

# **Chatswood R.S.L. Club Limited**

ACN 000 797 437

(A Company Limited by Guarantee)

**Memorandum**

**and**

**Articles of Association**

(Adopted: 21 October 2014)  
(Amended: 28 November 2017)  
(Amended: 23 October 2018)  
(Amended: 22 October 2019)  
(Amended: 23 November 2021)  
(Amended: 25 October 2022)

## **OFFICE BEARERS**

**2022**

**President :** Garry J Owen

**Deputy President :** Craig Murray

**Directors :** Margaret E Wilton  
Robert McLeod  
Garry Brigden  
William Coombes  
Malcolm Dimmock

**Chief Executive Officer & Secretary Manager :**  
A J Hoschke, JP, BA, B Bus, Dip Teach, CCM

**Financial Controller:**  
V. Liao, BComm (Accounting & Finance)

**Gaming Managers:**  
C. Doyle  
K.Xu, BComm (accounting & Finance) Bec (Financial Economics)

**Human Resources Manager :**  
M Chambers, JP, Bec (Econ, Mgt)

**Marketing and Membership Manager**  
V Grundy, BBus (Marketing), DipHosp

**Food, Beverage and Events Manager:**  
T Rickard, BBus. AdvDipHosp.

**IT Manager:**  
A Ng, BScBIS. GradDipIT.

**Facilities & Maintenance Manager:**  
M Shaw

**Training Manager:**  
R Naylor

**Duty Managers:**  
M Heafey, C Mooney, C Doyle, A Sethi, R  
Carroll, J Delos Reyes, N Yee, R Von Sonborn

## **MEMORANDUM OF ASSOCIATION OF CHATSWOOD R.S.L. CLUB LIMITED**

ACN 000 797 437

1. The name of the Company is "Chatswood R.S.L. Club Limited".
2. The registered office of the Company shall be situated at No. 1 Thomas Street, Chatswood, Sydney, in the State of New South Wales or at any such other place in the said State as the Directors may from time to time determine.
3. The objects for which the Company is established are :
  - (a) to take over, acquire and undertake the assets and liabilities of the previously unincorporated club known as "Chatswood RSL Club" as at 17 December 1984.
  - (b) to promote any of the objects of The Returned Services League of Australia (NSW Branch).
  - (c) to provide a clubhouse and facilities for members and their guests.
  - (d) to hold a club licence under the Liquor Act and any other licence or permit necessary to supply goods and services to members and their guests.
  - (e) to do all such other lawful things including such things as are incidental to or conducive to the attainment of any or all of the above objects.
- 3A.
  - (a) The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association. No portion of the income or property of the Company shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Company.
  - (b) A director shall not hold or be appointed or elected to any office of the Company paid by salary or wages or any similar basis of remuneration.
  - (c) Subject to clause 3A(d) nothing in this Memorandum of Association shall prevent the payment:
    - (i) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Company; or
    - (ii) in good faith of reasonable and proper remuneration to any member of the Company in return for services actually rendered;

- (iii) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Company;
    - (iv) of reasonable and proper rent for premises demised or let by any member to the Company.
  - (d) A director shall not receive from the Company remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:
    - (i) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act; or
    - (ii) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.”
- 4. The liability of the members is limited.
- 5. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time he is a member or within one year afterwards for the payment of debts and liabilities of the Company contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Two Dollars (\$2.00).

## DEFINITIONS

1. (a) In these Articles unless there is 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. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date at which these regulations become binding on the Club shall have the meaning so defined.

**“The Annual General Meeting”** means the Annual General Meeting held each year as required by the Act and these Articles.

**“The Board”** means the members for the time being of the Board of Directors constituted in accordance with the provisions of these Articles and who shall be Directors of the Club for the purposes of the Act.

**“By-Laws”** means the By-Laws of the Club for the time being in force.

**“Chatswood RSL Sub-Branch”** means the Chatswood Branch of the RSL. **“The Club”** means the Chatswood RSL Club Limited.

**“The Club Notice Board”** means the notice board designated as such within the Club’s premises.

**“Returned Serviceman”** means any person who served overseas in the Armed Forces of His Majesty in World War 1 or World War 2 or His or Her Majesty in the Korean and Malaysian Campaigns and of Her Majesty in the Vietnam and/ or other such campaigns as may be determined by the Board.

**“Financial member”** means a member of the Club who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

**“Full Member”** means a person who is an ordinary member or a Life member of the Club.

**“General Meeting”** means a General Meeting of members of the Club held in accordance with the provisions of the Act or these Articles or both.

**“General Member”** means a person who is elected as a General Member of the Club in accordance with these Articles and includes those persons who become General Members on adoption of these Articles.

**“Mortality Benefit Fund”** means the Chatswood RSL Club Mortality Benefit Fund established by and under the Articles of Association, By-Laws, Rules and Regulations of the Club in force, before these Articles of Association were adopted.

**“Non financial member”** means a member who has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

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

**“Quarter”** means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.

**“Registered Club”** means a Club which holds a Certificate of Registration under Part 11 of the Registered Clubs Act.

**“Registered Clubs Act”** means the Registered Clubs Act 1976 and any Regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.”

**“RSL”** means the Returned Services League of Australia Limited (N.S.W. Branch) and includes its Branches and Sub-Branchedes of those Branches.

**“Rules of the Club”** means the provisions of the Memorandum and Articles of Association of the Club in force from time to time.

**“Secretary”** includes Secretary Manager, Acting Secretary, Honorary Secretary or Acting Honorary Secretary.

**“Special Member”** means a General Member who is elected as a Special Member of the Club in accordance with the provisions of these Articles and includes persons who become Special Members on adoption of these Articles.

**“Special Resolution”** has the meaning ascribed by the Act.

**“In writing”** and **“written”** include printing, typing, lithography and other modes of representing or reproducing words in visible form in the English language.

**“Australian Defence Force”** has the meaning given by the Registered Clubs Act.

**“Gaming Machines Act”** means the Gaming Machines Act 2001 and any Regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

**“Liquor Act”** means the Liquor Act 2007 and any Regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

**“Biennial General Meeting”** means the Annual General Meeting to be held in 2014 and every second Annual General Meeting thereafter at which the Board is elected to office in accordance with this Constitution.

- 1A. Pursuant to Section 135 (2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in these Articles.”

## **INTERPRETATION**

2. The decision of the Board on the construction or interpretation of the Rules of the Club or on any matter arising thereout shall be conclusive and binding on all members of the Club unless and until the same shall be varied or reversed by a General Meeting of members or the Supreme Court of New South Wales.

