

## NAME

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1. The name of the Company is UTS Haberfield Club Limited.

## PRELIMINARY

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

## DEFINITIONS AND INTERPRETATION

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### 5. (a) Definitions

In this Constitution unless the contrary intention appears:

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

**"Annual General Meeting"** means the Annual General Meeting of the Club held in each year being the meeting at which the Board of Directors retires and the members elect a new Board.

**"The Board"** means members elected or appointed from time to time to the Board of Directors of the Club in accordance with the provisions of this Constitution.

**"By-Laws"** means the By-laws made in accordance with this Constitution.

**"The Club"** means UTS Haberfield Club Limited [ACN 000 378 558].

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

**"Constitution"** means this Constitution.

**"Elected Member"** means an Ordinary Member of the Club, who is not a member of staff or a Secretary, who is not a Director on the Board of another registered Club in NSW, and who is not an Eligible Member who is eligible to be elected to the Board by the Ordinary members of the Club pursuant to the provisions of this Constitution;

**"Eligible Member"** means a person who is a director of UTS Union Limited;

**"External (Skill) Director"** means a person with demonstrated experience, in the opinion of the members of the Board, in the registered club industry within

the State of New South Wales.

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

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

**"Registered Office"** means the registered office for the time being of the Club, as determined by the Board from time to time.

**"Registered Clubs Act"** means the Registered Clubs Act (New South Wales) 1976, as amended.

**"Rules"** means the rules comprising this Constitution.

**"Secretary"** includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager and Chief Executive Officer as the context provides.

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

**"UTS Rowing Club Incorporated Director"** means a person who has been nominated for appointment as a Director of the Club by the Board of UTS Rowing Club Incorporated, provided that such person is over the age of eighteen (18) years.

(b) **Interpretation**

In this Constitution:

- (i) Words importing the singular number also include the plural and vice versa.
- (ii) Words importing the masculine gender include the feminine gender and vice versa.
- (iii) 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.

## **OBJECTS**

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6. The objects of the Club are:

- (a) To provide for members and for members' guests a social and sporting Club with all the usual facilities of a Club including residential and other accommodation, liquid and other refreshment, libraries, and provision for sporting, musical and educational activities and other social amenities.

- (b) To purchase, hire, lease or otherwise acquire for the purpose of the Club any real or personal property and any rights and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
- (c) To give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Club or any part or parts thereof, provided that any disposal of any land owned or occupied by the Club which is subject to Section 41J of the Registered Clubs Act shall not be effected until the requirements of that Section and any applicable regulations made under the Registered Clubs Act have been satisfied.
- (d) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
- (e) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (f) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges or other security over the whole or any part of the property, real or personal, of the Club.
- (g) To hold a Certificate of Registration of the Club under the Registered Clubs Act 1976, as amended, and poker machine entitlements and gaming machines under the Gaming Machines Act 2001, , as amended.
- (h) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- (i) In furtherance of the objects of the Club to obtain and hold any licence or permit necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco, cigars and cigarettes and of all kinds of good provisions required used or desired by members.
- (j) To take or reject any gift of property, money or goods whether subject to any special trust or not.
- (k) To erect, maintain, improve or alter any building or buildings for the purpose of the Club.
- (l) To amalgamate with any other company, association or club having objects similar to this Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Rule 9.
- (m) 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 that purpose to give such person or persons mortgages, charges or other security over the whole or any part of the real or personal property, present or future, of the Club.

- (n) 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 benevolent objects or for any exhibitions or for any public, general or useful object.
- (o) To promote all or any of the objects of the Club.
- (p) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (q) To do all such acts deeds matters and things and enter into and make such arrangements as are incidental or conducive to the attainment of the objects of the Club or any of them.

### **LIMITED LIABILITY**

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7. The liability of the members is limited as set out in Rule 8.

### **MEMBERS GUARANTEE**

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8. (a) Each member undertakes to contribute an amount not exceeding five dollars (\$5.00) if the Club is wound up:
- (i) while he or she is a member of the Club; or
  - (ii) within one year of the date that he or she ceases to be a member.
- (b) The contribution referred to in paragraph (a) of this Rule 8 shall be for the payment of:
- (i) the debts and liabilities of the Club contracted before the member ceased to be a member; and
  - (ii) the costs, charges and expenses of winding up.

### **APPLICATION OF PROPERTY ON DISSOLUTION**

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9. (a) If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:
- (i) not be transferred, paid to or distributed among the members;
  - (ii) but shall be given or transferred to another institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their

members to an extent at least as great as is imposed on the Club. For the purposes of this Rule UTS Union Limited is an institution with similar objects.

