

ART510

**COMPANY CONSTITUTION  
OF  
SUSSEX INLET RSL CLUB LIMITED  
ACN 001 026 535**

Amended: 23 September 2007  
Amended: 1 June 2008  
Amended: 7 December 2008  
Amended: 16 August 2009  
Amended: 6 December 2009  
Amended: 24 October 2010  
Amended: 16 October 2011  
Amended: 14 October 2012  
Amended: 4 April 2014  
Amended: 1 April 2018

PIGOTT STINSON  
LEVEL 3, 10 BARRACK STREET, SYDNEY NSW 2000 AUSTRALIA  
**POSTAL ADDRESS:** GPO BOX 3380 SYDNEY NSW 2001 **DX** 125 SYDNEY  
**TELEPHONE:** +61 2 8251 7777 **FACSIMILE:** +61 2 9262 4288 **EMAIL:** [partners@pigott.com.au](mailto:partners@pigott.com.au)

## TABLE OF CONTENTS

	Rule No
DEFINITIONS AND INTERPRETATIONS .....	1
PRELIMINARY .....	3
MEMBERSHIP.....	4
RSL SUB BRANCH MEMBERS .....	5
ASSOCIATE MEMBERS.....	6
SERVICE MEMBERS.....	6
JUNIOR MEMBERS .....	7
LIFE MEMBERS.....	7
TEMPORARY MEMBERS.....	8
HONORARY MEMBERS.....	8
PROVISIONAL MEMBERS.....	9
PATRONS .....	9
ELECTION OF MEMBERS .....	10
ADMISSION OF MEMBERS PURSUANT TO AMALGAMATION .....	11
ENTRANCE FEES AND SUBSCRIPTIONS .....	12
CESSATION OF MEMBERSHIP .....	13
GENERAL MEETINGS.....	16
PROCEEDINGS AT GENERAL MEETINGS .....	19
OFFICERS AND BOARD.....	20
POWERS AND DUTIES OF THE BOARD.....	24
BY-LAWS .....	24
PROCEEDINGS OF THE BOARD .....	25
EXECUTION OF DOCUMENTS.....	27
ACCOUNTS.....	27
NOTICES .....	28
FINANCIAL YEAR.....	29
GUESTS .....	29
CONSTITUTION .....	30

CORPORATIONS ACT 2001

A public company limited by guarantee and  
not having a share capital

**SECTION 1**

**ARTICLES OF ASSOCIATION**

of

**SUSSEX INLET RSL CLUB LIMITED**  
**ACN 001 026 535**

---

**DEFINITIONS AND INTERPRETATIONS**

1. In these Articles:

**"The Act"** means the Corporations Act. Any reference to a provision of the Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Act however that provision may be amended in that legislation.

**"Biennial General Meeting"** means the Annual General Meeting held in the year 2013 and every second Annual General Meeting thereafter being the meeting at which the Board of Directors is to retire and the members elect a new Board.

**"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.

**"Registered Clubs Act"** means 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.

**"The Club"** or the **"Company"** means the Sussex Inlet R.S.L. Club Limited.

**"The Seal"** means the Common Seal of the Club.

**"Secretary"** means any person appointed to perform the duties of a Secretary of the Club including an Honorary Secretary.

**"State"** means the State of New South Wales.

**"Registered Club"** means a Club holding a Certificate of Registration under the Registered Clubs Act, 1976 (as amended).

**"Board"** shall mean the Board of Directors of the Club.

**"Constitution"**, unless otherwise inferred, means and includes the Memorandum of Association and Articles of Association.

**“Rules”**, unless otherwise inferred, means the paragraphs within this Constitution, and any By-Laws of the Club.

**“Notice Board”** means a board designated as such within the Club premises on which notices for the information of members are posted.

**“Gaming Machines Act”** means 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.

**“Financial member”**. A member shall not be a financial member of the Club if:

- (a) the member's subscription or any part thereof has not been paid in accordance with this Constitution; or
- (b) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of seven (7) days from service on that member of a notice from the Club requiring payment thereof; and

in either case that member shall be and remain unfinancial for the purposes of Article 24(C) until the full amount owing is paid to the Club.

Words importing the singular number only include the plural and vice versa.

Words importing the masculine gender only include the feminine.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form; words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act, 1897 and of the Act as in force at the date at which these Articles become binding on the Company.

The Club is established in accordance with the Constitution, Rules and By-Laws of the Returned Services League of Australia (N.S.W. Branch) Incorporated by Act of Parliament, and in accordance with the Constitution, Rules and By-Laws of the Returned Services League of Australia.

- 1(A).
- (a) References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
    - (i) A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-Laws of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the Members of the Club in General Meeting or by the Supreme Court of New South Wales.
    - (ii) The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.

## PRELIMINARY

2. The Club is established for the purposes set out in the Memorandum of Association.
3. The members for the time being of the Board of the Club shall be and deemed to be Directors of the Club.
4. The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
5.
  - (a) The Club shall be a non-proprietary Club.
  - (b) All profits (if any) and other income of the Club shall be applied to the promotion of the purposes for which the members are associated together and no payment of dividends or distributions of profits or income shall be made to or amongst the members of the Club. No person other than the Club or its members shall directly or indirectly derive any profit or advantage from any registration of the Club under the Registered Clubs Act or from any added value which may accrue because of such registration to the land upon which the Club's premises are situated.
  - (c) No payment or part-payment of any Secretary, Manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
  - (d) Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every full member (as defined in the Registered Clubs Act) of the Club.
  - (e) The War Memorial and surrounds within the grounds of the Club shall be preserved and maintained from the resources of the Club, as sacred to the memory of departed comrades. The Australian National Flag under which most served, shall be flown daily on the flagstaff therein.
  - (f) Nothing in this Constitution shall prevent the payment:
    - (i) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
    - (ii) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
    - (iii) of interest on money lent by a member to the Club at a rate of interest not exceeding interest that for the time being charged by bankers in Sydney for overdrawn accounts;
    - (iv) of reasonable and proper rent for premises demised or let by any member to the Club.