## **PRELIMINARY**

3. Deleted.
4. The Club is established for the purposes set out in the Memorandum of Association.
5. (a) The Club shall be a non-proprietary Club.
- (b) 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 is a member of the governing body, or of any committee of the Club, shall not be entitled, under the rules of the Club (which for the purpose of this Article includes the By-Laws and any resolution of the Board (not being a By-Law)) or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from Club that is not offered equally to every Full Member of the Club.
- (c) Subject to the provisions of Section 10 (7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the rules of the Club (which for the purpose of this sub-clause includes the By-Laws and any resolution of the Board (not being a By-Law)) or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, and such a licence.
- (d) The secretary or Manager, or any employee, or member of the governing body or of any committee, of the Club shall not be entitled, under the rules of the Club (which for the purpose of this sub-clause includes the By-Laws and any resolution of the Board (not being a By-Law)) 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 of by the Club.

- (e) Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
  - (f) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.
6. (a) An employee of the Club shall not vote at any meeting of the Club or of the Board at any election of the Club or hold office as a member of the Board.
- (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
7. (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; provided that this paragraph 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) (b) 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 poker machines on the premises of the Club.

## **MEMBERSHIP**

8. Deleted.
9. (a) A person shall not be admitted to membership of the Club except as an Ordinary Member, Life Member, Honorary Member or Temporary Member.
- (b) A person under the age of 18 years shall not be admitted as a member of the Club.
10. Ordinary Membership of the Club shall consist of the following classes:-
- (a) General Members; and
  - (b) Special Members
  - (c) Pearl Club Members
  - (d) such other classes as may be determined by the Board from time to time.

All classes of membership are open to either sex.



11. The number of Full members having the right to vote in the election of the Board shall not be less than such minimum prescribed by the Registered Clubs Act.

## **ELECTION OF MEMBERS**

12. A person shall not be admitted as a member of the Club, other than as an Honorary Member or Temporary Member, unless he is elected to membership at a duly convened meeting of the Board. The names of the members of the Board present and voting at such meeting shall be recorded by the Secretary of the Club. The Board shall have the power to make By-Laws regulating all matters in connection with the election of members not otherwise provided by these Articles.

## **APPLICATIONS FOR MEMBERSHIP**

13. (a) Every application for membership of the Club shall be in writing, either in hard form or created electronically, 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 email address of the applicant;
  - (iv) the telephone number of the applicant;
  - (v) the date of birth and the age of the applicant;
  - (vi) a statement to the effect that the applicant agrees to be bound by the Memorandum and Articles of Association and the By-laws of the Club;
  - (vii) the signature of the applicant;
  - (viii) such other particulars as may be prescribed by the Board from time to time.
- (b) Except in the case of an online electronic application for membership, 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 (if any);
  - (ii) photo identification such as (without limitation) a current driver's licence or a current passport held by that applicant.
- (c) Persons wishing to join the Club shall be able to make an application for membership of the Club online by using electronic means in such manner as determined by the Board by a By law from time to time.

- (d) The authorised officer of the Club to whom the application for membership is presented in accordance with (b) above 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 and shall also compare the photo with the appearance of the applicant. If the authorised officer is satisfied that the appearance of the applicant and 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.
- (e) A person whose application has been signed by an authorised officer of the Club in accordance with paragraph (d) of this Article 13, and who has paid the Club the entrance fee (if any) and the first annual subscription for the class of membership applied for (if any), may become a Provisional member.
- (f) The full name of each applicant for membership whether it is in hard form or created electronically, shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
- (g) Every application for membership of the Club shall be referred to the Membership Director who shall consider the application and shall make recommendations to the Board as to the acceptance or otherwise of the nominations.
- (h) An interval of at least fourteen (14) days shall elapse between the Club's receipt of the nomination form (including an electronic nomination form in accordance with (c) above) of a person for election and the election of that person to membership of the Club.
- (i) The Board shall hold a ballot for the election of members.
- (j) The Board may reject any application for membership without assigning any reason for such rejection.
- (k) Upon a person's 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.
- (l) A copy of the Memorandum and Articles of Association 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.

## **ADMISSION OF MEMBERS PURSUANT TO AMALGAMATION**

- 13A. (a) Article 13 (except from Articles 13(e) and (g)) shall not apply to a person who is admitted as a member of the Club pursuant to an amalgamation with another registered club and this Article 13A.
- (b) A person shall be admitted as a member of the Club pursuant to an amalgamation if that person is a full member (as defined in the

Registered Clubs Act) of a registered club which has amalgamated with the Club and has agreed to be a member of the Club pursuant to the amalgamation.

- (c) The agreement referred to in paragraph (b) of this Article 13A must be in writing and to the effect that the person agrees to be a member of the Club and agrees to be bound by the Memorandum and Articles of Association and By-laws of the Club and be in such form as approved by the Board from time to time.
- (d) Any person who completes and signs the agreement referred to in paragraph (c) of this Article 13A and returns that agreement to the Club shall, after the procedure set out in Articles 13(e) and (g) have been followed, be entered in the Register of Members of the Club as a member and shall from the date of entry on the register be a member of the Club.

### **GENERAL MEMBERSHIP**

- 14. (a) General members shall be persons who have attained the age of eighteen (18) years and are elected to General membership of the Club or are transferred by the Board to General membership from another class of membership of the Club.
- (b) General members are entitled to all the privileges and advantages of the Club.

### **SPECIAL MEMBERSHIP**

- 15. (a) The Board may, subject to this Article, elect any General Member a Special Member.
- (b) Only those General Members who:
  - (i) have served outside Australia in the Armed Forces of His Majesty in World War I and who have been General Members for 5 consecutive years before being made a Special Member;
  - or
  - (ii) who are receiving a Totally and Permanently Incapacitated Pension, a burnt out pension or an old age pension and who before they first became a Special Member, have been General Members of the Club for at least 5 consecutive years,shall be eligible to be elected Special Members of the Club.
- (c) A General Member having the qualification specified in Article 15(b)(ii) shall be elected a Special Member until 31 December following the date on which they are so elected and the Board shall before 31 December each year, determine whether or not such Special Members shall remain Special Members for the period ending 31 December in the year following the Board's determination. If the Board determines that any such Special Member shall cease to be a Special Member on 31 December following its determination, that

Special Member shall become a General Member on and from 1 January following the Board's determination.

- (d) The number of Special Members shall not at any time exceed 150.

### **LIFE MEMBERSHIP**

16. (a) Life membership may be conferred upon any member who has:-
- (i) rendered outstanding service to the Club or its members and
  - (ii) who has been a member of the Club for a continuous period of ten years immediately prior to whose election as a Life Member.
- (b) The following procedures shall be observed in the conferring of Life membership:-
- (i) Nominations of a member for consideration for election as a Life Member shall be made to the Board in accordance with procedures prescribed by By-Laws made by the Board.
  - (ii) A Life Member shall be elected by secret ballot at an Annual General Meeting of the Club.
  - (iii) The candidature of any member for election as a Life Member must be first approved by the Board.
  - (iv) Where the Board approves a nomination for Life Membership it shall cause a resolution recommending the election of the member as a Life Member to be included in the business of the Annual General Meeting of the Club next held after its approval of the nomination and such resolution together with a statement by the Board of its reasons for its recommendation shall be included in the Notice of Meeting to be given to Full Members as provided in these Articles. Any Full Member may lodge an objection in writing to the election of the candidate with the Secretary before the Annual General Meeting at which the election is to be held and any such objection shall be reported to the Annual General Meeting before the election is conducted.
- (c) In any calendar year not more than 2 members can be elected as Life Members.
- (d) A Life Member shall be relieved of payment of the annual subscription and any Life Member who is a member of the Mortality Benefit Fund shall have his contribution to that Fund paid from the funds of the Club on the authority of a resolution of the Board.