- (b) The institution or institutions referred to in paragraph (a)(ii) of this Rule 9 shall be determined by:
  - (i) the Eligible members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution; or in default thereof;
  - (ii) the Supreme Court of New South Wales.

## **PROPERTY AND INCOME OF THE CLUB**

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- 10. The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
- 11. Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
- 12. Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a Certificate of Registration under Part II of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
- 13. A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
- 14. Subject to Rule 15 nothing in this Constitution shall prevent the payment:
  - (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
  - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
  - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
  - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
- 15. A director shall not receive from the Club remuneration or other benefit in money or moneys worth except by way of:

- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act;
- (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
- (c) interest at the rate referred to in Rule 14(c) above on any money lent to the Club by a director;
- (d) a benefit provided in accordance with Section 10(6A) of the Registered Clubs Act;
- (e) rent as referred to and in accordance with Rule 14(d).

## **LIQUOR AND GAMING**

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16. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 16(a) does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- (d) The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- (e) Subject to subsection 2(b) of Section 73 of the Gaming Machines Act 2002, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (f) Subject to subsection 2 of Section 74 of the Gaming Machines Act 2002, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

## **MEMBERSHIP**

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17. (a) The number of members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
- (b) No person under the age of 18 years shall be admitted as a member of the Club.
- (c) The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting.

18. The membership of the Club will comprise:
  - (a) Full Members as categorised under rule 19; and
  - (b) Honorary Members and Temporary Members as categorised under rule 20.
19. The Full membership of the Club shall be divided into the following categories:
  - (a) Ordinary Members;
  - (b) Eligible members;
  - (c) Life Members.
20. Persons who are not Full members may, in accordance with this Constitution, be admitted to the Club as:
  - (a) Honorary Members;
  - (b) Temporary Members.
21. The number of Full members having the right to vote in the election of the Board shall at all times exceed the number of Full members who do not have the right to vote in the election of the Board.

## **ELIGIBILITY AND RIGHTS OF CLASSES OF MEMBERSHIP**

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### **Ordinary Members**

22. The Board may admit to Ordinary membership any person over the age of eighteen (18) years upon application and payment of subscription fees from time to time.
23. Ordinary members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
24. Ordinary members are entitled to:
  - (a) all the social privileges and advantages of the Club;
  - (b) attend and vote at Annual General Meetings and general meetings of the Club but not to vote for the election of an Eligible Member to the Board;
  - (c) vote in the election of an Elected Member to the Board;
  - (d) subject to Rule 122, vote on any special resolution to amend this Constitution;
  - (e) propose, second, or nominate any Ordinary Member for any office of the Club;
  - (f) propose, second or nominate any member for Life membership;
  - (g) introduce guests to the Club.

### **Eligible Members**

25. The Board shall admit to Eligible membership any person who is over the age of eighteen (18) years and who is a Director of the Board of UTS Union Limited.

26. Eligible members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
27. Eligible members are entitled to:
- (a) all the social privileges and advantages of the Club;
  - (c) attend and vote at Annual General Meetings and general meetings of the Club;
  - (d) vote in the election of an Elected Member to the Board;
  - (e) subject to Rule 122, 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 member for Life membership;
  - (h) introduce guests to the Club.

### **Life Members**

28. (a) A Life member shall be any member who has rendered outstanding service to the Club and has been granted Life membership of the Club in accordance with this Rule 28.
- (b) Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- (c) Candidates for Life membership shall be nominated by one Ordinary member, Eligible member or Life member and seconded by another Ordinary member, Eligible member or Life member.
- (d) If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than 21 days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- (e) If a nomination for life membership is approved by a resolution passed by not less than a majority of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club.
- (f) Every Life member shall be entitled to all the rights and privileges of an Ordinary member.
- (g) A Life member is relieved from the payment of any annual subscription.

### **Honorary Members**

29. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (i) the Patron or Patrons for the time being of the Club; or
  - (ii) any prominent citizen or local dignitary visiting the Club.



- (b) Honorary members shall only be entitled to the social facilities and amenities of the Club as the Board may determine from time to time.
- (c) Honorary members shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (d) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
  - (i) the name in full of the Honorary Member;
  - (ii) the residential address of the Honorary Member;
  - (iii) the date on which Honorary membership is conferred;
  - (iv) the date on which Honorary membership is to cease.