- (g) A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:
    - (i) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976;
    - (ii) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
    - (iii) interest at the rate referred to in Article 5(f)(iii) above on any money lent by the director of the Club;
    - (iv) a benefit provided in accordance with Section 10(6A) of the Registered Clubs Act 1976;
    - (v) rent referred to and in accordance with Article 5(f)(iv) above.
  - (h) Subject to subsection 2(b) of Section 73 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.
  - (i) Subject to subsection 2 of Section 74 of the Gaming Machines Act, the Club shall not grant to any other person any interest in an approved gaming machine kept by the Club.
6. No liquor shall be supplied or sold to any person under the age of eighteen (18) years. No person under the age of eighteen (18) years shall use or operate or be allowed to use or operate poker machines in the premises of the Club.
7. No visitor to the Club shall be supplied with liquor in the Club premises unless on the invitation and in the company of a member and unless such visitor is over the age of eighteen (18) years.

## **MEMBERSHIP**

8. The number of members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
9. The Club shall keep the following registers:
- (a) A register of persons who are full members (as defined in the Registered Clubs Act). This register shall set forth in respect of each of those members:
    - (i) the name in full;
    - (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 which shall be kept in accordance with Section 31(1)(b) and Section 31(1)(b1) of the Registered Clubs Act.
  - (c) A register of persons who are Temporary members (other than Temporary members referred to in Article 17(a)(iii)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.
  - (d) A register of persons of or over the age of 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.
10. No person under the age of eighteen (18) years shall be admitted to membership of the Club other than as a Junior Member in accordance with these Articles.
11. Membership of the Club shall be divided into the following categories:
- (a) RSL Sub Branch members;
  - (b) Associate members;
  - (c) Service members;
  - (d) Junior members;
  - (e) Life members;
  - (f) Temporary members;
  - (g) Honorary members;
  - (h) Provisional members.
12. The Board shall have the power from time to time by By-Laws or otherwise to determine the number of and prescribe the rights and privileges exercisable by and the restrictions attaching to each category of membership of the Club, subject to anything that is contained in this Constitution.

### **RSL SUB BRANCH MEMBERS**

13. RSL Sub Branch members shall be those persons of or over the age of eighteen (18) years who satisfy the Board that they are financial members of the Sussex Inlet Sub-Branch of the RSL and have been elected to or transferred by the Board to RSL Sub Branch membership of the Club.
14. RSL Sub Branch members are entitled to:
- (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
  - (b) attend at all general meetings (including Annual General Meetings) of the Club and vote on all resolutions at those meetings;
  - (c) subject to Article 42, nominate for and be elected to hold office on the Board;
  - (d) vote in the election of the Board;

- (e) vote on any special resolution to amend this Constitution;
- (f) propose, second, or nominate any eligible member for any office of the Club;
- (g) propose, second or nominate any eligible member for Life membership;
- (h) introduce guests to the Club.

### **ASSOCIATE MEMBERS**

15. Associate Members shall be any other person over the age of eighteen (18) years or such other age as is required by law who shall have made application for membership in accordance with the Articles and have been duly admitted.

15(A) Associate members are entitled to:

- (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
- (b) attend at all general meetings (including Annual General Meetings) of the Club and, subject to Article 15(B), vote on all resolutions at those meetings;
- (c) subject to Article 42, nominate for and be elected to hold office on the Board;
- (d) vote in the election of 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) introduce guests to the Club.

15(B) Associate members are not entitled to vote on any special resolution to amend this Constitution.

### **SERVICE MEMBERS**

15(C) Service members shall be those persons of or over the age of eighteen (18) years who satisfy the Board that they have served in the Australian Defence Force or served with or supported or were otherwise engaged with the Australian Defence Force or the Armed Forces of its Allies for at least 6 months and have been elected or transferred by the Board to Service membership of the Club.

15(D) Service members are entitled to:

- (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
- (b) attend at all general meetings (including Annual General Meetings) of the Club and, subject to Article 15(E), vote on all resolutions at those meetings;
- (c) subject to Article 42, nominate for and be elected to hold office on the Board;
- (d) vote in the election of 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) introduce guests to the Club.
- 15(E) Service members are not entitled to vote on any special resolution to amend this Constitution.

### **JUNIOR MEMBERS**

- 15(F) Junior Members shall be persons who have not attained the age of eighteen (18) years and are elected to Junior Membership of the Club.
- 15(G) A person shall not be admitted as a Junior Member of the Club unless the Board:
- (a) is satisfied that the person is joining the Club for the purposes of playing sport as a Member of the Club or a sub club; and
  - (b) has received from that persons parent or guardian written consent to that person becoming a Junior Member of the Club and taking part in the sporting activities organised by the Club or a sub club;
  - (c) is satisfied that the person will take part in regular sporting activities organised by the Club or a sub club.
- 15(H) Subject to the provisions of the Registered Clubs Act, Junior Members are entitled to such social privileges and advantages of the Club as may be determined by the Board from time to time but shall not be entitled to:
- (a) attend or vote at general meetings (including Annual General Meetings) of the Club;
  - (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 these Articles);
  - (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) introduce guests to the Club.

### **LIFE MEMBERS**

16. Life Membership may be conferred upon a Member who has had ten years consecutive Membership and has rendered outstanding and distinguished service to the Club. To be eligible for life Membership, a member must be nominated by one financial member (excluding a Junior Member) and seconded by another. The Nomination shall then be submitted to the next General Meeting of the Club and such election must be by a majority of two-thirds (2/3 rds) of the voting members present provided that due notice of the proposed election shall be placed on the notice paper of the meeting and forwarded to all members at least twenty-one (21) days before the meeting. Life members shall be entitled to the rights and privileges of membership of the category of membership from which they were elected to Life membership.