### **PEARL CLUB MEMBERS**

- 16A. (a) Pearl Club members are persons who were full members (as defined in the Registered Clubs Act) of the New GSR Club Limited and who are admitted to membership of the Club pursuant to Article 13A as a

consequence of the amalgamation between the Club and New GSR Club Limited.

- (b) Pearl Club Members are entitled to the same privileges and advantages as General Members.
- (c) For the purposes of the various qualification periods referred to in these Articles (including but not limited to Article 32(b)) membership of Mingara Recreation Club Limited, Gordon Social & Recreation Club Limited and/or New GSR Club Limited by Pearl Club Members shall not be deemed to be membership of the Club.

## **HONORARY MEMBERS**

- 17. The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
  - (i) the Patron or Patrons for the time being of the Club;
  - (ii) any prominent citizen visiting the Club for some special occasion;
  - (iii) Any person who attends the premises of the Club and provides evidence that he or she is a member of the Australian Defence Force.
- 18. Honorary members who are not Full members of the Club shall be entitled to only the social facilities and amenities of the Club and to introduce guests into the Club but shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club, participate in the management, business and affairs of the Club in any way.
- 19. Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.

## **TEMPORARY MEMBERS**

- 20. (a) The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
  - (i) any visitor whose permanent place of residence in New South Wales is not less than a distance from the Club as may be determined from time to time by the Board by By-law pursuant to these Articles (but being not less than a radius of 5 kilometres from the Club);
  - (ii) Full Members (as defined in the Registered Clubs Act) of other Clubs which are registered under the Registered Clubs Act and which have objects similar to those of the Club;
  - (iii) A Full Member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board or of a Full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the

time on that day when he so attends the premises of the Club until the end of the day;

- (iv) any interstate or overseas visitor.
- (b)
- (i) Temporary members shall not be required to pay an entrance fee or annual subscription;
  - (ii) A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 63(c) on the first day that they enter the Club's premises during that period.
  - (iii) Temporary members shall be entitled to the social facilities and amenities of the Club but shall not be entitled to vote 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;
  - (iv) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Article 62A;
  - (v) 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;
  - (vi) No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Article 20(a)(iii).

## **PROVISIONAL MEMBERS**

21. Any person who has lodged with the Secretary a nomination form duly completed in accordance with these Articles seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form may be granted provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for full membership of the Club.
22. Should a person who is admitted as a Provisional member not be elected to full membership of the Club:
- (a) That person shall cease to be a Provisional member of the Club; and
  - (b) The joining fee (if any) and subscription submitted with the nomination shall be returned to that person.
23. Provisional members may be entitled to:

- (a) Such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (b) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.
- 23A. Provisional members are not entitled to:
- (a) attend or vote at general meetings of the Club; or
  - (b) nominate for or be elected to hold office on the Board;
  - (c) vote in the election of the Board;
  - (d) vote on any special resolution (including a special resolution to amend this Constitution);
  - (e) propose, second, or nominate any eligible member for any office of the Club;
  - (f) propose, second or nominate any eligible member for Life membership.
- 23B. The Secretary or senior employee then on duty may refuse a Provisional member admission to the Club's premises or terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

## **ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS**

24. For the purposes of section 30 (2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, and other payments (excluding levies) payable by members of the Club.
- 24A. Any person elected during 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.
25. The subscription for membership pursuant to Article 24 shall be paid:
- (a) Annually and in advance; or
  - (b) three years in advance; or
  - (c) five years in advance; or
  - (d) ten years in advance

as may be approved by the Board from time to time provided however that any member who has paid his or her subscription for three years in advance or five years in advance or ten years in advance shall not be required to pay any increase in annual subscriptions which may be determined by the Board

and which are due and payable during the period for which that members has paid advance subscriptions.

26. (a) The Secretary will each year give to any members whose annual subscriptions are due for payment in that year not less than 28 days notice of the due date for payment.
  - (b) The Secretary shall notify the Board of any member who has not paid his annual subscription by the expiration of 28 days from the due date and the Board may thereafter without further notice being given to that member of his default determine that the member shall cease to be a member of the Club from a date specified by the Board and his right to enjoy or participate in the privileges of the Club shall from such date cease and be absolutely forfeited and a nomination shall be made to that effect against his name in the register of members of the Club.
27. Notwithstanding anything contained in these Articles, the Board shall have the discretionary power in special circumstances to accept from any member a reduced entrance fee and/ or subscription not being less than the minimum subscription permitted from time to time under the Registered Clubs Act and subject to such conditions as the Board may think fit to impose.

## **RESIGNATION AND CESSATION OF MEMBERSHIP**

### **Resignation**

28. (a) A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of Members, neglecting to pay the entrance or subscription fee or otherwise) shall ipso facto forfeit all rights as a member of the Club provided that such persons shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of his membership of the Club and any other moneys due by him at the date of cessation of his membership of the Club or for which he is or may become liable under the Memorandum of Association.

## **DEBTS DUE TO THE CLUB**

29. The Board may suspend or terminate the membership of any member who has, in the opinion of the Board, incurred a debt to the Club, not being a debt arising from an obligation as a member under these Articles (which for the purpose of this Article includes the By-laws and any Resolution of the Board not being a By-law) and who after a request to pay the debt has been made in writing, has failed to pay the debt.

## **DISCIPLINARY PROCEEDINGS**

30. Subject to Article 30A, 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 the Rules of the Club 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; or
    - (iii) guilty of conduct which shall render the member unfit for membership.
- 30A. (a) A member shall be notified of:
- (i) any charge against the member pursuant to Article 30; and
  - (ii) the date, time and place of the meeting where the charge will be heard and dealt with by the Board.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Article 30A by notice in writing by a prepaid letter posted to the member's last known address at least seven (7) 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 the Board 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 whether the member is guilty or not of the 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 as to 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 a majority 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.

- 30B. If a notice of charge is issued to a member pursuant to Article 30A, the Board or the Secretary independently of the Board, shall have power by resolution to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five (5) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.