### **Temporary Members**

- 30. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
  - (a) Any person whose permanent place of residence in New South Wales is not less than a distance of five (5) kilometers radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
  - (b) A full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club.
  - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
  - (d) Any interstate or overseas visitor.
- 31.
  - (a) Temporary members shall not be required to pay an entrance fee or annual subscription.
  - (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
  - (c) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 49.
  - (d) The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefor.

- (e) No person under the age of 18 years may be admitted as a temporary member of the Club.
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 30 (c)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
  - (i) the name in full of the Temporary member;
  - (ii) the residential address of the Temporary member;
  - (iii) the date on which Temporary membership is granted;
  - (iv) the signature of the Temporary member.

### **VOTES OF MEMBERS**

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- 32. (a) Only Ordinary members, Eligible Members and Life members shall be entitled to attend and vote at any general meeting of the Club.
- (b) Paragraph (a) of this Rule 31 is subject to Rule 122.
- (c) Subject to Rule 95, every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.
- (d) No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.

### **APPLICATION FOR MEMBERSHIP**

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- 33. (a) A person shall not be admitted as an Ordinary member or Eligible Member of the Club, other than as a Temporary member, unless he or she is elected to membership at a meeting of the Board of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary of the Club.
- (b) The Board may in its absolute discretion refuse to accept an application from a person applying for membership without giving any reasons for its decision.
- (c) The names and addresses of persons proposed for election as Ordinary members and Eligible members of the club shall be displayed in a conspicuous place on the premises of the club for at least one (1) week before their election.
- 34. (a) Every application for membership of the Club shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
  - (i) the full name of the applicant;
  - (ii) the residential address of the applicant;
  - (iii) the date of birth and the age of the applicant;
  - (iv) a statement to the effect that the applicant agrees to be bound by the

- Constitution and By-laws of the Club;
    - (v) the signature of the applicant;
    - (vi) such other particulars as may be prescribed by the Board from time to time.
  - (b) Every form of application for membership shall be forwarded by the applicant to the Secretary (or an officer of the Club authorised by the Secretary to receive applications) together with the entrance fee (if any) and the appropriate annual subscription.
35. (a) Upon a person being elected as a member of the Club the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.
- (b) A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

#### **ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND LEVIES**

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36. Annual subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription shall be not less than \$2.00 (excluding goods and services tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
37. Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time provided that it is not less than \$2.00 (excluding goods and services tax) or such other minimum prescribed under the Registered Clubs Act.
38. (a) All subscriptions shall be due and payable on the first day of January in each year ("the due date").
- (b) Any person who has not paid his or her subscription within one (1) month of the due date shall automatically cease to be entitled to the privileges of membership of the Club. The Secretary shall cause to be sent to each such member a notice requiring payment of the subscription within one (1) month of the date of the notice.
- (c) Any person who has not paid his or her subscription within one (1) month of the due date of the notice referred to in paragraph (b) of this Rule 38 may by resolution of the Board, be removed from membership of the Club and the provisions of Rule 41 and Rule 42 shall not apply to such resolution.
- (d) Each year the Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the subscription in paragraph (a) of this Rule 38 and of the provisions of paragraphs (b) and (c) of this Rule 38.
- (e) Any person who has been removed from membership of the Club pursuant to paragraph (c) of this Rule 38 may re-apply for membership in accordance with

this Constitution.

- (f) A member shall not be a financial member of the Club if:
  - (i) the member's subscription or any part thereof has not been paid in accordance with this Rule 38; or
  - (ii) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of one (1) month from service on that member of a notice from the Club requiring payment thereof.

## **REGISTERS OF MEMBERS AND GUESTS**

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39. The Club shall keep the following registers:
- (a) A register of persons who are Full members. This register shall set forth in respect of each Full member:
    - (i) the name in full;
    - (ii) the address;
    - (iii) the date on which the entry of the member's name in the register was made;
    - (iv) 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(l)(b) of the Registered Clubs Act.
  - (c) A register of persons who are Temporary members other than Temporary members referred to in Rule 30(c) which shall be kept in accordance with Section 31(l)(d) of the Registered Clubs Act.
  - (d) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(l)(c) of the Registered Clubs Act.