## TEMPORARY MEMBERS

17. (a) The following persons may, at the discretion of the Board be admitted as Temporary Members of the Club.
- (i) A person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the Club.
  - (ii) A member of another Registered Club with similar objects to this Club.
  - (iii) A member of another Registered Club who is visiting the Club for the purpose of taking part in an organised sport or competition to be conducted by the Club on that day, for the duration of that day.
  - (iv) An overseas or interstate visitor.
- (b) Temporary members shall not be required to pay an entrance fee or annual subscription.
- (c) Temporary members shall be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time.
- (d) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (e) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Article 70(k).
- (f) 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.
- (g) No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a Junior member of another registered club and satisfies the requirements of Article 17(a)(iii).

## HONORARY MEMBERS

- 17(A). (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club, provided that there shall not be more than six (6) patrons at any one time;
  - (ii) any prominent citizen or local dignitary visiting the Club; or
  - (iii) any person who:
    - (1) is a member of the Australian Defence Force; and
    - (2) produces evidence that the person is a member of the Australia Defence Force.
- (b) Honorary members who are RSL Sub Branch Members, Associate members, Service members or Life members of the Club shall be entitled to the rights

and privileges of membership provided to them under the Constitution by their RSL Sub Branch, Associate, Service or Life membership.

- (c) Honorary members who are not RSL Sub Branch Members, Associate members, Service members or Life members of the Club are entitled to:
  - (i) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (ii) introduce guests to the Club.
- (d) Honorary members who are not RSL Sub Branch Members, Associate members, Service members or Life members of the Club are not entitled to:
  - (i) vote at any meeting of the Club;
  - (ii) nominate for or be elected to the Board or any office in the Club;
  - (iii) vote in the election of the Board;
  - (iv) vote on any Special Resolution to amend this Constitution;
  - (v) propose, second or nominate any eligible member for any office of the Club; or
  - (vi) propose, second or nominate any eligible member for Life membership.

### **PROVISIONAL MEMBERS**

- 17(B) (a) A Provisional Member is a person who has applied for admission as a member of the Club, has paid the subscription appropriate for the Class of Membership applied for, and is awaiting a decision on the Application.
- (b) A Provisional Member shall be entitled to sign in guests if the Provisional Member is an applicant for a class of membership which is permitted to do so.
- (c) A Provisional Member shall not be entitled to attend or vote at any meetings of the Club or to be elected or hold Office in the Club.

### **PATRONS**

- 17(C) (a) A Patron shall be any person who has been appointed as a Patron in accordance with this Constitution;
- (b) A person may only be appointed as a Patron at a general meeting of the Club (including an Annual General Meeting);
- (c) A nomination for a person to be appointed as a Patron shall be proposed by one and seconded by another financial member (excluding a Junior member) and submitted to the Board for approval;
- (d) If a nomination for Patron is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting;

- (e) If a nomination for Patron is not approved by the Board, the nomination shall not be submitted to a general meeting of the Club;
- (f) If a nomination for Patron is approved by a resolution passed by two-thirds (2/3) of the members present and voting at the general meeting the person nominated shall thereby be a Patron of the Club;
- (g) If a Patron is not a member of the Club, they shall thereupon be deemed to be an Honorary member of the Club and, subject to this Constitution, shall remain an Honorary member while they remain a Patron;
- (h) There shall not be more than six (6) Patrons at any one time.

### **ELECTION OF MEMBERS**

- 18. (a) A person shall not be admitted as an RSL Sub Branch member, Associate Member, Service member or Junior Member of the Club unless that person is elected to membership by the Board of the Club, or by a duly appointed election committee of the Club.
  - (b) The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
  - (c) The Board or election committee may reject any application for membership without assigning any reason for such rejection.
- 19. Every application for membership of the Club shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
  - (a) the full name of the applicant;
  - (b) the residential address of the applicant;
  - (c) the date of birth and the age of the applicant;
  - (d) the occupation of the applicant;
  - (e) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
  - (f) the signature of the applicant and, in the case of a Junior Member, the signature of the parent or guardian of the applicant;
  - (g) such other particulars as may be prescribed by the Board from time to time.
- 19(A). Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:
  - (a) the entrance fee (if any) and the appropriate annual subscription;
  - (b) identification such as (without limitation) a current driver's licence or a current passport held by that applicant.
- 19(B). The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the identification. If the

authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall propose the applicant for membership by signing the application form and shall cause the application to be sent to the Secretary.

- 19(C). A person whose application has been signed by an authorised officer of the Club in accordance with Article 19(B) and who has paid the Club the entrance fee (if any) and the first annual subscription for the class of membership applied for may thereby become a Provisional member.
20. (a) The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days before that applicant is eligible to be elected to membership of the Club.
- (b) An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
21. Upon a person being elected as a member of the Club the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.

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

- 21(A) (a) Articles 18 to 19(C) inclusive and Article 21 shall not apply to a person who is admitted as a member of the Club pursuant to:
- (i) an amalgamation with another registered club; and
- (ii) this Article 21(A).
- (b) A person shall be admitted as a member of the Club pursuant to an amalgamation if that person:
- (i) is a full member (as defined in the Registered Clubs Act) of a registered club which has amalgamated with the Club; and
- (ii) has agreed to be a member of the Club pursuant to the amalgamation.
- (c) The Agreement referred to in paragraph (b)(ii) of this Article 21(A) must be:
- (i) in writing and to the effect that the person agrees to be a member of the Club and agrees to be bound by the Constitution and By-laws of the Club;
- (ii) 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 21(A) and returns that agreement to the Club shall 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.