## **ADDITIONAL DISCIPLINARY POWERS OF THE SECRETARY**

- 30BA. 1. If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend or expel a member from membership of the Club in accordance with the procedures and requirements set out in this Rule 30BA.
- 30BA. 2. In respect of any suspension or expulsion from membership pursuant to Article 39BA.1, the requirements of Articles 30A and 30B shall not apply.
- 30BA. 3. If the Secretary (or his or her delegate) exercises the power referred to in Article 30BA.1, the Secretary (or his or her delegate) must notify the member in writing by registered mail:
- (a) that the member has been suspended or expelled from membership (subject to the requirements of this Article 30BA.3) of the Club; and
  - (b) in the case of a suspension from membership:
    - (i) that the suspension takes immediate effect; and
    - (ii) of the period of suspension;
    - (iii) of the privileges of membership which have been suspended;
  - (c) in the case of an expulsion from membership:
    - (i) that the member's expulsion from membership will be placed on hold for an initial period of fourteen (14) days to enable the member to exercise the right referred to in Articles 30BA.3(d) and 30BA.4 if he or she wishes to do so; and
    - (ii) notwithstanding anything contained in these Articles, the member will be provisionally suspended from membership for the fourteen-day (14) period referred to in sub paragraph (i) above; and
    - (iii) if the member does not exercise the right referred to in Articles 30BA.3(d) and 30BA.4 within prescribed period referred to in sub paragraph (d), the member will be expelled from membership as and from the conclusion of the prescribed period; and

- (d) if the member wishes to do so, the member may make a written request to the Secretary for their matter to be dealt with by the Board pursuant to Articles 30A and 30B. The written request referred to in this clause must be received by the Secretary within fourteen (14) days of the date of the notice issued to the member by the Secretary under this Article 30BA.3,

30BA. 4. If a member submits a request under Article 30BA.3(d):

- (a) the penalty issued by the Secretary (or his or her delegate) will no longer apply and notwithstanding anything contained in these Articles, the member will be provisionally suspended from membership of the Club until such time as the charge is heard and determined by the Board; and
- (b) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Article 30A;
- (c) the determination of the Board in respect of those disciplinary proceedings shall take immediate effect and be in substitution for and to the exclusion of any suspension or expulsion, imposed by the Secretary (or his or her delegate).

30BA. 5. Notwithstanding anything contained in these Articles, the Board shall have the power by resolution to revoke any decision made by the Secretary under this Rule 30BA and to commence disciplinary proceedings against the member in accordance with Article 30A. If the Board exercises the right contained in this Article 30BA.5, the member shall, notwithstanding anything else contained in these Articles, be provisionally suspended from membership of the Club until such time as the charge is heard and determined by the Board.

30BA. 6. This Article 30BA applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Article 30F of this Constitution and the powers contained in section 77 of the Liquor Act.

30C. Any member suspended pursuant to Articles 30, 30A, 30B or 30BA 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.
- 30D. For the purposes of Article 30(b)(ii) and 30BA, without limiting the generality of those Articles the following is deemed to be conduct which is unbecoming of a member. Any member suspended pursuant to Articles 30, 30A, 30B or 30BA shall during the period of such suspension not be entitled to:
- (a) Being intoxicated or showing signs of intoxication on the premises of the Club;
  - (b) Introducing liquor into the premises of the Club without permission;
  - (c) Using objectionable or obscene language;
  - (d) Damaging any Club property;
  - (e) Removing Club property without proper authority;
  - (f) Entering or remaining on Club premises at unauthorized times;
  - (g) Using, or possessing, while on the premises of the Club any substance that the Secretary suspects of being a prohibited plant or drug;
  - (h) Disregarding the instructions or directions of the Secretary or senior employee on duty;
  - (i) Introducing or participating in unlawful gambling in the Club premises or both;
  - (j) Engaging in any conduct in or in the vicinity of the Club premises which in the opinion of the Board is unseemly;
  - (k) Failing to make any payment to the Club required as a consequence of a decision of the Board;
  - (l) Committing any offence under the Rules of the Club (which for the purpose of this Article includes the By-laws) or under the Registered Clubs Act.

### **DISCIPLINARY COMMITTEE**

- 30E. (a) Pursuant to Article 35, the Board may, by resolution, delegate any of the powers and functions given to the Board by Article 30 to a Disciplinary Committee comprising such directors as the Board may determine from time to time.
- (b) The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Articles 30A and 30B save that all references to the Board shall be read as being references to the Disciplinary Committee.
- (c) The Board shall have power, by resolution, to revoke any delegation to the Disciplinary Committee and may hear and determine any charge against a member which the Board considers would not be appropriate to be heard by the Disciplinary Committee.

## REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

- 30F. (a) In accordance with Section 77 of the Liquor Act, the Secretary or, subject to paragraph (c) of this Article 30F, 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 or Liquor 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 club licence, 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 Article 30F 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 Article 30F) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (c) Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are 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 by the Secretary to exercise such power.
- (d) Without limiting Article 30F(b), if a person has been refused admission to or turned out of the Club in accordance with Article 30F(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.

- (e) Without limiting Article 30F(b), if a person has been refused admission to or turned out of the Club in accordance with Article 30F(a)(i), the person must not:
  - (a) remain in the vicinity of the Club; or
  - (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.”
- 31. Every person ceasing to be a member of the Club be reason of death or pursuant to the Rules of the Club (which for the purpose of this Article includes the By-Laws and any resolution of the Board (not being a By-Law)) shall thereupon forfeit all rights to or claims upon the Club or its property or assets.

## **MANAGEMENT**

### **Board of Directors**

- 32. (a) The Board shall be responsible for the management of the business affairs of the Club and shall be elected biennially.
  - (b) Only Full Members of the Club who are financial members and who have been members of the Club for a period of at least five (5) consecutive years immediately preceding their election or appointment shall be eligible to be members of the Board.
  - 33. (a) The Board shall consist of:
    - (i) Seven (7) Directors comprising of a President, a Deputy President and five (5) Ordinary Directors to be elected by the members or appointed by the Board to fill casual vacancies in accordance with Article 46; and
    - (ii) up to 2 directors appointed by the Board pursuant to article 33 (a1).
  - (b) No person shall be eligible to hold the office of President or Deputy President unless he has been a member of the Board for at least three (3) consecutive years including the twelve (12) months immediately preceding his election or appointment to that office.
- 33(a1) The Board may appoint two (2) directors pursuant to clause 31 of the Registered Clubs Regulation.
- 33(a2) Any person appointed by the Board to be a director pursuant to clause 31 of the Registered Clubs Regulation only has to satisfy the requirements of that clause to be appointed and does not have to satisfy any requirement in this Constitution including without limitation belonging to a particular category of membership or being a member of the Club for a specific period of time before standing for or being elected or appointed to the Board.
- 33(a3) A person appointed under subclause (a1):
- (a) may be appointed for a term of no more than 3 years, and

- (b) must be an ordinary member of the club at the time of, and for the duration of, his or her appointment, and
- (c) is not eligible for re-appointment under subclause (a1), including re-appointment after the end of that term.