## **ADDRESSES OF MEMBERS**

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

## **DISCIPLINARY PROCEEDINGS**

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41. Subject to Rule 42, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:
- (a) in the reasonable opinion of the Board, has willfully 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.
42. (a) A member shall be notified of:
- (i) any charge against the member pursuant to Rule 41; and
  - (ii) the date, time and place of the hearing of the charge.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 42 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 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 or on behalf of 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 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 find a member guilty of a charge or to reprimand, fine, suspend, or expel a member shall be deemed to be passed unless a majority of at least two-thirds of the directors present in person vote in favour of such motion.
- (i) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
43. If a notice of charge is issued to a member pursuant to Rule 42 (a), the Secretary shall have power with the approval of the Chair, and in the absence of the Chair with the approval of the Treasurer or President, (and in either case the approval may be given orally) 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.
44. (a) The Board may by resolution delegate all of the powers and functions given to the Board by Rule 41 to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.
- (b) The Disciplinary Committee referred to in paragraph (a) of this Rule 44 shall

conduct its activities in accordance with the procedures referred to in Rule 42 save that:

- (i) all references to the Board in Rules 41 and 42 (except Rule 41(h)) shall be read as being references to the Disciplinary Committee;
  - (ii) any decision by the Disciplinary Committee to reprimand, fine, suspend or expel a member will require the unanimous decision of the members of the Disciplinary Committee voting on a resolution to that effect.
45. Any member suspended pursuant to Rules 41, 42, 43 or 44 shall not, during the period of such suspension, be entitled to:
- (a) attend at the premises of the Club for any purpose without the permission of the Board;
  - (b) participate in any of the social or 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.

#### **REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB**

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46. (a) In addition to any powers under Section 67A of the Registered Clubs Act, the Secretary or, subject to paragraph (c) of this Rule 46, an employee of the Club may refuse to admit to the Club and may turn out of, 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) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act; or
  - (iii) who hawks, peddles or sells any goods on the premises of the Club without the approval of the Board; or
  - (iv) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free; or
  - (v) 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; or
  - (vi) whom the Club, under the conditions of its certificate of registration, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to paragraph (c) of this Rule 46 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph (c) of this Rule 46) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

- (c) Without limiting the provisions of Section 67A of the Registered Clubs Act the employees who under this Constitution 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 in writing by the Secretary to exercise such power.

## **RESIGNATION AND CESSATION OF MEMBERSHIP**

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- 47. (a) A member may at any time by giving notice in writing to the Secretary resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
- (b) Any member who has resigned pursuant to this Rule 47 will not be entitled to any refund of membership fees or any part thereof unless the Board considers that there are circumstances warranting an *ex gratia* payment of the unexpired portion of his or her membership fees from the date of resignation.

## **GUESTS**

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- 48. (a) All members except Honorary members and (subject to paragraph (b) of this Rule 48) Temporary members shall have the privilege of introducing guests to the Club.
- (b) Temporary members may only introduce a guest in accordance with Rule 48.
- (c) 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.
- (d) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who is then suspended or who has been expelled from the Club pursuant to Rule 42 or suspended pursuant to Rule 43 or who has been refused admission to or turned out of the Club pursuant to Rule 46.
- (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.
49. A Temporary member may bring into the non-restricted areas of 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.
50. For the purposes of Rule 50(c) "responsible adult" means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
  - (b) the minor's spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor's spouse on a permanent and domestic basis;
  - (c) a person who for the time being has parental responsibility for the minor.

## **BOARD OF DIRECTORS**

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- 51 The Board shall consist of not more than nine (9) members who are either elected or appointed to the Board, as the case may be, from the member categories following, pursuant to the provisions of this Constitution:
- (a) Six (6) Eligible Members are to be elected as directors of the Board by the Eligible Members at the Annual General Meeting;
  - (b) One (1) Elected Member is to be elected at the Annual General Meeting of the Club by the Ordinary Members; and
  - (c) One (1) External Skill Director appointed by the Board of the Club; and
  - (d) One (1) UTS Rowing Club Incorporated Director, appointed by the Board of the Club.



- 52 The Board members who fall within the categories set out in rule 51(a) shall be elected annually by the Eligible Members at each Annual General Meeting of the Club, pursuant to the provisions of this Constitution, and shall hold office until the conclusion of the next Annual General Meeting at which they shall retire but shall be eligible for re-election if they retain the status of Eligible Member.
- 53 The Board member who falls within the category set out in rule 51(b) shall be elected by the Ordinary Members at each Annual General Meeting of the Club pursuant to the provisions of the Constitution and shall hold office until the conclusion of the next Annual General Meeting at which they shall retire but shall be eligible for re-election if they retain the status of Ordinary Member, provided that such member may not hold office for longer than three (3) consecutive terms.
- 54 The Board member who falls within the category set out in rule 51(c) is appointed to the Board, and may be removed by the Board, as the Board may determine in its sole discretion from time to time.
- 55 The Board member who falls within the category set out in rule 51(d) is appointed to the Board, and may be removed by the Board, as the Board may determine in its sole discretion from time to time.
56. (a) A member who is an employee of the Club shall not be eligible to stand for or be elected to the Board.
- (b) A member who is currently under suspension pursuant to Rules 41, 42, 43 or 44 shall not be eligible to stand for or be elected to the Board.
57. The Board must from amongst their number elect persons to act as the executive of the Board in the following positions:
- (a) Chair;
- (b) President;
- (c) Vice President;
- (d) Treasurer;

