to vote at General Meetings.
 - (ii) vote at the election of the Board.
 - (iii) be nominated or elected to and hold office on the Board.

- (d) Junior Members and Cadet Members are entitled to those privileges as the Board may determine from time to time and are not entitled to attend or vote at any General Meeting, vote at the election of the Board, or be nominated for, elected to, or hold office on, the Board.
- (e) Apprentices/Trainee Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time and are not entitled to attend or vote at any General Meeting, vote at the election of the Board, or be nominated for, elected to, or hold office on, the Board.
- (f) Social Members are entitled to those facilities and amenities of the Club as determined by the Board from time to time and are not entitled to attend or vote at any General Meeting, vote at the election of the Board, or be nominated for, elected to, or hold office on, the Board.
- (g) Honorary Members and Temporary Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and are not entitled to attend or vote at any General Meeting, vote at the election of the Board or any office of the Club, or participate in the management, business and affairs of the Club in any way.

7.12 Cessation of Membership

- (a) A person will immediately cease to be a member if:
 - (i) they resign by notice in writing to the Club, and such resignation takes effect on the date the notice is given to the Club.
 - (ii) they return their membership card to the Club and state (verbally or in writing) that such return constitutes their resignation as a member, and such resignation takes effect on the date the card is given to the Club.
 - (iii) they die.
 - (iv) they have not paid the subscription or any other money owed to the Club within 1 month (or such longer period as may be determined by the Board) from the date upon which it falls due for payment.
- (b) The Board may terminate the membership of any Honorary Member or Temporary Member at any time without notice and without being required to give any reason.
- (c) A person who ceases to be a member for any reason, immediately forfeits all rights as a member of the Club. The person remains liable for any money due and unpaid to the Club at the date of cessation of that person's membership, and any other money for which that person is or may become liable under this Constitution.

8. Entrance fees, subscriptions and levies

- (a) Members' subscriptions shall be paid annually or, if the Board so resolves, by quarterly, half yearly or monthly instalments and in advance or for more than 1 year in advance.
- (b) The Board may make charges and levies on Ordinary Members for general or special purposes.
- (c) The entrance fees, subscriptions, levies, charges and other amounts payable by members will be as prescribed by the Board, provided that the annual subscription payable by Ordinary Members must not be less than the minimum amount prescribed by the Registered Clubs Act.
- (d) A temporary Member is not required to pay an entrance fee or subscription.

- (e) The Board may exempt Honorary Members from paying an entrance fee or subscription.
- (f) The Board may prescribe the time and manner of payment of all other matters not set out in this Constitution.

9. Addresses of Members

A member must advise the Secretary of any change in their address, or any electronic address they have nominated for service of notices.

10. Registers

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

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

11. Disciplinary Proceedings

11.1 Disciplinary Decisions

If a member refuses or fails to comply with this Constitution or the By-laws or is, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club, conduct which is unbecoming of a member or which shall render the member unfit for membership then the Board may (subject to the natural justice procedure set out in Rule 11.2):

- (a) Reprimand the member;
- (b) Suspend the member from all or any privileges of membership for such period as it considers fit;
- (c) Expel the member;
- (d) Accept the resignation of the member.

11.2 Procedure

- (a) The Club must give the member written notice of any charge against them under this Rule 11 at least 14 days before the meeting at which the charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge.
- (b) The member is entitled to attend the meeting to answer the charge or may answer the charge in writing and is entitled to call witnesses in their defence.
- (c) If the member attends the meeting:
 - (i) after the Board has considered the evidence, it must come to a decision as to the member's guilt or innocence in relation to the charge.
 - (ii) if found guilty, the member must be given an opportunity to address the Board in relation to the penalty appropriate to a charge, before the Board determines the penalty to be imposed.