## ENTRANCE FEES AND SUBSCRIPTIONS

22. The entrance fees and Annual subscriptions payable by members of the Club shall be such amount as the Board shall from time to time prescribe.
23. In accordance with Section 30(1)(j) of the Registered Clubs Act, the Annual subscription shall not at any time be less than Two Dollars (\$2.00).
24. The Annual subscription shall become due and payable in advance on the first day July in each year.
- 24(A). Only Life Members, Temporary Members and Honorary Members shall be relieved of any obligation or liability with respect to payment of entrance fee and/or subscription.
- 24(B). Subject to the provisions of the Anti Discrimination Act, a member may in relation to his age be granted special privileges and discounts on his entrance fee, Annual subscription, and/or any other fees and levies.
- 24(C). Notwithstanding anything contained in this Constitution, any member who is not a Financial member (as defined in Article 1) shall 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 or sporting activities of the Club or any sub club without the permission of the Board;
  - (c) attend or vote at any meeting of the Club or any sub club;
  - (d) nominate or be elected or appointed to the Board or any committee of a sub club;
  - (e) vote in the election of the Board or any committee of a sub club;
  - (f) propose, second or nominate any eligible member for any office of the Club or any sub club;
  - (g) propose, second or nominate any eligible member for Life membership.
- 24(D). (a) The Board shall have the power on the application of any member to transfer that member to another category of membership if that member has the qualifications for that other category of membership.
- (b) Any application for transfer of membership pursuant to paragraph (a) of this Article 24(D), together with any additional subscription shall be deposited with the Secretary and the Secretary shall cause the name and address of the applicant and the class which the member has applied to join to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to that other class of membership to the Club.
  - (e) The Board shall have the power to transfer a Junior Member who has attained the age of eighteen (18) years to another category of membership of the Club for which the Junior Member has the necessary qualifications.

- (f) A member will not be entitled to any refund of membership fees or any part thereof if, pursuant to this Article 24(D), they are transferred to another category of membership.
- (g) If, on application, a member fails to be transferred to another class, the Secretary shall cause any additional subscription paid by that member to be returned to such member.
- (h) The Board shall have the power to transfer an RSL Sub Branch member to Associate membership or Service membership if the RSL Sub Branch member has ceased to have the qualifications referred to in Article 13.
- (l) Upon a member being transferred to another class of membership of the Club, the Secretary shall cause a notice of such transfer to be promptly forwarded or posted to such member.

### **CESSATION OF MEMBERSHIP**

- 25. If any member shall fail to pay his subscription within one (1) calendar month after it becomes due the Secretary shall thereupon give notice in writing of such failure to such member and requiring payment to be made within twenty-eight (28) days of such notice and if payment be not made within the said twenty-eight (28) days the Board may resolve that the member concerned by reason of such failure shall be excluded from membership and thereupon such member shall cease to be a member of the Club.
- 26. A member may at any time by giving notice in writing to the Secretary resign his membership of the Club but shall continue liable for any Annual subscriptions and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Club and in addition for any sum not exceeding two dollars (\$2.00) for which he is liable as a member of the club under Clause 5 of the Memorandum of the Association of the Club.
- 27. Subject to Article 28, the Board shall have power to reprimand, suspend, expel or accept the resignation of any member, if that member:
  - (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
  - (b) is, in the reasonable opinion of the Board;
    - (i) guilty of any conduct prejudicial to the interests of the Club; or
    - (ii) guilty of conduct which is unbecoming of a member.
- 27(A). (a) A member shall be notified of:
  - (i) any charge against the member pursuant to Article 27; and
  - (ii) the date, time and place of the hearing of the charge.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Article 27(A) by notice in writing by a prepaid letter posted to the member's last known address at least seven (7) days before the meeting of the Board at which the charge is to be heard.

- (c) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
  - (d) If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
  - (e) After the Board has considered the evidence put before it, the Board must by a motion passed by a majority of the directors present in person voting on that motion determine whether the member is guilty 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 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 two thirds 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.
- 27(B). If a notice of charge is issued to a member pursuant to Article 27(A)(a), the Board by resolution or the Secretary shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five (5) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
28. Any member suspended pursuant to this Constitution 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 or sporting activities of the Club or any sub club without the permission of the Board;
  - (c) attend or vote at any meeting of the Club or any sub club;
  - (d) nominate or be elected or appointed to the Board or any committee of a sub club;
  - (e) vote in the election of the Board or any committee of a sub club;
  - (f) propose, second or nominate any eligible member for any office of the Club or any sub club;
  - (g) propose, second or nominate any eligible member for Life membership.



29. In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Article 29(B), 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:
- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
  - (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
  - (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
  - (d) who hawks, peddles or sells any goods on the premises of the Club;
  - (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
  - (f) 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.
  - (g) whom the Club, under the conditions of its liquor licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- 29(A). If pursuant to Article 29 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 Article 29(B)) 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.
- 29(B). 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 Article shall be:
- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
  - (b) any employee authorised by the Secretary to exercise such power.
- 29(C) Without limiting Article 29(A), if a person has been refused admission to or turned out of the Club in accordance with Article 29(a), 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.
- 29(D) Without limiting Article 29(A), if a person has been refused admission to or turned out of the Club in accordance with Article 29(a), the person must not:
- (i) remain in the vicinity of the Club; or
  - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

## GENERAL MEETINGS

30. A General Meeting termed the Annual General Meeting shall be held not later than the 30<sup>th</sup> November in each year. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
31. (a) The Board may whenever it thinks fit convene an Extraordinary General Meeting of the Club and shall convene an Extraordinary General Meeting on the request of not less than five percent (5%) of the members or one hundred (100) members of the Club, whichever is less, whose Annual subscriptions are currently fully paid up and who are entitled to vote on objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).
- (b) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
- (c) A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
- (d) On receipt of a valid requisition the Club shall forthwith proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.
- (e) If the Board do not proceed to cause a General Meeting to be held within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.
- (f) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which General Meetings are convened by the Board.
- (g) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
32. (a) At least twenty one (21) days notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all members who are entitled to attend and vote at that meeting and to the auditor.
- (b) A notice of a general meeting of the Club's members must:
- (i) set out the place, date and time of the meeting; and
  - (ii) state the general nature of the meeting's business;
  - (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 (including an Annual General Meeting) shall also be posted on the Club Notice Board for a period of not less than twenty one (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 Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.
33. (a) Notwithstanding Articles 33(A), 33(B) and 33(C), individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty two (42) days prior to the date fixed for such Annual General Meeting.
- (b) The Secretary shall cause all items of business and notices of motion referred to in paragraph (a) of this Article to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.
- 33(A). (a) The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
  - (ii) at least 100 members who are entitled to vote at a general meeting.
- (b) The notice must:
- (i) be in writing;
  - (ii) set out the wording of the proposed resolution; and
  - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
- 33(B). (a) If the Secretary has been given notice of a resolution under Article 33(A), the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given.
- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.

