

CONSTITUTION

OF

HOPPERS CROSSING CLUB LIMITED
(ACN 006 602 311)

INDEX	PAGE NO.
1. NAME OF COMPANY	1
2. PRELIMINARY	1
3. DEFINITIONS	1
4. OBJECTS	3
5. LIMITED LIABILITY	4
6. MEMBERS' GUARANTEE	5
7. APPLICATION OF PROPERTY ON DISSOLUTION	5
8. PROPERTY AND INCOME OF THE CLUB	5
9. LIQUOR & GAMING	6
10. MEMBERSHIP	6
11. TRANSFER BETWEEN CLASSES OF MEMBERSHIP	12
12. PROVISIONAL MEMBERS	13
13. HONORARY MEMBERS	14
14. AUTHORISED GAMING VISITORS	15
15. ELECTION OF MEMBERS	16
16. JOINING FEES, SUBSCRIPTIONS AND LEVIES	17
17. NON-FINANCIAL MEMBERS	17
18. REGISTERS OF MEMBERS AND GUESTS	18
19. ADDRESSES OF MEMBERS	18
20. DISCIPLINARY PROCEEDINGS	18
21. DISCIPLINARY COMMITTEE	21
22. MEMBER UNDER SUSPENSION	22
23. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB	22
24. RESIGNATION AND CESSATION OF MEMBERSHIP	23
25. GUESTS	24
26. PATRONS	24
27. BOARD OF DIRECTORS	25
28. TRIENNIAL ELECTION OF THE BOARD	26
29. ELECTION OF BOARD	27
30. APPOINTMENT OF DIRECTORS BY THE BOARD	28
31. TRAINING FOR DIRECTORS	29
32. POWERS OF THE BOARD	29
33. PROCEEDINGS OF THE BOARD	33

34.	DECLARATIONS OF INTERESTS BY DIRECTORS	34
35.	CONTRACTS WITH DIRECTORS	34
36.	CONTRACTS WITH CHIEF EXECUTIVE OFFICER	35
37.	REMOVAL FROM OFFICE OF DIRECTORS	35
38.	VACANCIES ON BOARD	36
39.	GENERAL MEETINGS	37
40.	MINUTES	43
41.	ACCOUNTS AND REPORTING TO MEMBERS	43
42.	FINANCIAL YEAR	43
43.	AUDITORS	44
44.	SECRETARY	44
45.	EXECUTION OF DOCUMENTS	44
46.	NOTICES	44
47.	INDEMNITY TO OFFICERS	45
48.	INTERPRETATION	45
49.	AMENDMENTS TO CONSTITUTION	46

Constitution

1. NAME OF COMPANY

- 1.1 The name of the Company is Hoppers Crossing Club Limited.

2. PRELIMINARY

- 2.1 The Company is a company limited by guarantee and shall be a non-proprietary company.
- 2.2 The Company is established for the purposes set out in this Constitution.
- 2.3 Pursuant to Section 135(2) of the Corporations Act all replaceable rules referred to in the Corporations Act are hereby displaced or modified as provided in this Constitution.
- 2.4 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Chief Executive Officer of the Club, and if demanded by the Chief Executive Officer from that member, on payment of any fee that may be prescribed by the Corporations Act.

3. DEFINITIONS

- 3.1 In this Constitution, unless there be something in the subject or context inconsistent there within:
- (a) **“Appointed Director”** means a director appointed under Rule 30.
 - (b) **“Board”** means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.
 - (c) **“By-Laws”** shall mean the By-laws made in accordance with this Constitution.
 - (d) **“Club”** means Hoppers Crossing Club Limited (ACN 006 602 311).
 - (e) **“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.
 - (f) **“Constitution”** means this Constitution.
 - (g) **“Contractor”** means a company, partnership, sole trader or any other entity engaged by the Club to provide goods or services to the Club.
 - (h) **“Corporations Act”** means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.
 - (i) **“Elected Director”** means a director on the Board referred to in Rule 27.1(a) elected to office in accordance with Rule 29.
 - (j) **“Full member”** means any person who is in one of the categories of

membership referred to in Rule 10.2.