33(a4) Within 21 days of an appointment being made under subclause (a1), a notice must be clearly displayed on a notice board on the premises of the registered club and on the club's website (if any) that states:

- (a) the reasons for the person's appointment, and
- (b) the person's relevant skills and qualifications, and
- (c) any payments to be made to the person in connection with his or her appointment.

33A. A member who:

- (a) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of three (3) months within the period of two (2) years immediately prior to the date determined for the next Annual General Meeting; or
- (b) has at any time been convicted of an indictable offence; or
- (c) is a former employee of the Club whose services were terminated by the Club for misconduct;
- (d) was an employee of the Club, or any club that has amalgamated with the Club, within the period of three (3) years prior to nomination, election or appointment to the Board;
- (e) is disqualified from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;
- (f) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
- (g) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;
- (h) has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded) but it does not include a spent conviction (as defined in the Criminal Records Act 1991);
- (i) is a current contractor of the Club or a director, secretary, employee or business owner of a contractor;
- (j) was a contractor of the Club or a director, secretary, employee or business owner of a contractor immediately preceding the proposed date of election or appointment to the Board.

- (k) is a director of another registered club within the same Local Government area as the Club;

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

- 33B. Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the regulations made under the Registered Clubs Act.
- 33C. A member shall not be entitled to be elected or appointed to the Board if he or she does not hold a Director Identification Number on the proposed date of election or appointment to the Board.

### **Election of Board of Directors**

- 34. The election of the Board shall, after the adoption of these Articles of Association, be conducted in accordance with the following procedure:-
  - (a) The Board shall each year determine the date on which the Biennial General Meeting of the Club for that year is to be held. A Returning Officer, a Deputy Returning Officer and at least two (2) scrutineers shall be appointed at each Biennial General Meeting to take charge of the following ballot. The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of ballot papers and the counting of votes and shall report the result of the ballot to the meeting. The Returning Officer may be an officer of the State Electoral Commission or an independent company or organisation carrying on the business of conducting elections.
  - (b) The Secretary shall by notice sent by post or by electronic means to all Full Members call for nominations of candidates for election to the Board to be made specifying the date by which nominations must be received and the procedure for their lodgement.
  - (c) Nominations of candidates for election to the Board shall be made in writing on such form as the Board from time to time prescribes by By-Law and be signed by two Full Members of the Club and by the nominee signifying his consent to the nomination. Completed nomination forms of candidates for election to the Board shall be hand delivered to the Secretary or any employee authorised by the Secretary at least 8 weeks before the date of the Biennial General Meeting at which the election for membership of the Board is to be held.
  - (d) The Secretary shall check each completed form of nomination of a candidate for election to the Board when he receives it and if it is not in order shall, if there is time before the nominations close, request the proposer and seconder to rectify it. The Secretary shall also take such steps as he considers necessary to determine the correctness of statements in the nomination form. If he is not satisfied as to the correctness of any such statements he shall refer the nomination form to the Returning Officer who shall determine whether or not the nomination should be accepted, rejected or requires alteration. The proposer shall be informed of any decision of the Returning Officer to



reject or require alteration of a nomination made by the proposer and if there is time before the closing of nominations and a valid nomination of the candidate can be made, a fresh nomination may be made which shall be checked as required by this Article.

- (e) Deleted.
- (f) Members eligible for election to the Board may be nominated for more than one office and in the event of their being elected to the senior office as hereinafter provided, shall be deemed to have been eliminated from candidature for any junior office and any votes cast in favour of such a candidate in any ballot for the junior office shall have no effect. For the purpose of these Articles, the order of seniority of offices shall be:

President

Deputy President

Five other members known as Directors.

- (g) On the Secretary being satisfied that a nomination of a candidate for election to the Board is in order he shall cause the following particulars of the nominee to be posted on the Club noticeboard:-
  - (i) The name and address of the nominee;
  - (ii) The position (s) nominated for.
- (h) If the number of candidates duly nominated for any office on the Board does not exceed the number required to be elected, the Secretary shall so advise the Returning Officer who shall so report to the Biennial General Meeting at which the result of the election is to be announced. The Returning Officer shall declare such candidate or candidates duly elected to the office for which they were nominated.
- (i) If no or insufficient nominations be received for any office, the candidate or candidates, if any, nominated shall be declared elected at the Biennial General Meeting and any vacancies shall be casual vacancies for the purposes of Article 46.
- (j) Where the number of candidates nominated for any office on the Board exceeds the number required to be elected, an election by ballot shall be conducted as provided in Article 34(k) to determine which candidate or candidates shall be elected.
- (k) For the purpose of any election by ballot conducted under this subclause:-
  - (i) The position on the ballot paper hereinafter provided for of candidates in the election shall be determined by a draw from a hat which shall be conducted by the Returning Officer in the presence of at least five Full Members of the Club (who may include any of the candidate in the election) in the Club auditorium within seven days of the date on which nominations of candidates for the election closed. The time and date of the

draw shall be determined by the Returning Officer and notice thereof shall be posted on the Club noticeboard at least forty eight hours before it takes place.

- (ii) The Secretary shall cause a separate ballot paper to be prepared in respect of each office for which a ballot is to be held with the names of the candidates printed on the ballot paper in the order determined by the draw provided for in paragraph (i) hereof. An asterisk shall be placed on the ballot paper against the name of any candidate for the position of one of the five Directors of the Board where that candidate is a member of the Board eligible for re-election.
- (iii) At least six weeks before the date of the Biennial General Meeting at which the result of the ballot is to be declared, the Secretary shall cause a list to be prepared, from the Club records of members, of the names and addresses of all persons who are financial Full Members of the Club on the date which is seven weeks before the date of such Biennial General Meeting showing also the membership number of each such member. The Secretary shall provide this list to the Returning Officer as soon as practicable after it has been prepared.
- (iv) Deleted.
- (v) (a) At least five (5) weeks before the commencement of voting, the Club must display a notice on the Club's website and on the Club noticeboard which confirms:
  - (1) the approved methods of voting – which may include voting by electronic means; and
  - (2) the procedures to be followed for voting;
  - (3) the dates and times when members can vote;
  - (4) any other details which may be required for voting.
- (b) Deleted.
- (c) Deleted.
- (d) If a member is for any reason unable to attend at the Polling Place during the period specified in the notification provided for in Article 34 (k) (v) (a) such member may apply in writing to the Returning Officer for a Ballot Paper. Such application must reach the Returning Officer prior to the first day for Polling and must be accompanied by a pre-addressed, pre-stamped envelope. Upon receipt of the application and envelope the Returning Officer shall forward a Ballot Paper in the envelope to the member and shall indicate on his voting list of members the fact that such Ballot Paper has been issued and no further Ballot Paper shall be issued to the member. The Returning Officer

shall not be responsible for the non-delivery or any delay in delivery of the Ballot Paper through the post to the member. It shall be the member's responsibility to ensure that the completed Ballot Paper is returned to the Returning Officer no later than the date for closing of the Ballot as provided in Article 34 (k) (v) (a).