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

- (i) The Club need not comply with the request:
  - (i) if the statement is more than 1,000 words long or defamatory; or
  - (ii) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

33(D). The business of the Annual General Meeting shall be as follows:

- (a) to confirm the Minutes of the previous Annual General Meeting;
- (b) to receive and consider the reports of the Board;
- (c) to receive and consider the Profit and Loss Account, the Balance Sheet, and the Auditors Report;
- (d) in the case of a Biennial General Meeting, to declare the results of the election of the Board and conduct any further election of directors that may be necessary;
- (e) to appoint an Auditor (if one is required due to resignation or dismissal);
- (f) to approve honoraria (if any);
- (g) to deal with any valid business of which due notice has been given;
- (h) general business as provided for by this Constitution or as approved by the Chairman.

33(E). The Chairman of an Annual General Meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask questions about, or make comments on, the management of the Club.

33(F). If the Club's Auditor or representative is at the Annual General Meeting, the Chairman of the meeting shall allow reasonable opportunity for the members as a whole at the meeting to ask the Auditor or representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

33(G). Members shall be required to give at least seven (7) days written notice prior to the Annual General Meeting of any questions relating to the Financial Accounts of the Club which require additional information not shown in the Annual Report.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 34. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Twenty (20) members of the Club present in person and eligible to vote shall be a quorum.
- 35. If within have an hour 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 and to such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present and entitled to vote shall be a quorum.

36. The President shall preside as Chairman at every General Meeting of the Club or in his absence the Senior Vice President or in his absence the Junior Vice President, Should neither be in attendance within fifteen (15) minutes after the time appointed for the holding of the meeting or if they are unwilling to act, the members present shall elect one of their number to be Chairman of the meeting.
37. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
38. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded,
  - (a) by the Chairman, or
  - (b) by at least five (5) members present in person.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

39. If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith.
40. In case of an equality of votes, whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
41. A person shall not:
  - (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
  - (b) Vote at any election including an election of a member or of the Boardas the proxy of another person.

## **OFFICERS AND BOARD**

42.
  - (a) The Board shall consist of a President, Senior Vice President, Junior Vice President and six (6) Ordinary directors.
  - (b) Subject to paragraphs (c), (d) and (e) of this Article, only the following members, who have been members of the Club for the three (3) calendar

years immediately preceding the date on which they stand for or are elected or appointed to the Board, shall be eligible to stand for and be elected or appointed to the Board;

- (i) RSL Sub Branch members; and
  - (ii) Associate members;
  - (iii) Service members.
- (c) There shall not be less than five (5) RSL Sub Branch members on the Board at any one time.
- (d) A member who is:
- (i) an employee;
  - (ii) currently under suspension pursuant to these Articles;
  - (iii) not a Financial member (as defined in Article 1)

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

- (da) (i) No contractor to the Club who works inside or outside the Club nor any director, officer or employee of a contractor who works inside or outside the Club who is a member of the Club is eligible to be nominated, stand for, or be elected, or appointed to the Board of Directors.
- (ii) This Article 42(da) does not apply to any Director who was elected or appointed to the Board before the date of the resolution adopting this Article. However, this Article will apply to any such Director who retires on or after the adoption of this Article and is subsequently re-elected or re-appointed to the Board of Directors.
- (e) Subject to paragraph (f) of this Article, a member shall not be eligible to stand for or be elected or appointed as the President, Senior Vice President, or Junior Vice President unless the member is a director of the Club on the date that he or she stands for or is elected or appointed as the President, Senior Vice President, or Junior Vice President.
- (f) If:
- (i) in respect of an election of the Board conducted in accordance with Article 44, no eligible member stands for election as the President, Senior Vice President, or Junior Vice President then:
    - (1) the provisions of Article 42(e) shall not apply; and
    - (2) the vacancy in the position of President, Senior Vice President, or Junior Vice President shall be a casual vacancy and may be filled by the Board in accordance with Article 45.
  - (ii) for the purposes of Article 45, a casual vacancy occurs in the position of President, Senior Vice President, or Junior Vice President the provisions of Article 42(e) shall not apply in respect of any member appointed to fill the casual vacancy.