- (k) **“Gambling Regulation Act”** means the Gambling Regulation Act 2003 and any regulation made under the Gambling Regulation Act 2003. Any reference to a provision of the Gambling Regulation Act 2003 includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gambling Regulation Act however that provision may be amended in that legislation.
- (l) **“Chief Executive Officer”** includes:
 - (i) Acting Chief Executive Officer, Honorary Chief Executive Officer, Acting Honorary Chief Executive Officer, General Manager; or
 - (ii) if the person is also the Nominee of the Club in accordance with Section 54 of the Liquor Control Reform Act, any other title attributed to that person.
- (m) **“Liquor Control Reform Act”** means the Liquor Control Reform Act 1998 and any regulation made under the Liquor Control Reform Act 1998. Any reference to a provision of the Liquor Control Reform Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Control Reform Act however that provision may be amended in that legislation.
- (n) **“Members Code of Conduct”** means the Members Code of Conduct as approved by the Board from time to time.
- (o) **“Month”** except where otherwise provided in this Constitution means calendar month.
- (p) **“Office”** means the general administrative office of the Club.
- (q) **“Chairperson”** means, subject to Rule 29.2(e), the Elected Director elected to the office of Chairperson.
- (r) **“Rules”** means the rules comprising this Constitution.
- (s) **“Special Resolution”** has the meaning assigned thereto by the Corporations Act. To be passed, a Special Resolution must receive at least seventy five percent (75%) of the votes cast by members eligible to vote on the Special Resolution.
- (t) **“Sub club”** means any sub club that pursuant to a resolution of the Board under Rule 32.10 is or has been established by the Club.

3.2 **“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 Rule 16.4; or
- (b) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of fourteen (14) 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 non-financial for the purposes of Rule 17 until the full amount owing is paid to the Club.

- 3.3 Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

4. OBJECTS

4.1 The objects for which the Club is established are:-

- (a) To establish maintain and conduct a Club for the sporting, recreational, social, cultural and educational purposes of the Members of the Club.
- (b) To purchase, hire, make or provide for and maintain all assets, premises and facilities required to meet objective 4.1(a).
- (c) To acquire, hold and comply with the terms of all licences, permits and authorities required to enable the functioning of the Club.
- (d) To maintain a License held and required to conduct gaming in accordance the Gambling Regulation Act or any amendments thereto.
- (e) To manage, maintain and deal with the assets of the Club in a commercially prudent manner and in full compliance with all applicable Legislation.
- (f) To hire train and utilize staff as required in compliance with the appropriate legislation.
- (g) To promote and hold any sporting, cultural, recreational and educational activities and to offer give or contribute towards prizes, medals and awards and to promote give or support dinners, balls, concerts and other entertainment's.
- (h) To establish promote or assist in the establishing or promoting and to subscribe to or become a member of or assist with any other association or Club whose objects are similar or in any part similar to the objects of the Club or the establishing or formation of which may be beneficial to this Club and to join or become a member of any authority with supporting cultural, recreational or educational activities in Victoria for the time being.
- (i) To invest and deal with monies of the Club not immediately required, such monies to be invested in approved trustee securities or disposed in such Bank or Banks as the Board directs.
- (j) To borrow or raise money with or without giving security and particularly by the issue of or upon bonds, debentures redeemable on dates to be determined by yearly ballot or otherwise at the discretion of the Board of the Club bills of exchange, promissory notes or other obligation or securities of the Club or by mortgages or charge upon all or any part of the property of the Club.
- (k) To support or subscribe to any charitable or public body.
- (l) To purchase, take on lease or in exchange, rent, hire or otherwise acquire

and hold any real or personal property.