- (vi) In the event that the Ballot is not held electronically the Secretary shall provide the Returning Officer with suitable lockable ballot boxes which, after being checked by the Returning Officer shall be locked and sealed by him. These boxes shall be placed at the reception desk in the foyer of the Club premises by the Returning Officer, the Secretary or the Assistant Secretary/Manager of the Club so that they will be accessible for the purpose of members placing their ballot papers therein. When the Club is closed the ballot boxes shall be kept in a secure place approved by the Returning Officer.
- (vii) All ballots shall be counted in accordance with a preferential system prescribed by By-Law made by the Board and, subject to paragraph (xi):-
  - A. Where only one candidate is to be elected, the candidate receiving the greatest number of votes after preferences have been distributed shall be the successful candidate;
  - B. Where more than one candidate is to be elected that number of candidates who are required to be elected and who receive the greatest number of votes after preferences have been distributed shall be the successful candidates.

For the purpose of this clause a number in a box on a ballot paper against the name of a candidate shall indicate a vote in preference for that candidate over another candidate where that number is 1 or is closer to 1 than the number in the box against the name of that other candidate.

- (viii) In the event of two or more candidates receiving the same number of votes in any ballot, the successful candidate or candidates shall be determined by a draw from a hat conducted by the Returning Officer, the Deputy Returning Officer and the six (6) Scrutineers.
- (ix) The Returning Officer shall inform the Secretary in writing of the number of votes received by each candidate in any ballot.
- (x) All papers and records relating to any ballot shall be retained until the conclusion of the Biennial General Meeting at which the result of the ballot is to be declared and unless that meeting by resolution otherwise determines, they shall be destroyed by the Returning Officer within two weeks of the date of the Biennial General Meeting.

- (xi) The Returning Officer shall declare the result of each ballot and where there has been more than one conducted, in the order of seniority specified in Article 34 (k), at the Biennial General Meeting at which the result of the ballot is to be declared and the Returning Officer shall thereupon declare the successful candidate or candidates duly elected to the office for which they were nominated.
- (l) The Board shall have power to direct any action to be taken not contrary to these Articles necessary to enable the proper conduct of any election and ballot for offices of the Board including without limiting the generality thereof the replacement of Returning Officer Deputy Returning Officer or any of the Scrutineers in the event of their death or incapacity (whether by illness or otherwise).
- (m) The decision or determination of the Returning Officer on any matter connected with an election under these Articles whether by ballot or otherwise including but without limiting the generality thereof, a decision on whether or not a vote is to be treated as informal and a determination made under Articles 32 (b) or 34 (j), shall be final and binding upon the Club and on members thereof.

### **Powers of the Board**

35. The Board may exercise its powers and do all such acts and things as the Club is by its Memorandum of Association 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 Annual General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of these presents and to any regulations not being inconsistent with these presents from time to time made by the Club in Annual General Meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers herein before conferred, the Board shall have power from time to time:

- (a) To delegate any of its powers to directors, members, employees, committees and sub-Committees or any combination thereof consisting of such member or members of its body and/or such Full Members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any Sub-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. The President shall be ex officio a member of all such Sub-Committees. A Sub-Committee may meet and adjourn as it thinks proper.

Questions arising at any meeting of a Sub-Committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second and casting vote. The meetings and proceedings of any sub-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 as applicable thereto and

are not superceded by this clause or by any regulation made by the Board pursuant to this clause.

- (b) To make such By-Laws not inconsistent with the Memorandum and Articles of Association of the Club as it is authorised to by these Articles of Association or 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) The general management control and trading activities of the Club.
  - (ii) The control and management of the Club premises.
  - (iii) The conduct of members and their guests including the dress of members and their guests.
  - (iv) The rights, privileges and obligations of any class or category of members.
  - (v) The relationship between members and Club servants.
  - (vi) The management and control of any sporting areas and competitions conducted by the Club.
  - (vii) The procedures for admission of members and the creation of new classes of membership and of sub-classes of membership.
  - (viii) Prescribing conditions and fixing charges for use of Club property or services.
  - (ix) The establishment and operation of sporting and social groups of Club members.
  - (x) Establishing Awards for members and determining the procedure for selection of members therefore.
  - (xi) Generally all such matters as are commonly the subject matter of Club Rules or By-laws.
- (c) To at its discretion borrow or secure the payment of any sum or sums of money for the purposes of the Club.
- (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 fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.

- (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 any claims or demands by or against the Club and to refer any claims or demands by or against the Club or 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 promissory notes and other documents or instruments and to open any bank or like account in the name of the Club.
- (h) To issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.
- (i) 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.
- (j) 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 sums or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (k) To sell, exchange or otherwise dispose of any land or buildings belonging to the Club and subject to the requirements of the Registered Clubs Act and Liquor Act, to lease, license, sell, or otherwise dispose of all or any of the land and buildings or other property or rights to which the Club may be entitled from time to time.
- (l) To engage, appoint, control, remove, discharge, suspend and dismiss managers, secretaries, secretary managers, officers, representatives, agents and servants or other employees in respect of permanent, temporary, casual or special services as it may from time to time think fit and determine the duties, pay, salary, emoluments or other remuneration of such person and to grant bonuses or other gratuities to any such person.
- (m) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (n) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Articles.
- (o) To recommend an Honorarium consisting only of a sum of money paid to a member in respect to his services as a member of the Board or any committee of the Club and to pay such Honorarium if that payment

has been approved by resolution passed at an Annual General Meeting of members on which the class or classes of members entitled to vote are the same as the class or classes of members entitled to vote at the annual election of the Board.

- (p) To provide within the Club premises suitable accommodation for the Chatswood RSL Sub-Branch, free of costs and charges to the said Sub Branch. The Club shall also reimburse the cost expenditure of the Sub Branch after consideration of the Sub-Branch's financial position at the time.
- (q) To operate and administer the Mortality Benefit Fund and to make Rules therefore.
- (r) 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.

36. Deleted.

37. Deleted.

#### **Proceedings of the Board**

- 38. (a) The President may at any time and the Secretary shall upon the request of any two members of the Board, convene a meeting of the Board. Reasonable notice of all meetings of the Board shall be given to each member of the Board.
  - (b) The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that it shall hold a meeting at least once in each Quarter and that minutes of all its proceedings and resolutions shall be kept and entered in a book provided for that purpose within one month of the meeting at which the proceedings took place and the resolutions passed or signed by the Chairman of the next succeeding meeting.
  - (c) The quorum necessary for the transaction of business by the Board shall be four (4) members of the Board.
  - (d) At all meetings of the Board, the President, or in his absence the Deputy President, shall be Chairman. In the event of the President and the Deputy President being absent, a member of the Board elected by the Board shall be Chairman.
39. Questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
40. (a) A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, 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 members of the Board.