## **Executive**

- (g) The Executive shall consist of the President, Senior Vice President and Junior Vice President.
  - (h) The Executive shall have power to deal unanimously with all urgent matters relating to the management and control of the Club but shall report their action to the next Board meeting.”
43. At each Biennial General Meeting of the Club the Board shall be elected and the directors shall, subject to this Constitution, hold office until the following Biennial General Meeting when they shall retire but shall be eligible for re-election.
44. The election of officers and other members of the Board shall take place in the following manner:
- (a) At least six (6) weeks before the Biennial General Meeting a list shall be displayed prominently in the premises of the Club showing the offices which require to be filled.
  - (b) Any two (2) members of the Club (excluding Junior Members) shall be at liberty to nominate any other member to serve as an officer or other member of the Board.
  - (c) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Secretary at least twenty-one (21) days before the Biennial General Meeting at which the ballot is declared.
  - (d) Immediately on receiving the nomination the Secretary shall post the name of the candidate in a conspicuous place in the registered office of the Club.
  - (e) In the event of there being insufficient candidates nominated as prescribed, those nominated shall be deemed duly elected and additional nominations shall be sought at the Biennial General Meeting.
  - (f) If there be more than the required number nominated an election by ballot shall take place, but if there be only the requisite number nominated the Chairman shall declare those nominated duly elected.
  - (g) The ballot shall be conducted by the Returning Officer assisted by poll clerks appointed by him, and two (2) Scrutineers appointed by the President of the Club. The Board of Directors shall appoint the Returning Officer. The Returning Officer shall supervise the issue of ballot papers, the safe custody of the ballot papers returned, the examination of such ballot papers, the counting of votes after the ballot is closed and shall report the result of the ballot to the Chairman of the Biennial General Meeting. The decision of the Returning Officer as to the formality or informality of any vote shall be final.
  - (h) The ballot shall be conducted within the precincts of the Club from:
    - (i) 10am to 8pm on the Friday prior to the Biennial General Meeting; and
    - (ii) 10am to 6pm on the Saturday prior to the Biennial General Meeting.
  - (i) The manner in which votes are to be marked on the ballot paper, or such other matter as it may deem necessary to secure the secrecy or propriety of the ballot shall be determined by the Board of Directors.



- (j) The Board shall elect such officers as it considers necessary and may fill any vacancies that may occur in its numbers.
  - (k) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer, poll clerks or scrutineers set out in this Article 44.
45. (a) The Board shall have power to appoint an eligible member of the appropriate class to the Board of Directors to fill a casual vacancy or vacancies.
- (b) Any person so appointed shall hold office only until the next following Biennial General Meeting but shall be eligible for re-election.
46. (a) 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 paragraph 46(a)(i) shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.
- (c) Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) 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.
47. The Office of a member of the Board shall become vacant if the member:
- (a) ceases to be a member of the Board by virtue of the Act;
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (c) becomes prohibited from being a Director of a Company by reason of any Order made under the Act;
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) resigns his office by notice in writing to the Club;
  - (f) ceases to be a member of the Club;
  - (g) fails to declare the nature of his interests in a contract or office or property in the manner referred to in Article 62(J) of this Constitution.
  - (h) is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board.

- (i) transfers to a class of membership that would disqualify him from being eligible for appointment to his own office under the provisions of this Constitution following the change of membership class.
- (j) becomes an employee of the Club.

### **POWERS AND DUTIES OF THE BOARD**

- 48. The business and affairs of the Club shall be managed by the Board who may pay all expenses incurred in promoting and registering the Club and may exercise all such powers of the Club as are not, by the Act or by these Articles, required to be exercised by the Club in General Meeting subject nevertheless, to any of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Club in General Meeting; but no regulation made by the Club in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- 49. The Board may exercise all the powers of the Club to borrow money and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Club.
- 50. The Board shall have power from time to time to determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- 51. The Board shall cause minutes to be made;
  - (a) of all appointments of officers and servants;
  - (b) of names of members of the Board present and voting at all meetings of the Club and Board; and
  - (c) of all proceedings and resolutions at all meetings of the Club and of the Board.

### **BY-LAWS**

- 52. The Board may from time to time make, alter and repeal all such By-Laws as it may deem necessary or expedient for the proper conduct and management of the Club or in anywise in relation thereto and in particular but not exclusively it may by By-Law regulate:

Such matters as they are specifically by these Articles empowered to do.

  - (a) The general management control and trading activities of the Club.
  - (b) The control and management of the Club premises.
  - (c) The control and management of all competitions.
  - (d) The conduct of members.
  - (e) The rights, privileges and restrictions attaching to the various classes or designations of members and visitors.

- (f) And generally all such matters as are commonly the subject matter of Club Rules or By-Laws or which by the Memorandum and Articles of Association are not reserved for decision by the Club in General Meeting.

Any By-Law made under this Article or any alteration or repeal of any such By-Law shall come into force and have full effect and authority and be binding upon members of the Club after notice thereof has been posted on the Club's Notice Board for seven (7) days every such notice shall bear a notation of the date and time at which it was posted.

### **PROCEEDINGS OF THE BOARD**

53. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Three (3) members of the Board may at any time and the Secretary shall on the requisition of three (3) members of the Board summon a meeting of the Board. Notwithstanding anything herein contained the Board shall meet together at least once each calendar month.
54. Subject to these regulations, 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.
55. Deleted.
56. The quorum necessary for the transaction of the business of the Board shall be five (5) or such greater number as may be fixed by the Board, provided always that the number forming a quorum must include one of the President, Senior Vice President and Junior Vice President.
57. 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 regulations 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.
58. The President shall preside as Chairman at every meeting of the Board or in his absence the Senior Vice President or in his absence the Junior Vice President. Should neither be present within ten (10) minutes of the time appointed for holding the meeting, or if they are unwilling to act then the members present shall elect one of their number to be Chairman of the meeting
59. The Board may delegate any of its powers to sub-committees consisting of such member or members of the Board or other members of the Club as they see fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed upon it by the Board.
60. All acts done by any meeting of the Board or of the 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 such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

61. 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.
62. Any member of the Board who shall fail to attend three (3) consecutive duly constituted Board meetings, unless granted leave of absence or whose absence is due to some circumstances beyond such member's control (if shown to the satisfaction of the Board), shall be removed from the Board and the vacancy on the Board shall then be deemed to exist.
- 62(A). Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
- (a) declare the nature of the interest at a meeting of the Board; and
  - (b) comply with Article 62(F).
- 62(B). Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- 62(C). A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- 62(D). A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- 62(E). Articles 62(A) to 62(D) inclusive do not limit the provisions of the Registered Clubs Act referred to in those Articles.
- 62(F). In accordance with Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter; and
  - (b) must not be present while the matter is being considered at the meeting.
- 62(G). The Board may pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of Article 62(F).
- 62(H). In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a Director or with a company or other body in which a Director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- 62(I). A "pecuniary interest" in a company for the purposes of Article 62(H) does not include any interest exempted by Regulation made under the Registered Clubs Act.