- (d) If the member fails to attend the meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, and determine any penalty, in the member's absence.
- (e) Any decision of the Board at the meeting or any adjourned of it is final and the Board is not required to give any reason.
- (f) If a notice of charge is issued to a member under Rule 11.2(a), the Board may immediately suspend that member from all or any privileges of the Club by giving written notice to the member, which may be included in the Notice of Charge. Any such suspension may be until the charge is determined or until the finalisation of any appeal as the case ay required.
- (g) The powers of the Board under this Rule 11 may be exercised by a disciplinary committee of at least 3 Directors. A quorum of the disciplinary committee is 3 Directors.
- (h) A member has the right to appeal any penalty, suspension or expulsion imposed for disciplinary matters by requesting such to the Secretary within 14 days of receiving notification of a disciplinary hearing.
- (i) Appeals for such will be reviewed by an Appeals Committee whose composition be determined by the Board. The Appeals Committee must not include any members of the Board associated with the disciplinary procedure for which the appeal relates.
- (j) The Appeals Committee must convene a meeting and determine an appeal outcome within 30 days of receiving the request for an appeal.
- (k) The Appeals Committee must notify the member with the outcome of the appeal meeting within 7 days of the determination of the appeal.
- (l) A member appealing penalty, suspension or expulsion will be entitled to attend the Appeals Committee meeting in the same capacity as outlined in Rule 11.2(b).
- (m) The Appeals Committee may determine an appeal in accordance with Rule 11.2(d), if the member fails to appear at the Appeals Committee meeting.

12. Non-Voluntary Exclusion

12.1 Grounds and Procedure for Exclusion

- (a) The Board or any other authorised person (as defined in the Liquor Act) may refuse to admit to, remove from, or require to leave, the Licensed Premises or any other property owned or occupied by the Club, any person who:
 - (i) is at the time intoxicated, violent, quarrelsome, disorderly or indecent.
 - (ii) whose presence on the Licensed Premises or such other property (as the case may be) renders the Club or the Board liable to any penalty under any applicable law.
 - (iii) who smokes, within the meaning of the *Smoke-free Environment Act 2000* (NSW), while on any part of the Licensed Premises or such other property (as the case may be) that is a smoke-free area within he meaning of that Act.
 - (iv) who uses, or has in their possession, while on any part of the Licensed Premises or such other property (as the case may be) any substance suspected of being a prohibited plant or a prohibited drug.

- (v) whom the Club or the Board, under the conditions of the Club Licence or according to a term (of the kind referred to in Section 134 or Section 136D of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Licensed Premises.
 - (vi) is a member, and whose conduct in the opinion of the Board or other authorised person, (as the case maybe) may be prejudicial to the interests of the Club, unbecoming of a member, or which may render the member unfit for membership.
- (b) If a member is refused admittance to, removed from, Or required to leave the Licensed Premises or any other property owned or occupied by the Club under Rule 12.1(a) the Board may immediately suspend that member from any or all privileges or membership for up to 6 weeks or until any charge issued under Rule 11.2(a) is heard and determined by the Board or disciplinary committee (whichever is earlier). A report of such suspension must be made to the Board or its disciplinary committee.
- (c) Nothing in this Rule limits Section 77 of the Liquor Act.
- (d) The rules of natural justice do not apply to Rule 12.1(a) or Rule 12.1(b).

12.2 Club Policies

The Board may at any time organise and enforce the exclusion from the Licensed Premises of any member or other person in accordance with the Club's responsible service of alcohol policy or responsible conduct of gambling policy.

13. Patrons

The members in General Meetings may appoint a Patron or Patrons upon a recommendation being made by the Board to the meeting.

14. Guests

- (a) A member may introduce guests to the Club, provided that a Temporary Member may only introduce guests who are under 18 years of age and in relation to whom the Temporary Member is a responsible adult.
- (b) A member must not introduce as a guest any person who has been expelled from the Club or who is suspended from membership.
- (c) A guest must at all times remain in the reasonable company of the member who has introduced them to the Club and must not remain on the Licensed Premises any longer than that member.
- (d) A member must ensure that the Club's register of guests is duly completed in relation to any guest they introduce to the Licensed Premises (except if the guest is under 18 years of age).
- (e) A member is responsible for the conduct of their guests.
- (f) The Board may refuse a guest admission to or require the guest to leave the Licensed Premises or any other property owned or occupied by the Club at any time without notice and without being required to give any reason.
- (g) The Board may make by-laws regulating the terms and conditions on which guests may be admitted to the Club.