which positions shall have the duties ascribed to them under the By-Laws.

### **ELECTION PROCESS FOR THE ELIGIBLE MEMBER DIRECTORS**

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58. The election of the Eligible member directors to the Board shall be conducted in the following manner:
- (a) The Secretary, who may not be a member of the Board, may nominate the Eligible Members for election to the Board.
- (b) The Secretary shall act as Returning Officer.

- (c) The Secretary shall inform the members of the name of each candidate.
- (d) The Returning Officer shall supervise the voting of the election of candidates to the Board from amongst the Eligible members.
- (e) The voting shall be conducted on such days and during such times as shall be determined by the Board from time to time but with the purpose of giving members a reasonable opportunity to cast their votes at the meeting.
- (f) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
- (g) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- (h) The Returning Officer shall supervise the counting of votes.
  - (i) In the event of an equality of votes for two or more candidates, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
  - (j) The Returning Officer shall report the result of the voting to the Annual General Meeting.
- (k) If at the close of the Annual General Meeting any vacancies remain, such vacancies shall be casual vacancies and may be filled in accordance with Rule 91.
- (l) The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with this Rule 58.

#### **ELECTION PROCEDURE FOR THE ELECTED MEMBER DIRECTOR**

59. The election of the Elected Member director to the Board shall be conducted in the following manner:
- (a) The Secretary shall act as Returning Officer.
  - (b) The Returning Officer shall supervise the voting of the election of candidates to the position of Elected member director of the Board.
  - (c) The Returning Officer shall forward to all financial Ordinary members:
    - (i) a notice calling the election for the Elected members to be held on the same date and time as the Annual General Meeting of the Company; and
    - (ii) a nomination form for a candidate for election to complete in writing and return to the Returning Officer.
  - (d) The nomination form must:

- (i) be signed by 2 financial members of the Club as referees for the candidate as well as the candidate who must also be financial; and
  - (ii) be delivered to the Returning Officer not less than 7 days before the date specified for the holding of the election.
60. If no nominations from the membership are received with respect to the position of Elected member then the Returning Officer will declare the position to be a casual vacancy to be filled by the Board.
61. If there is only one nomination, that candidate is deemed elected. If the number of nominations received exceeds the number of elected positions to be filled, an election shall be held.
62. The election of the Elected member shall be conducted using the “first past the post method”. One Ordinary member can only vote for one candidate. There is no preferential voting.
63. The Returning Officer will conduct the election process at the Annual General Meeting . The election process will proceed as follows:
- (a) Each candidate will be given 2 minutes to speak to their candidature at the election, should they wish;
  - (b) Ballot papers will be distributed to all financial members;
  - (c) Each financial Ordinary member has one vote;
  - (d) The Returning Officer will scrutinise and count the votes for candidates for Elected Member;
  - (e) The candidate with the most votes will be deemed elected.
64. Should there be two or more candidates with the same number of votes, a second ballot will held, following steps (b) to (e) above. Should there once again be an equal number of votes for multiple candidates, the names of those candidates will be written onto nomination slips, which will be individually placed into a receptacle. The Chair of the Company, or in his or her absence the President, will blindly select a nomination slip from the receptacle. The candidate whose name is shown on the slip be deemed elected as the Elected member director of the Company.

## **POWERS OF THE BOARD**

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

### **General Powers**

66. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by

Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made.

### **Specific Powers**

67. Without derogating from the general powers conferred by Rule 66, the Board shall have power from time to time:
- (a) To make, alter and repeal By-Laws pursuant to Rule 69.
  - (b) To enforce or procure the enforcement of this Constitution and all By-Laws by suspension of a member from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
  - (c) 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.
  - (d) 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.
  - (e) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
  - (f) 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.
  - (g) 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.
  - (h) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
  - (i) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Club or to which the Club may be entitled from time to time, provided that any disposal of land (including a sale, a lease or licence for more than three (3) years [including an option] the granting of an option to buy or the termination of a lease or licence) which is subject to Section 41J of the Registered Clubs Act and Regulations shall not be effected unless the requirements of that Act and

Regulation have been observed.