- 62(J). Provided that the provisions of Article 62(A), Article 62(F) and Article 62(H) have been satisfied with respect to a commercial arrangement or a contract:
- (a) the director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract.
  - (b) the commercial arrangement or a contract shall not, by reason of that director's interest, be avoided.
  - (c) the director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.
- 62(K). Subject to Article 62(L), the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (a) the Secretary;
  - (b) any close relative (as defined in the Registered Clubs Act) of the Secretary; or
  - (c) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).
- 62(L). Article 62(K) does not prevent the Club entering into a contract with any of the above persons which is:
- (a) a contract of employment; or
  - (b) otherwise permitted by the Registered Clubs Act.

### **EXECUTION OF DOCUMENTS**

63. (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:
- (i) two members of the Board; or
  - (ii) one member of the Board and the Secretary.
- (d) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) two members of the Board; or
  - (ii) one member of the Board and the Secretary.

### **ACCOUNTS**

64. The Board shall 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.
- 64(A). Deleted.

- 64(B). The books of account shall be kept at the registered Office of the Club or at such other place as the Board thinks fit. The club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
- 64(C). (a) The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.
- (b) In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of 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.
- (c) A member may indicate in writing the intention not to receive the Annual accounts and reports as defined in Article 64(C)(a). Such written notification shall be a standing request but may be revoked at any time. Such request shall not relieve the Club of the obligation to give notice of General Meetings to the member.
- 64(D). Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.
- 64(E). At least two (2) months notice of a resolution to remove the Auditor must be given to the Club. Immediately such notice is received by the Club it shall forward a copy of the notice to the Auditor and a copy to the Australian Securities and Investments Commission.

## **NOTICES**

65. (a) A notice may be given by the Club to any member either:
- (i) personally; or
  - (ii) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
  - (iii) by sending it to the electronic address (if any) nominated by the member.
- (b) Where a notice is sent by post to a member in accordance with Article 65(a)(ii) the notice shall be deemed to have been received by the members:
- (i) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
  - (ii) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

- (c) Where a notice is sent by electronic means to a member in accordance with Article 65(a)(iii), the notice is taken to have been given on the day following that on which it was sent.
66. Notice of every General Meeting shall be given in the manner provided for by this Constitution to the following persons:
- (a) every member entitled to attend and vote at General Meetings of the Club, and
- (b) the Auditor for the time being of Club.
67. Every Officer (as defined in the Corporations Law) of the Club shall be indemnified out of the property of the Club against any liability incurred by him in his capacity as Officer in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted in connection with any application under the Corporations law in which relief is under the Corporations Law granted to him by the Court in respect of any negligence, default, breach of any duty or trust.
68. (a) The Club must keep minute books in which it records:
- (i) proceedings and resolutions of general meetings of the Club; and
- (ii) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
- (iii) resolutions passed by directors without a meeting.
- (b) The Club must ensure that:
- (i) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and
- (ii) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.
- (c) A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

### **FINANCIAL YEAR**

69. The financial year of the Club shall commence on the 1<sup>st</sup> day of July in each year and shall conclude on the 30<sup>th</sup> day of June of the following year.

### **GUESTS**

70. (a) All members (excluding Junior Members) shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with paragraph (k) of this Article.
- (b) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.

- (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- (d) No member shall introduce any person as a guest who:
  - (i) has been expelled from the Club pursuant to this Constitution;
  - (ii) is then suspended pursuant to this Constitution; or
  - (iii) who is then refused admission to or turned out of the Club pursuant to this Constitution.
- (e) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (f) The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (g) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (h) 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.
- (i) 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.
- (j) The Secretary or senior employee then on duty 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.
- (k) A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:
  - (i) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
  - (ii) who does not remain on the Club premises any longer than that Temporary member;
  - (iii) in relation to whom the member is a responsible adult.
- (l) For the purposes of Article 70(k)(iii) "responsible adult", in relation to a minor, means an adult who is:
  - (i) a parent, step-parent or guardian of the minor;
  - (ii) the minor's spouse or de facto partner; or
  - (iii) for the time being standing in as the parent of the minor.

## **CONSTITUTION**

71. This Constitution 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 Constitution



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.

72. Notwithstanding the provisions of Article 11(b), the Constitution may be altered or amended at a General Meeting by Special Resolution of which due notice has been given to members of the Club. The majority required for passing of a Special Resolution relating to such alterations or amendments to the Constitution shall be seventy-five per cent (75%) of members present at the meeting and entitled to vote. A Special Resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
73. A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and payment of any reasonable fee that may be prescribed by the Board.