15. Board of Directors

15.1 The Board

- (a) The Board shall be elected triennially in accordance with Schedule 4 of the Registered Clubs Act.
- (b) The Board shall consist of 9 Directors, comprising a President, Vice President, Secretary, Treasurer, Captain and 4 Ordinary Directors.
- (c) The Board shall consist of 9 Directors elected under Clause 15.3 and up to 3 Directors appointed under Clause 15.3(g)(xiv). Appointed Directors may not hold any of the office bearer positions in Clause 15.1(b).

15.2 Eligibility

- (a) A member is not eligible to be nominated for or elected to the Board if that member:
 - (i) has been found guilty of a charge in disciplinary proceeding under this Constitution within the period of 2 years immediately prior to the date determined for the Annual General Meeting in that Board election.
 - (ii) is a former employee of the Club whose services were terminated by the Club for misconduct.
 - (iii) has at any time been convicted of an indictable offence.
 - (iv) fails to disclose in accordance with the Corporations Act the nature of any Material Personal Interest in a matter that relates to the affairs of the Club.
 - (v) is a director of any other registered club at the time the Authority appointed an administrator to that registered club pursuant to Section 57H(2)(h) of the Registered Clubs Act, at any time within the last 6 years.
 - (vi) has been removed from office as a director or secretary of any other registered club by the Authority, at any time within the last 6 years.
 - (vii) has been disqualified from holding a liquor licence or being the manager of licensed premises, at any time within the last 6 years.
 - (viii) has been declared by the Authority to be ineligible to stand for election or to hold office in the position of secretary or director of any other registered club, at any time within the last 6 years.

15.3 Election of the Board

- (a) The Board shall be elected annually in accordance with this Constitution.
- (b) At each Annual General Meeting the number of members required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified, hold office for 3 years.
 - (i) for the purposes of this Constitution, “year” means the period between successive Annual General Meetings.
- (c) A member is ineligible for nomination, election or appointment to the position of Ordinary Director if that member has served 6 consecutive years on the Board (excluding any period during which the member held the offices of President, Vice President, Secretary, Treasurer or Captain) immediately prior to the proposed election or appointment.

- (d) A member is ineligible for nomination, election or appointment to the position of President, Vice President, Secretary, Treasurer or Captain if that member has served 3 consecutive years in that office immediately prior to the proposed election or appointment.
- (e) Notwithstanding Rule 15.3(d), an incumbent member of the Board (who would otherwise be disqualified from nomination, election or appointed) may be nominated, elected or appointed to any position on the Board if at an election of the Board no other eligible member is nominated for that position.
- (f) Only financial Ordinary Members and Life Members with a minimum of 2 years of such membership, shall be eligible for election or appointment to the Board.
- (g) The election of Directors will take place in the following manner:
 - (i) nominations must be made in writing in the form prescribed by the Board, and be signed by 2 eligible Life Members or financial Playing Members and by the nominee (who must signify their consent to the nomination).
 - (ii) nominations must be made separately and a ballot (if required) separately held for the office of President, Vice President, Secretary, Treasurer, Captain and Ordinary Director.
 - (iii) completed nominations must be delivered to the Secretary or the Returning Officer (if appointed) by 6-pm on a date fixed by the Board.
 - (iv) the Secretary or the Returning Officer may determine if any member is eligible to be nominated for the Board or to vote in the Board election, and their decision is final.
 - (v) if the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated must be declared elected at the Annual General Meeting.
 - (vi) if insufficient nominations are received for the number required to be elected, any such position will be declared a casual vacancy (refer 15.4(c)).
 - (vii) if the number of candidates nominated exceeds the number required to be elected, a ballot must be held at the Annual General Meeting.
 - (viii) ballot papers will be prepared showing the names of the candidates for each office separately. The Secretary or the Returning Officer shall determine the order in which names appear on the ballot by lot.
 - (ix) members shall place their ballot papers in the ballot box provided and the Secretary or the Returning Officer shall supervise the safe custody of ballot papers returned.
 - (x) members shall record their vote in such a manner as may be prescribed by the Secretary or the Returning Officer from time to time. Failure to comply with those requirements shall render the vote invalid. The decision of the Secretary or the Returning Officer as to the validity of any vote shall be final.
 - (xi) if there is an equal number of votes for candidates for the last vacancy on the Board to be filled in a Board election, then the Secretary or the Returning Officer shall determine by lot the candidate elected, at the Annual General Meeting.