- (j) To appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (k) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (l) To set the entrance fees and annual or other subscriptions and fees payable by all members.
- (m) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (n) 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.

## **COMMITTEES**

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68. (a) Without derogating from the general powers conferred by Rule 66, the Board shall have power from time to time to delegate any of its powers to committees consisting of any:
- (i) directors;
  - (ii) members;
  - (iii) employees;
  - (iv) persons who are not members but who have particular skills or expertise which they will apply to a committee;
- or any combination thereof.
- (b) The Board has the power from time to time to revoke any delegation to a committee pursuant to paragraph (a) of this Rule 68.
  - (c) Any committee shall, in the exercise of the powers delegated to it, conform to any regulation or restriction that the Board may from time to time impose.
  - (d) The Chair shall be *ex officio* a member of all committees and may nominate a director to represent him or her on such committees.
  - (e) Any committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chair of the meeting

shall have a second and casting vote.

- (f) The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 68 or by any by-law made by the Board pursuant to Rule 69.
- (g) Any Committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

## **BY-LAWS**

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- 69. (a) The Board may make such By-laws not inconsistent with this Constitution as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.
- (b) Without limiting the generality of paragraph (a) of this Rule 69 the Board may regulate:
  - (i) such matters as the Board are specifically by this Constitution empowered to regulate by By-law;
  - (ii) the general management, control and trading activities of the Club;
  - (iii) the control and management of the Club premises;
  - (iv) the conduct of members and guests of members;
  - (v) the privileges to be enjoyed by each category of members;
  - (vi) the relationship between members and Club employees; and
  - (vii) generally, all such matters as are commonly the subject matter of the Constitution or By-laws or which by the Constitution are not reserved for decision by the Club in general meeting.
- (c) Any By-law made under this Rule 69 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.
- (d) The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

## **PROCEEDINGS OF THE BOARD**

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- 70. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business.

71. A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
72. The Chair shall preside as Chair at every meeting of the Board. If the Chair is not present or is unwilling or unable to act then the Treasurer or the President shall preside as Chair of the meeting. If the Treasurer or President are not present or are unwilling or unable to act then the directors present shall elect one of their number as Chair for that meeting.
73. The quorum for meetings of the Board shall be seven (7) directors personally present.
74. The Chair may at any time and the Secretary upon the request of not less than two (2) directors shall convene a meeting of the Board.
75. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chair of the meeting shall have a second or casting vote.
76. The continuing directors on the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
77. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
78. A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.
79. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

## **DECLARATIONS OF INTERESTS BY DIRECTORS**

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80. (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:
  - (i) declare the nature of the interest at a meeting of the Board; and
  - (ii) comply with Rule 85.

- (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.
- (c) A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift exceeds such amount as may be prescribed by the Regulations under the Registered Clubs Act.
- (d) A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club (in accordance with the Regulations under the Registered Clubs Act) declaring gifts received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club.

### **REGISTER OF INTERESTS**

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- 81. The Secretary shall, in accordance with the Registered Clubs Act, keep a register of disclosures, declarations and returns made to the Club pursuant to Rule 80 and pursuant to Division 2 Part 4A of the Registered Clubs Act.

### **EXHIBITION OF INTERESTS ON CLUB PREMISES**

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- 82. Where a director of the Club makes a declaration of a material personal interest pursuant Rule 80(a) then particulars of the declaration (including the name of the director who made the declaration and the nature of the interest declared) shall be exhibited on the Club Notice Board within 48 hours of the declaration being made.
- 83. Within one (1) month after each Annual General Meeting, the Club shall lodge with the Secretary of the Liquor Administration Board a copy of all particulars required to be exhibited pursuant to Rule 82 during the period between that Annual General Meeting and the previous Annual General Meeting, if required by the provisions of the Registered Clubs Act.
- 84. Rules 82 to 84 inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

### **PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING**

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- 85. 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.
- 86. The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of Rule 85.



## **CONTRACTS WITH DIRECTORS**

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87. (a) 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.
- (b) A "pecuniary interest" in a company for the purposes of paragraph (a) of this Rule 87 does not include any interest exempted by Regulation made under the Registered Clubs Act.
- (c) Provided that the provisions of Rule 80(a), Rule 85 and paragraph (a) of this Rule 87 have been satisfied with respect to a commercial arrangement or a contract:
- (i) the director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract.
  - (ii) the commercial arrangement or a contract shall not, by reason of that directors interest, be avoided.
  - (iii) the director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.