- (m) To sell, improve, develop, exchange, sub-lease, mortgage, dispose of, turn to account or otherwise deal with all or any real or personal property of the Club or any of its rights and privileges.
- (n) To borrow, raise or secure the payment in such manner as the Board shall consider fit and in particular (but without limiting the generality of the foregoing) by issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Club's property or without any such security and upon such terms and conditions as the Board shall think fit and proper and to purchase redeem or pay off any such securities at such time and in such manner and on such terms and conditions as the Board shall think fit and proper and to purchase redeem or pay off any such securities at such time and in such a manner and on such terms and conditions as the Board may from time to time consider desirable.
- (o) To procure or accept subscriptions, guarantee, gifts and donations (whether real or personal property) and subject to such conditions (if any) as may be thought fit.
- (p) To appoint any person or persons to accept and hold in trust for the Club any property belonging to the Club or in which it is interested and to do and execute all such deeds, instruments, acts and things as may be requisite to vest the same in such person or persons.
- (q) To apply the income and property of the Club when so ever derived solely towards the promotion of the objects of the Club as set forth in this memorandum 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 any persons who at any time are or have been members of the Club.
- (r) To maintain the accommodation and facilities provided by the Club from the joint funds of the Club and except as otherwise permitted under the Liquor Control Reform Act 1998 no person shall be entitled to derive any profit, benefit or advantage which is not shared equally by every member.
- (s) To pay all costs, charges and expenses incidental to or connected with the formation of the Club and the purchase or acquisition of any properties, rights or other benefits acquired or to be for the purpose of the Club and the carrying of any of its objects into effect and to remunerate any person or company for services rendered in connection therewith.
- (t) Generally to do all such acts and things as may appear to be directly or indirectly, incidental or conducive to the attainment or furtherance of the above objects or any part of them.
- (u) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

5. LIMITED LIABILITY

5.1 The liability of the members is limited.

6. MEMBERS' GUARANTEE

- 6.1 Each member undertakes to contribute an amount not exceeding fifty dollars (\$50.00) if the Club is wound up:
- (a) while he or she is a member of the Club; or
 - (b) within one year of the date that he or she ceases to be a member.
- 6.2 The contribution referred to in Rule 6.1 shall be for the:
- (a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
 - (b) costs, charges and expenses of winding up.

7. APPLICATION OF PROPERTY ON DISSOLUTION

- 7.1 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:
- (a) not be transferred, paid to or distributed among the members;
 - (b) be given or transferred to some other club or clubs:
 - (i) having objects similar to the objects of the Club;
 - (ii) which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Club under this Constitution; and
 - (iii) determined by the members of the Club at or before the time of dissolution or by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.
- 7.2 If and so far as effect cannot be given to clause 7.1 then 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 be given to some charitable object.

8. PROPERTY AND INCOME OF THE CLUB

- 8.1 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 except as may be authorised under this Constitution.
- 8.2 Except for the Chief Executive Officer, 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.
- 8.3 Subject to Rule 8.4 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; or

- (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.

8.4 A director (except an Appointed Director) shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:

- (a) an honorarium approved in accordance with Rule 8.5 of this Constitution; or
- (b) repayment of out-of-pocket expenses in accordance with Rule 8.6 of this Constitution.

8.5 A director may receive an honorarium consisting only of a sum of money paid to the director in respect of his or her services as a member of the Board or of any committee of the Club provided that the payment has first been approved by an ordinary resolution, on which only Full members are entitled to vote, passed at a general meeting of the Club.

8.6 A director may receive the payment of out-of-pocket expenses that are of a kind authorised by a current resolution of the Board and are reasonably incurred by the director in the course of carrying out his or her duties as a director in relation to the Club.

9. LIQUOR & GAMING

9.1 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

9.2 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.

9.3 The Chief Executive Officer 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 as a commission or an allowance 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.

10. MEMBERSHIP

10.1 The number of members of the Club shall be as determined by the Board from time to time.

10.2 Unless and until otherwise determined by the Board, the Full membership of the Club shall comprise the following categories:

- (a) Ordinary members; and
 - (b) Life members.
- 10.3 Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:
- (a) Provisional members;
 - (b) Honorary members;
 - (c) Temporary members; and
 - (d) Authorised Gaming Visitors.
- 10.4 Notwithstanding any other provision contained in this Constitution, a person who has been an employee of the Club and whose employment was terminated by the Club shall not be eligible to be admitted to membership of the Club for a period of at least five (5) years from the date of cessation of that person's employment with the Club.