- (xii) the Secretary or the Returning Officer may determine whether a voter's clear intention has been shown in determining whether a vote is validly cast. The Secretary or the Returning Officer's decision is final.
- (xiii) The Board may make by-laws not inconsistent with this Constitution concerning, or otherwise determine, the procedure as to nominations and the conduct and declaration of the election.
- (xiv) The Board may at any time appoint a Director pursuant to Section 30(1)(b1) of the Registered Clubs Act, provided that the total number of Directors must not exceed any maximum prescribed in accordance with Section 10(1)(k1) of the Registered Clubs Act.

15.4 Vacancies on the Board

- (a) Subject to this Constitution, the members in General Meeting may by ordinary resolution, remove any Director or Directors before the expiration of their period of office, in accordance with the Corporations Act, and may by ordinary resolution appoint another eligible member or members in their place. Any member so appointed will hold office only during such time as the Directors in whose place they are appointed would have held the same if they had not been so removed.
- (b) In addition to the circumstances in which the office of a Director becomes vacant by law or under this Constitution, the office of a Director becomes vacant if the Directors:
 - (i) dies.
 - (ii) is absent from meetings of the Board for a continuous period of 3 months or from 3 successive meetings of the Board, without leave of absence from the Board.
 - (iii) resigns by notice in writing to the Secretary.
 - (iv) becomes of unsound mind or physically or mentally incapable of performing the duties of that office as resolved by the Board.
 - (v) fails to disclose in accordance with the Corporations Act the nature of any Material Personal interest in a matter that relates to the affairs of the Club.
 - (vi) becomes an employee of the Club.
 - (vii) ceases to be a financial member of the Club.
 - (viii) ceases to be a member eligible to hold office on the Board.
 - (ix) ceases to be a member of the Club.
 - (x) is a director of any other registered club at the time the Authority appointed an administrator to that registered club pursuant to Section 57H(2)(h) of the Registered Clubs Act, at any time within the last 6 years.
 - (xi) has been removed from office as a director or secretary of any other registered club by the Authority, at any time within the last 6 years.
 - (xii) has been disqualified from holding a liquor licence or being the manager of liquor licensed premises, at any time within the last 6 years; or
 - (xiii) has been declared by the Authority to be ineligible to stand for election or to hold office in the position of secretary or director of any other registered club, at any time within the last 6 years.

- (c) The Board may at any time appoint any eligible member to the Board to fill a casual vacancy. A person who fills a casual vacancy shall, unless otherwise disqualified, hold office until the next succeeding general meeting.

16. Operation of the Company

16.1 Powers and duties of the Board

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

16.2 Property

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

16.3 By-laws

- (a) The Board may make any by-laws not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members.
- (b) The Board may at any time amend or rescind any such by-laws.
- (c) Any by-laws made under this Constitution will come into force and have the full authority of a by-law of the Club on being posted upon the Club noticeboard.

16.4 Committees

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

16.5 Sections

- (a) The Board may create sections and committees for the conduct, management and control of all or any games, sporting or other activities in which the Club is engaged or interested.