## SECTION 2

### MEMORANDUM OF ASSOCIATION

of

### SUSSEX INLET RSL CLUB LIMITED ACN 001 026 535

---

1. The name of the Company is the "SUSSEX INLET RSL CLUB LIMITED" hereinafter called the "Club".
2. The objects for which the Club is established are:
  - (a) To take over the assets and liabilities of the unincorporated club known as the Sussex Inlet R.S.L. Club.
  - (b) To do all acts necessary to perpetuate the close and kindly ties of friendship created by mutual service in the wars of the British Commonwealth of Nations and other conflicts in which this Country may be involved.
  - (c) Provide and maintain under such terms and conditions as may from time to time be determined a Club for the purpose of providing board, lodging, conveniences and facilities for social intercourse, literary and other lawful purposes and for furthering the objects of the R.S.L.
  - (d) To create and maintain, when deemed necessary, an interest in local affairs, always provided they are not associated with political or sectarian institutions.
  - (e) To provide, construct, alter and maintain club houses, pavilions and other conveniences in connection therewith and to provide and maintain a bowling green and such other sporting facilities as may from time to time be deemed advisable including all necessary club house buildings, facilities and amenities to be used therewith, and to provide a club house with all the usual facilities of a club including residential and other accommodation, liquid and other refreshment, libraries and provision for all indoor and outdoor sporting, musical and educational activities and any other social amenities.
  - (f) To subscribe to, become a member of, and cooperate with any other club, association or Organisation, whether incorporated or not whose objects are altogether or in part similar to those of the Club or the establishing or promotion of which may be beneficial to the Club provided that no subscription be paid to any such other association or club out of the funds of the Club except bona fide in furtherance of the objects of the Club.
  - (g) To raise money by entrance fees and subscriptions and to grant rights and privileges to subscribers and to make, rescind, annul, alter or vary rules and regulations as to eligibility for admission to and duration (including Life Membership) determination and suspension of membership of the Club; entrance fees and subscriptions payable in respect of such membership; Honorary members and visitors; the rights and privileges to be accorded to and the qualifications, restrictions and conditions to be attached to the members of the Club; arrangements with any other clubs or associations for reciprocal concession or otherwise; committees of members in connection

with the management of the Club; the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such committees and generally to manage the affairs of the Club and to do whatever may seem best calculated to promote the interests of the Club.

- (h) In furtherance of the objects of the Club, to buy, sell and deal in all kinds of apparatus and all kinds of provisions and refreshments liquid and solid required by persons frequenting the Club's grounds or premises.
- (i) To carry on the business of caterers for the purpose of supplying refreshments liquid or solid to persons using or to visitors to the club house ground and premises of the Club and to apply for and take out and hold licences for the conduct of such business.
- (j) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with any objects of the Club. Provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to the terms of such trust.
- (k) To enter into any arrangements with any Government or Authority, supreme, municipal, local or otherwise, that may seem conducive to the Club's objects or any of them; and to obtain from any such Government or authority and rights, privileges and concessions which the Club may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (l) To appoint, employ, remove or suspend such managers, clerk, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- (m) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurances; and to subscribe or guarantee money for charitable or benevolent objects, and for any public, general or useful object.
- (n) To control, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences, which may seem calculated directly or indirectly to advance the Club's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out alterations or control thereof.
- (o) To invest and deal with the moneys of the Club not immediately required in and upon such securities and investments and upon such terms and conditions as may from time to time be determined and from time to time vary, renew and realise upon such securities and investments.
- (p) To borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of

debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future), and to purchase, redeem, or pay off any such securities.

- (q) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
  - (r) Subject to paragraph (s) of this Clause, sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise).
  - (s) Sell, lease, exchange or otherwise dispose of any land belonging to the Club provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act. To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
  - (t) In furtherance of the objects of the Club, to amalgamate with any companies, societies, clubs or associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of Clause 3 of this Memorandum.
  - (u) In furtherance of the objects of the Club, to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, clubs or association with which the Club is authorised to amalgamate.
  - (v) To enter into a guarantee or bond for the benefit of the Club and to indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for the purpose to give mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.
  - (w) To establish, support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or for any exhibition or for any public, general or useful object.
  - (x) To make donations for patriotic or Charitable purposes.
  - (y) To make application for and to obtain a Certificate of Registration of the Registered Clubs Act, 1976 (as amended) and from time to time to apply for and obtain a renewal of such Certificate of Registration and to make application for and obtain a certificate under the Gaming and Betting Act, 1912 (as amended), entitling the Club to operate poker machines from time to time to apply for and obtain a renewal of such certificate.
  - (z) To apply for and obtain and to hold any certificate of registration, licence or permit necessary for the purposes of the Club.
3. The income and property of the Club, whencesoever derived, shall be applied solely towards the promotion of the objects of the Club set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred, directly or indirectly,

by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Club. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Club or to any member of the Club in return for any services actually rendered to the Club, nor prevent the payment of interest on money borrowed from the members of the Club for any of the purposes of the Club.

4. The liability of the members is limited.
5. Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up while he is a member, or within one (1) year after he ceases to be a member, for payment of the debts and liabilities of the Club contracted before he ceased to be a member, and of the costs, charges and expenses of winding up and for the adjustments of the rights of the contributories among themselves, such amount as may be required, not exceeding two dollars (\$2.00).
6. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to the Sussex Inlet Sub-Branch of the Returned Services League of Australia or in the event of the Sub-Branch not being the holder of a Charter as a Sub-Branch then to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other judge of that Court as may have or acquire jurisdiction in the matter, and if so far as effect cannot be given to the aforesaid provision, then to some charitable object.
7. The Registered Office of the Club shall be situated at Jacobs Drive, Sussex Inlet, in the State of New South Wales or such other place in the said State as the Directors may from time to time determine.
8. The names, addresses and occupations of the Subscribers are as follows:

NAME	ADDRESS	OCCUPATION
George Ross ROBINSON	72 River Road, Sussex Inlet	Painter
Keith DIHM	21 Sussex Road, Sussex Inlet	Retired
Sydney Charles PRICE	5 Mathilda Avenue, Sussex Inlet	Retired
Bruce Henry REIS	146 River Road, Sussex Inlet, Caravan Park	Proprietor
Bertrand Pearce HARRIS	4 Ethel Street, Sussex Inlet	Retired
Francis Raymond NICHOLAS	284 River Road, Sussex Inlet	Butcher
Robert Charles GORRY	232 River Road, Sussex Inlet	Labourer
Trevor Arthur HARDY	186 River Road, Sussex Inlet	Retired
Ernest George GARDNER	2 Christine Avenue, Sussex Inlet	Bricklayer
Frederick William TABER	149 Jacobs Drive, Sussex Inlet	Cleaner
Kevin John MATHIE	Portion 2 Princes Highway Wandandian	Timber Cutter
Brian ABRAHAMSEN	14 Glanville Road, Sussex Inlet	Carpenter