ORDINARY MEMBERSHIP

- 10.5 On and from the date of adoption of this Constitution, all Associate Members shall be known as Full Club Members or Full Club Pension Members (whichever class the member is qualified to join).
- 10.6 Unless and until otherwise determined by the Board, Ordinary membership of the Club shall consist of the following classes:
- (a) Full Club Members;
 - (b) Full Club Pension Members;
 - (c) Perpetual Members;
 - (d) Social Members;
 - (e) Social Pension Members; and
 - (f) Junior Members.

FULL CLUB MEMBERS

- 10.7 Full Club Members of the Club shall be persons who:
- (a) have attained the age of eighteen (18) years;
 - (b) wish to use the facilities and amenities of the Club;
 - (c) makes application for membership of the Club as a Full Club Member in accordance with this Constitution; and
 - (d) has been duly admitted to membership as a Full Club Member in accordance with this Constitution; or
 - (e) is a Full Member of the Club at the date of the adoption of this Constitution.

10.8 Full Club Members are entitled to:

- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time;
- (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
- (c) subject to Rule 27 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 (including a 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; and
- (h) introduce guests to the Club.

FULL CLUB PENSION MEMBERS

10.9 Full Club Pension Members of the Club shall be persons who:

- (a) have attained the age of eighteen (18) years;
- (b) are in receipt of a government funded pension which is regarded by the Board, in its absolute discretion, as acceptable for admission to Full Club Pension membership;
- (c) wish to use the facilities and amenities of the Club;
- (d) makes application for membership of the Club as a Full Club Pension Member in accordance with this Constitution;
- (e) has been duly admitted to membership as an Full Club Pension Member in accordance with this Constitution; or
- (f) is a Full Member of the Club at the date of the adoption of this Constitution and makes application to the Board to transfer to Full Club Pension membership in accordance with Rule 11.

10.10 Full Club Pension Members are entitled to:

- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time;
- (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
- (c) subject to Rule 27 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 (including a 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; and
- (h) introduce guests to the Club.

PERPETUAL MEMBERS

10.11 Perpetual Members of the Club shall be persons whose names are entered on the Register of Members as Perpetual Members of the Club at the date of the adoption of this Constitution.

10.12 Perpetual membership is a closed class of membership.

10.13 Perpetual Members are entitled to:

- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time;
- (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
- (c) subject to Rule 27 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 (including a 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; and
- (h) introduce guests to the Club.

SOCIAL MEMBERS

10.14 Social Members of the Club shall be persons who:

- (a) have attained the age of eighteen (18) years;
- (b) wish to use the facilities and amenities of the Club;
- (c) makes application for membership of the Club as a Social Member in accordance with this Constitution; and
- (d) has been duly admitted to membership as a Social Member in accordance with this Constitution; or

- (e) is a Social Member of the Club at the date of the adoption of this Constitution.

10.15 Social Members are entitled to:

- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time; and
- (b) introduce guests to the Club.

10.16 Social Members are not entitled to:

- (a) attend and vote at general meetings (including Annual General Meetings) of the Club;
- (b) nominate for and be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second, or nominate any eligible member for any office of the Club; or
- (f) propose, second or nominate any eligible member for Life membership.

SOCIAL PENSION MEMBERS

10.17 Social Pension Members of the Club shall be persons who:

- (a) have attained the age of eighteen (18) years;
- (b) are in receipt of a government funded pension which is regarded by the Board, in its absolute discretion, as acceptable for admission to Social Pension membership;
- (c) wish to use the facilities and amenities of the Club;
- (d) makes application for membership of the Club as a Social Member in accordance with this Constitution; and
- (e) has been duly admitted to membership as a Social Member in accordance with this Constitution; or
- (f) is a Full Member or Social Member of the Club at the date of the adoption of this Constitution and makes application to the Board to transfer to Social Pension membership in accordance with Rule 11.

10.18 Social Pension Members are entitled to:

- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time; and
- (b) introduce guests to the Club.

10.19 Social Pension Members are not entitled to:

- (a) attend and vote at general meetings (including Annual General Meetings) of the Club;
- (b) nominate for and be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second, or nominate any eligible member for any office of the Club; or
- (f) propose, second or nominate any eligible member for Life membership.

JUNIOR MEMBERS

10.20 Junior Members shall be those persons who:

- (a) are under the age of eighteen (18) years;
- (b) make application for membership of the Club as a Junior member in accordance with this Constitution; and
- (c) have been duly admitted to membership as a Junior member of the Club in accordance with this Constitution.