- (b) The Board may determine the financial members eligible to participate in such sections and committees, and fix or approve any supplemental subscription or any charge (whether annual or special) for such participation.
- (c) Subject to the absolute control and supervision of the Board, each such section or committee created shall manage its own affairs but must make regular reports to the Board (or otherwise as may be required by the Board). The minutes and records of the section or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.
- (d) Subject to this Rule 16.5, the Constitution and rules or by-laws of each such section created under this Constitution may be amended by ordinary resolution of the members of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose, provided that no amendment will have effect unless and until it has been approved by the Board.
- (e) The Board may pass by-laws for the control and regulation of such sections and committees and also terminate and dissolve any such sections or committees or reconstitute them on a similar or different basis.

17. Proceedings of the Board

17.1 Board Meetings

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

17.2 Notice of Board Meeting

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

17.3 Continuing Directors

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

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

17.4 **Voting**

Subject to this Constitution, a resolution at a Board Meeting must be passed by a majority of the votes cast by the members present and entitled to vote on the resolution. The chairperson will have a deliberative vote only.

17.5 **Written Resolution**

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

17.6 **Attendance of Non-Directors**

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

17.7 **Procedure at Board Meeting**

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

18. Director's Duties and Interests

18.1 **Duty to disclose Material Personal Interests**

- (a) For the purposes of this Rule 18, a Director has a Material Personal Interest in a matter that relates to the affairs of the Club if that Director would be considered to have a material Personal Interest under the Corporations Act.
- (b) Unless the Corporations Act says otherwise, a Director who has a Material Personal Interest in a matter that relates to the affairs of the Club must, at a Board meeting as soon as practicable after the Director's appointment or after the Director becomes aware of their interest in the matter (whichever is later), give the other directors notice of the interest which must include details of:
 - (i) the nature and extent of the interest.
 - (ii) the relation of the interest to the affairs of the Club.
 - (iii) any other information the Director is required to disclose under the Corporations Act.
- (c) A Director does not need to give notice of an interest under Rule 18.1(b) if he or she is not required to do so under the Corporations Act however this does not affect the Director's obligations under the Registered Clubs Act and Registered Clubs Accountability Code.

- (d) A Director who is required to disclose a Material Personal Interest to the Club under this Constitution or the Corporations Act must ensure that the nature and extent of the interest is tabled at a Directors' meeting and recorded in the minutes of that meeting.

18.2 Effect of Director having a Material Personal Interest

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

18.3 Standing Disclosure

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

18.4 Accountability Code

Directors must comply with the Registered Clubs Accountability Code as amended from time to time in accordance with the Registered Clubs Act.

19. General Meetings

19.1 The Annual General Meeting

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

19.2 General Meetings

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

19.3 Notice

- (a) At least 21 days' notice specifying the place, day and hour of a General Meeting and in the case of special business the general nature of that business must be given to all members entitled to attend and vote at that General Meeting.

- (b) A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

19.4 Quorum

- (a) No business shall be conducted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum is:
 - (i) for a General Meeting which is called by, or upon the request of members, not less than 35 members who are present and entitled to vote.
 - (ii) for any other General Meeting and the Annual General Meeting, not less than 35 members who are present and entitled to vote.
- (b) If within 30 minutes from the time appointed for any General Meeting a quorum is not present:
 - (i) if the meeting has been convened by or the request of members, the meeting is dissolved.
 - (ii) in any other case the meeting will stand adjourned to:
 - (A) the same day in the next week at the same time and place.
 - (B) to another day, time and place determined by the Board, but such period shall be less than 1 month.
- (c) If a quorum is not present at a General Meeting resumed after an adjournment under Rule 19.4(b)(ii), the members who are present will be a quorum and may transact the business for which the meeting was called.