- (b) A meeting of the Board may be held using any technology consented to by all of the directors and which complies with paragraph (c) of this Article 40.
  - (c) Technology which the directors may consent to use for the purposes of paragraph (b) of this Article 40 must permit each director to hear all other directors and any other persons attending the meeting.
  - (d) A director may only withdraw his consent given for the purposes of paragraph (b) of this Article 40 within a reasonable period before the meeting.
  - (e) A meeting for the purposes of Article 30 shall not be held using technology.
41. The continuing members of 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 or pursuant to these Articles as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.
42. All acts done by any meeting of the Board or of a Sub-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 Sub-Committee or person acting as aforesaid, or that the members of the Board or any Sub-Committee 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 or Sub-Committee.

## **MATERIAL PERSONAL INTERESTS OF DIRECTORS**

43. (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 declare the nature of the interest at a meeting of the Board and comply with Article 43(b).
- (b) Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (i) must not vote on the matter; and
  - (ii) must not be present while the matter is being considered at the meeting.

## **REGISTERED CLUBS ACCOUNTABILITY CODE**

- 43A. (a) The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Articles 43A to 43I inclusive.



- (b) For the purposes of Articles 43B to 43I inclusive the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

### **CONTRACTS WITH TOP EXECUTIVES**

- 43B. (a) The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
  - (i) the top executive’s terms of employment; and
  - (ii) the roles and responsibilities of the top executive;
  - (iii) the remuneration (including fees for service) of the top executive;
  - (iv) the termination of the top executive’s employment.
- (b) Contracts of employment with top executives:
  - (i) will not have any effect until they are approved by the Board; and
  - (ii) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

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

- 43C. (a) The Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (b) A “pecuniary interest” in a company for the purposes of Article 43C(a) does not include any interest exempted by the Registered Clubs Act.

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

- 43D. Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
  - (a) the Secretary or a manager; or
  - (b) any close relative of the Secretary or a manager;
  - (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

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

- 43E. The Club must not:
  - (a) lend money to a director of the Club; and

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

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

- 43F. (a) A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
- (b) If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

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

- 43G. A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
  - (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
  - (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
  - (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
  - (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.
- 43H. The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Article 43G.

### **TRAINING DISCLOSURES**

- 43I. The Club must make available to members:
  - (a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
  - (b) the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.
- 43J. The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the

information.

### **PROVISION OF INFORMATION TO MEMBERS**

- 43K. The Club must:
- (a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates; and
  - (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

### **REMOVAL FROM OFFICE OF DIRECTORS**

44. (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 Article 44 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) 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**

45. The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) is disqualified for any reason referred to in section 206B of the Act;
  - (b) fails to complete the mandatory training requirements for directors referred to in Article 33A within the prescribed period (unless exempted).
  - (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 or declaration made under the Act, Liquor Act or Registered Clubs Act.
  - (g) ceases to be a member of the Club.
  - (h) becomes an employee of the Club.
  - (i) fails to complete the mandatory training requirements for directors referred to in Rule 33A within the prescribed period (unless exempted).
  - (j) was not eligible to stand for or be elected or appointed to the Board.
  - (k) ceases to hold the necessary qualifications to be elected or appointed to the Board.
  - (l) is convicted of an indictable offence (unless no conviction is recorded).
  - (m) is not a Financial member of the Club.
  - (n) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months.
  - (o) Is removed from office as a director in accordance with the Act and this Constitution.
  - (p) does not hold a Director Identification Number (unless exempted from doing so).
46. 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 Biennial General Meeting.

## **GENERAL MEETINGS**

47. A general Meeting of the Club, 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 months of the close of the financial year of the Club. All other meetings of the Club shall be called General meetings.
48. (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 Article 48, the request shall mean 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 Club
- (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 Club. The meeting is to be held not later than 2 months after the request is given to the Club.
- (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 Club.
- (g) The meeting referred to in paragraph (f) of this Article 48 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 Club for a copy of the Register of Members and the Club 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 they prove that they took all reasonable steps to cause the directors to comply with this Article 48. 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.
49. (a) At least 21 days notice must be given of the Annual General Meeting and of any general meeting of the members of the Club.
- (b) A notice of 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 noticeboard for a period of not less than 21 days prior to the date of the meeting.

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

## **MEMBERS' RESOLUTIONS**

- 49A (a) The following members may give the Club 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.
- 49B (a) If the Club has been given notice of a resolution under Article 49A, 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 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 Club may resolve to 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.

- 49C (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 Club.
- (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 company;
- (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 Club 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.

- 49D. 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**

- 49E. (a) The Club's auditor 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.

### **QUORUM FOR GENERAL MEETING**

50. Except as provided in Article 51, no business shall be transacted at any General Meeting of members unless a quorum of members is present at the time the meeting is to commence.

Thirty (30) members present and entitled to vote at the meeting shall constitute a quorum.

51. If within 15 minutes from the time appointed for the meeting a quorum is not present the Meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine not being later than 21 days after the date on which the meeting was to be held. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

### **PROCEEDINGS AT GENERAL MEETINGS**

52. The business at any Annual General Meeting shall include receiving and considering the accounts, statements and reports referred to in Article 60, the consideration of any motion required to be put to the meeting by reason of Article 55(g), and subject to the Act, to appoint an auditor or auditors. Additionally, in respect of a Biennial General Meeting, the business shall include the election as provided in the Articles of members of the Board, the appointment of a Returning Officer, a Deputy Returning Officer and Scutineers to conduct the election of members of the Board at the subsequent Biennial General Meeting and act as may be required in the period before such subsequent Biennial General Meeting. All other business transacted at



any other Annual General Meetings shall be special and notice thereof shall be inserted in the notice convening the meeting.

53. The President shall be entitled to take the chair at every General Meeting. If the President is not present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act, the Deputy President shall take the chair. If when the President is absent and the Deputy President is not present within fifteen minutes from the time appointed for the holding of the meeting or is unwilling or unable to act, then the members of the Club present shall elect one of their number present to be Chairman of the meeting.
- 53A. The chairperson:
- (a) is responsible for the conduct of the general meeting; and
  - (b) shall determine the procedures to be adopted and followed at the meeting;
  - (c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.
54. The Chairman of a General Meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting 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 adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for one month or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
- 54A. It shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
- 54B. The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.
- 54C. The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.
- 54D. The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.