## **CONTRACTS WITH SECRETARY**

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88. (a) Subject to paragraph (b) of this Rule 88, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (i) the Secretary;
  - (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary; or
  - (iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).
- (b) Paragraph (a) of this Rule 88 does not prevent the Club entering into a contract with any of the above persons which is:
- (i) a contract of employment; or
  - (ii) otherwise permitted by the Registered Clubs Act.

## **REMOVAL FROM OFFICE OF DIRECTORS**

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89. (a) (i) The Board may remove from office any Elected member director for his or her remaining period of office if such director ceases to be an Ordinary member; and
- (ii) appoint another person or persons in his or her stead provided any

person so appointed is a financial Ordinary Member and is appointed as a casual vacancy in accordance with this Constitution.

- (b) Any person appointed pursuant to sub-paragraph (a)(ii) of this Rule 89 shall hold office during such time as the person in whose place he or she is appointed would have held the same if he or she had not been so removed.
- (c) Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.
- (d) An Eligible member director who ceases to be an Eligible member is deemed to have automatically resigned as a director of the Club as and from the date when the Secretary of UTS Union Limited informs the Secretary of the Club that the person is no longer a director of UTS Union Limited.
- (e) The Board may remove a person appointed as a director by it pursuant to Rule 51(c) of this Constitution by notice in writing served on the director at his or her place of residence as noted in the records of the Club. No reason need be provided by the Board for its decision to revoke the appointment of such director.
- (f) A person appointed to the Board of the Club pursuant to Rule 51(d) automatically ceases to hold office as a director on the date the Secretary receives a notice from the authorised representative of UTS Rowing Club Incorporated that it revokes the appointment of its nominee director to the Board.

## **VACANCIES ON BOARD**

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90. The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) becomes insolvent under administration;
  - (b) is convicted of any offence referred to in Section 206B of the Act;
  - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (d) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated;
  - (e) by notice in writing given to the Secretary resigns from office as a director;
  - (f) becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act;
  - (g) ceases to be a member of the Club;
  - (h) becomes an employee of the Club;

- (i) ceases to be an Eligible Member.
91. The Board shall have power at any time and from time to time, to appoint any person to the Board to fill a casual vacancy on the Board provided that such person fulfils the criteria for election or appointment of the vacant position. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting. Notwithstanding any other provision of this Constitution the Board may appoint any Life member, Eligible member or any Ordinary member to fill any casual vacancy.

## **GENERAL MEETINGS**

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92. A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.
93. (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:
- (i) members with at least 5% of the votes that may be cast at the general meeting; or
  - (ii) at least 100 members who are entitled to vote at the general meeting.
- In this Rule 93 the term "the request" shall mean the request referred to in this paragraph (b).
- (c) The request must:
- (i) be in writing;
  - (ii) state any resolution to be proposed at the meeting;
  - (iii) be signed by the members making the request; and
  - (iv) be given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within twenty-one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within twenty-one (21) days after the request is given to the Secretary.
- (g) The meeting referred to in paragraph (f) of this Rule 93 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 (3) months after the request is given to the Club.

- (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
  - (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 93. 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.
94. (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 Full members who are entitled to attend and vote at that meeting and to the auditor.
- (b) A notice of a general meeting of the Club's members must:
- (i) set out the place, date and time of the meeting;
  - (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 (including an Annual General Meeting) shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.
- (d) 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.

## **ANNUAL GENERAL MEETINGS**

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95. The business of the Annual General Meeting shall be as follows:
- (a) to confirm the minutes of the previous Annual General Meeting;
  - (b) to receive and consider the reports referred to in Rule 111;
  - (c) to declare the results of the election of the Board and conduct any further election of directors that may be necessary;
  - (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
  - (e) to approve the reimbursement of directors' expenses and the payment of honorariums (if any); and
  - (f) to deal with any other business of which due notice has been given to the

members.

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

## **MEMBERS' RESOLUTIONS**

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97. (a) Notwithstanding Rules 98, 99 and 100, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.
- (b) The Secretary shall cause all items of business and notices of motion referred to in paragraph (a) to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.
98. (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.
99. (a) If the Secretary has been given notice of a resolution under Rule 98, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.
- (b) The Club must give all its Full 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.
100. (a) Members may request the Club to give to all its Full 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) After receiving the request, the Club must distribute to all its Full 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.
- (f) 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.
- (g) 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.
- (h) 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.