19.5 Proceedings

- (a) The business of the Annual General Meeting may include any of the following, even if not referred to in the notice of Annual General Meeting:
 - (i) the consideration of the annual financial report, Directors' report and Auditor's report.
 - (ii) the election of Directors.
 - (iii) the appointment of the Auditor.
- (b) The President is entitled to be the chairperson at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the Vice President will act as chairperson. If the Vice President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the members present will elect a Director or 1 of their number to be chairperson of the meeting.
- (c) Every question submitted to a General Meeting will be decided by a show of hands (unless a poll is demanded by the chairperson or by not less than 5 members) and the chairperson of the meeting shall have a deliberative vote only,
- (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 by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club, shall be conclusive evidence of

the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

- (e) A poll demanded on a matter other than the election of a chairperson, or the question of an adjournment must be taken when and in the manner the chairperson directs. A poll on the election of a chairperson or on the question of an adjournment must be taken immediately. A demand for a poll may be withdrawn.
- (f) The chairperson of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. When a General Meeting is adjourned:
 - (i) only unfinished business is to be transacted at a General Meeting resumed after an adjournment.
 - (ii) a resolution passed at a General Meeting resumed after an adjournment will be deemed to be passed on the date when it was in fact passed, and will not be deemed to have been passed on any earlier date.
 - (iii) new notice of the resumed meeting must be given only if the General Meeting is adjourned for 1 month or more.
- (g) Minutes of all resolutions and proceedings at General Meetings must be entered within 1 month of the meeting in the book provided for that purpose. Such minutes must be signed by the chairperson of the meeting to which it relates or by the chairperson of the next meeting. A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.
- (h) Any member who wishes to bring before an Annual General Meeting any business not relating to the ordinary business of the meeting must give notice in writing to the Secretary to be received not later than 21 days before the Annual General Meeting and no such business shall come before the meeting unless such notice has been given and received.

19.6 Voting

- (a) Each member who is entitled to vote shall have 1 vote.
- (b) Voting by proxy is not allowed.
 - (i) at any election of the Board.
 - (ii) at any meeting of the Board or of a committee of the Board.
 - (iii) at any General Meeting.
- (c) A challenge by a member to another member's right to vote at a General Meeting:
 - (i) may only be made at the meeting.
 - (ii) must be determined by the chairperson, whose decision is final.

20. Accounts and Audit

20.1 Financial Year

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

20.2 **Keeping Accounts**

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

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

20.3 **Rights of Access**

A Director has a right of access to financial records of the Company at all reasonable times and after providing reasonable notice.

20.4 **Financial Report**

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

20.5 **Audit**

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

21. **Executing Documents**

21.1 **Common Seal**

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

21.2 **Signing Documents**

- (a) The Club may execute a document (including a deed) without using the common seal if that document is signed by:
 - (i) 2 Directors.
 - (ii) 1 Director and the Secretary.
- (b) Nothing in this Rule 21 limits the manner in which a document may be lawfully executed by or on behalf of the Club.

22. Notices

22.1 Giving a Notice

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

- (a) Personally.
- (b) By sending the notice by post to the address of the member recorded for that member in the register.
- (c) By sending the notice to the electronic address (if any) nominated by the member.
- (d) By notifying the member that the notice is available and how it may be accessed (if the member has nominated electronic means by which the member may be notified that a notice is available and an electronic means by which the member may access the notice).

22.2 When Notice is given

- (a) Where a notice is sent by post it is taken to be given:
 - (i) in the case of a notice convening a meeting, on the day after the day on which the notice was posted.
 - (ii) in any other case, 3 days after the notice was posted.
- (b) Where a notice is sent by electronic means, the notice is taken to have been given on the business day after it was sent.
- (c) Where notice is given under Rule 22.1(d), the notice is taken to be given on the business day after the day on which the member is notified that the notice is available.

23. Indemnity

23.1 Indemnity

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

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

23.2 Insurance

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

23.3 Former Officers

The indemnity in favour of officers under Rule 23.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Club, even if the person is not an officer at the time the claim is made.

24. Amendments to Constitution

This Constitution may be amended only by a Special Resolution passed by a three-quarters majority of members eligible to vote and who are present at a General Meeting, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with the Act.

25. Links

NSW Legislation	-	https://www.legislation.nsw.gov.au/#/
Registered Clubs Act	-	https://legislation.nsw.gov.au/3/view/act/1976/31
Liquor Act	-	https://www.legislation.nsw.gov.au/#/view/act/2007/90
Smoke-free Environment Act	-	https://www.legislation.nsw.gov.au/#/view/act/2000/69