55. (a) Except as otherwise provided in the Articles or By-Laws every question submitted to a General Meeting shall be decided by a show of hands or by a poll if demanded and in the case of an equality of votes, the Chairman shall have a casting vote.
- (b) Every member eligible to vote at a General Meeting will have one vote.
- (c) At any General Meeting a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number of proportion of votes recorded in favour of or against such resolution.
- (d) A person shall not:-
- (i) attend or vote at any meeting of the Club or of the Governing Body or of any committee of the Club;
- or
- (ii) vote at any election of, or of a member of, the Governing Body of the Club; as the proxy of another person.
- (e) No motion shall be placed before a general meeting of the Club unless notice of such motion has been given to the Secretary in writing at least eight (8) weeks prior to the general meeting (including an Annual General Meeting).
- (f) No amendments to any motion referred to in Article 55 (e) shall be accepted by the Chairman at the meeting.
- (g) Subject to Article 48, no motion affecting the Club's finances or property or matters which by virtue of the Registered Clubs Act may affect the club licence, nor any motion affecting the management of the Club shall be put at any general Meeting of the Club unless it has first been approved for submission to the meeting by the Board. If the Board declines to approve the motion for submission, the Board shall within fourteen (14) days of the meeting at which it declined to approve the motion notify the member of its decision and the reason therefore. On receipt of such notification the member may if he so desires request a General Meeting in the manner prescribed in these Articles. If that meeting directs that the proposed motion be put at the General Meeting, it shall be put and the provisions of these Articles for notice thereof to the Secretary shall not apply.
56. Minutes of all proceedings at General Meetings shall be entered within 1 month of the meeting in a book kept for that purpose and any such minute shall be signed by the Chairman of the meeting at which the proceedings took place or by the Chairman of the next succeeding meeting.

## **MEMBERS' RIGHTS TO VOTE AND ATTEND MEETINGS**

57. Only Financial Full Members shall, subject to these Articles, be entitled to attend General Meetings of the Club and to vote at such meetings.

## **ACCOUNTS AND AUDIT**

58. The Board shall:
- (a) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act;
  - (b) prepare, on a quarterly basis, financial statements that incorporate:
    - (i) the Club's profit and loss accounts and trading accounts for the quarter; and
    - (ii) a balance sheet as at the end of the quarter;
  - (c) cause the financial statements referred to in paragraph (b) of this Rule to be submitted to a meeting of the Board;
  - (d) make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within seven (7) days of the statements being adopted by the Board;
  - (e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule; and
  - (f) provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member.
59. The accounting records of the Club 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 without charge by members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
60. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.
- 60A. In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
- (i) the financial report of the Club; and
  - (ii) the directors' report;
  - (iii) the auditors' report on the financial report.

## **FINANCIAL YEAR**

61. The financial year of the Club shall commence on the first day of July in each year and conclude on the thirtieth day of June in the year following subject

always to the right of the Board to determine, having regard to the Act, that the financial year be some other period.

## **GUESTS**

62. (a) Subject to Article 62A, all members shall have the privilege of introducing guests to the Club and (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.
- (b) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been expelled from the Club or who is under suspension from the Club pursuant to Article 30 or who has been turned out from the Club pursuant to Section 77 of the Liquor Act or these Articles.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (d) The Board shall have power to make By-laws from time to time not inconsistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (e) The Secretary or an employee authorised by 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.
- (f) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (g) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- 62A. 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.
- 62B For the purposes of Article 62A, “responsible adult”, in relation to a minor, means an adult who is:
- (a) a parent, step parent or guardian of the minor;

- (b) the minor's spouse or de facto partner; or
- (c) for the time being standing in as the parent of the minor.

## **REGISTERS OF MEMBERS AND GUESTS**

63. The Club shall keep the following registers:

- (a) A register of persons who are Full members which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
  - (i) the name in full; and
  - (ii) the occupation;
  - (iii) the address;
  - (iv) the date on which the entry of the member's name in the register is made;
  - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
- (b) A register of persons who are Honorary members (other than those persons admitted to Honorary membership pursuant to Article 17(iii)) which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
  - (i) the name in full or the surname and initials; and
  - (ii) the address;
  - (iii) the signature of the Honorary member if admitted to Honorary membership pursuant to Article 17(iii).
- (c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 14.1(c)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
  - (i) the name in full or the surname and initials; and
  - (ii) the address;
  - (iii) the signature of the member.
- (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. This register shall set forth in respect of each of those guests:
  - (i) the name in full or the surname and initials; and
  - (ii) the address;

- (iii) date on which the entry of the guest's name in the register is made;
- (iv) the signature of the member introducing the guest.

## **EXECUTION OF DOCUMENTS**

- 64. (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:
  - 1. two members of the Board; or
  - 2. 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:
  - 3. two members of the Board; or
  - 4. one member of the Board and the Secretary.

## **NOTICES**

- 65. Without limiting the provisions of the Corporations Act, a notice may be given by the Club to any member either:
  - (a) either personally; or
  - (b) by sending it by post to the address of the member;
  - (c) by sending it to the electronic address of the member;
  - (d) By sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.
- 65A. Where a notice is sent to a member in accordance with Rule 65(a), the notice is deemed to be received on the day it is given to the member.
- 65B. Where a notice is sent to a member in accordance with Rules 65(b) and (c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.
- 65C. Where a notice is sent to a member in accordance with Rule 65(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

66. Where a notice is sent by post service of the notice shall be effected by properly addressing prepaying and posting the notice and the notice shall be deemed to have been served on the day following that on which it was posted.
- 66A. Where a notice is sent by electronic means, the notice is taken to be given on the day following that on which it is sent.

### **INDEMNITY TO OFFICERS**

67. (a) Every officer (as defined in Section 9 of the Act) of the Club and every auditor of the Club may if the Directors so determine 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 or auditor in defending any proceedings whether civil or criminal.
- (b) The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act”.

### **GENERAL**

68. The Articles of Association shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Articles are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.

### **TRANSITIONAL**

69. (a) Nothing in these Articles of Association shall affect the operation of any By-Law, Rule or Regulation of the Club (as defined in the Articles of Association of the Club operative before these Articles of Association were adopted) except to the extent that any such By-Law, Rule or Regulation is inconsistent with a provision of these Articles of Association in which case these Articles of Association shall prevail and render such By-Law, Rule or Regulation inoperative from the date of the adoption of these Articles of Association.
- (b) The Board shall have power notwithstanding any provisions in these Articles of Association or in the Articles of Association of the Club operative before these Articles of Association were adopted or in any By-Law, Rule or Regulation of the Club (as defined in the Articles of Association operative before these Articles were adopted) to repeal by resolution such By-Law, Rule or Regulation, such repeal to be operative from the date the resolution repealing the By-Law, Rule or Regulation is posted on the Club Noticeboard.

### **WINDING UP**

70. If on the winding up or dissolution of the Club, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same

shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to Trustees of Chatswood War Memorial Fund, to be applied to the objects of that Trust from time to time operative. The receipt of the Trustees shall be sufficient discharge for such payment.

### **MEETINGS AND VOTING**

71. In accordance with section 30C (3) of the Registered Clubs Act, the Club, the Board, or a committee of the Club may (but is not required to):
- (a) distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means, and/or
  - (b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
  - (c) allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.
- 71A. If there is any inconsistency between Rule 71 and any other provision of this Constitution, Rule 71 shall prevail to the extent of that inconsistency.