101. 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**

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

### **PROCEEDINGS AT GENERAL MEETINGS**

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103. The Chair shall be entitled to take the Chair at every general meeting. If the Chair is not present within thirty (30) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Treasurer or President shall preside as Chair of the meeting. If the Treasurer or President are not present or are unwilling or unable to act then the members of the Club present shall elect a member of the Board present at the meeting to preside as Chair of the meeting.
104. (a) No business shall be transacted at any general meeting of members unless a quorum of members is present.
- (b) At any general meeting of the Club (including an Annual General Meeting) convened by the Board, twenty (20) Full members present in person and eligible to vote shall be a quorum. At any general meeting of the Club called on or by the requisition of members, thirty five (35) Full members present in person and eligible to vote shall be a quorum.
- (c) If a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (i) be dissolved if it was convened at the request of members pursuant to Rule 93(b); or
  - (ii) 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.
- (d) If at any meeting adjourned pursuant to this Rule 104 a quorum is not present, the members present shall be a quorum and may transact any business for which

the meeting was called.

105. (a) Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members or by the Chair) and in the case of an equality of votes whether on a show of hands or on a poll the Chair of the meeting shall have a second or casting vote.
- (b) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chair 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 a question of adjournment shall be taken forthwith. No poll shall be demanded on an election of a Chair.
- (c) A demand for a poll may be withdrawn.
- (d) At any general meeting (unless a poll is demanded) a declaration by the Chair that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

#### **PROXY VOTING PROHIBITED**

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106. A person shall not:
- (a) attend or vote at any meeting of the Club or of the Board or of any committee thereof as the proxy of another person; nor
- (b) vote at any election including an election of a member or of the Board as the proxy of another person.

#### **ADJOURNMENT OF GENERAL MEETINGS**

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107. (a) The Chair of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at a meeting resumed after an adjournment shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
- (d) It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except if a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.



## MINUTES

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108. (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 Chair of the meeting or the Chair of the next meeting; and
  - (ii) minutes of the passing of a resolution without a meeting are signed by a Chair within one (1) month of the date on which the resolution is passed.
- (c) A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

## ACCOUNTS

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109. The Board shall:
- (a) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act;
  - (b) cause to be prepared and submitted to a meeting of the Board at intervals of not more than three (3) months a statement of income and expenditure in relation to each aspect of the Club's activities in accordance with the Registered Clubs Act;
  - (c) within forty-eight (48) hours after the meeting of the Board of the Club to which any such statement is submitted, cause a notice to be exhibited in a conspicuous position on the premises of the Club informing members that the statement of income and expenditure is available for perusal; and
  - (d) cause the copy of that statement and that resolution, if any, to be so exhibited for a continuous period of not less than twenty-eight (28) days.
110. 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.
111. The Board shall, not less than twenty-one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, send or make available to all Full members of the Club a copy of all reports which pursuant to Section 314 of the Act are to be laid before the Annual General Meeting in respect of the financial year ending on the last day of December immediately prior to the Annual General Meeting and without limitation these shall include:

- (a) a copy of the Financial Report of the Club;
- (b) a copy of the Directors' Report; and
- (c) a copy of the Auditors' Report on the financial report.

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

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112. If required under the Registered Clubs Act, a member shall disclose to the Board the matters referred to in Sections 41(e) and 41(f) of the Registered Clubs Act.

## **CALENDAR YEAR**

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113. The financial year of the Club shall commence on the first day of January in each year and end on the last day of December in the same year or such other period as having regard to the Act, the Board may determine.

## **AUDITORS**

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

## **SECRETARY**

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

## **EXECUTION OF DOCUMENTS**

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116. (a) The Club may 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.

## **NOTICES**

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117. A notice may be given by the Club to any member either personally, by sending it by post

or by sending it to the email address of the member recorded for that member in the Register of members kept pursuant to this Constitution.

118. Where a notice is sent by post to a member in accordance with Rule 105 the notice shall be deemed to have been received by the member:
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
  - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

## **INDEMNITY TO OFFICERS**

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119. Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
120. The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

## **CONSTRUCTION**

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

## **AMENDMENTS TO CONSTITUTION**

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122. This Constitution can only be amended by way of Special Resolution passed at a general meeting of the Full Members of the Club, provided that, of the Full Members present and voting at such general meeting, at least seven (7) must be Directors of the Board who must vote in the affirmative for the proposed Special Resolution.