10.21 A person applying for Junior membership must provide the Board the written consent of the parent or guardian of that person joining as a Junior Member and, where appropriate, taking part in the sporting and other activities of the Club or any Sub-Club.

10.22 Junior members shall be relieved of the requirement to pay any subscription or fee for membership.

10.23 Junior members shall be entitled to such privileges and advantages of the Club as may be determined by the Board from time to time but shall not be eligible to:

- (a) competition playing privileges available through membership of a Sub Club unless and until they have paid to the Club the entrance fee (if any) and applicable annual subscription;
- (b) attend or vote at general meetings (including Annual General Meetings) of the Club;
- (c) nominate for or be elected to hold office on the Board;
- (d) vote in the election of the Board;
- (e) vote on any Special Resolution (including a 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;
and
- (h) introduce guests to the Club.

10.24 Junior members shall use only those areas of the Club Premises determined by the Board from time to time as being available for the use of minors.

10.25 Upon a Junior Member attaining the age of eighteen (18) years he or she shall cease to be a Junior Member of the Club and must nominate for election to another class of Full Membership, subject to meeting any eligibility criteria. Any Junior Member so nominated and admitted as to Full membership of the Club shall pay the full joining fee and proportionate part of the annual subscription applicable to that class of membership for the then current year.

LIFE MEMBERS

10.26 A Life member shall be any member who in consideration of long and meritorious service to the Club or for any other commendable reason, has been elected to Life membership of the Club in accordance with this Constitution.

10.27 Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).

10.28 Candidates for Life membership shall be nominated in writing by at least two (2) Full Members and must be submitted to the Board for approval.

10.29 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 twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.

10.30 If a nomination for Life membership is not approved by the Board, the nomination shall not be submitted to a general meeting of the Club.

10.31 If a nomination for Life membership is put to a general meeting, it must be approved by a resolution passed by at two-thirds of the members present and voting at the general meeting.

10.32 If the nomination for Life membership is passed by the general meeting in accordance with Rule 10.31, the person nominated shall thereby be a Life member of the Club.

10.33 Every Life member shall be entitled to all the rights and privileges of a Full Club Member.

10.34 A Life member shall be relieved of payment of any annual subscription.

11. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

11.1 The Board has the power on the application of any member to transfer that member to another category of membership (other than Life membership) if that member has the qualifications for that other category of membership.

11.2 Any application for transfer of membership pursuant to Rule 11.1 together with any

additional subscription shall be deposited at the office and the Chief Executive Officer shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club.

- 11.3 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- 11.4 The Club shall not be required to notify a person if they have been transferred to another class of membership of the Club pursuant to Rule 11.1. If a member fails to be transferred, the Chief Executive Officer shall cause any additional subscription paid by that member to be returned to such member.

12. PROVISIONAL MEMBERS

12.1 A person in respect of whom:

- (a) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and
- (b) who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form,

may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

12.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Chief Executive Officer or should that person's application for membership be refused (whichever is the sooner):

- (a) that person shall cease to be a Provisional member of the Club; and
- (b) the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.

12.3 Provisional members are entitled to:

- (a) such social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.

12.4 Provisional members are not entitled to:

- (a) attend or vote at general meetings of the Club; or
- (b) nominate for or be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);

- (e) propose, second, or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any eligible member for Life membership.

13. HONORARY MEMBERS

13.1 The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:

- (a) past and present officials and/or players of any sporting organisation which is competing at the Club premises on a particular day;
- (b) officials and/or players of any sporting organisation located outside the State of Victoria; and
- (c) any prominent citizen or local dignitary visiting the Club.

13.2 An Honorary member admitted under:

- (a) Rules 13.1(a) or 13.1(c) shall be an Honorary Member of the Club for the duration of the day the person attends the Club.
- (b) Rule 13.1(b) shall be an Honorary Member for a period determined by the Board of the Club, but in any case, for a period not exceeding one month.

13.3 Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.

13.4 Honorary members who are not Full members of the Club are entitled to:

- (a) such social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) introduce guests to the Club.

13.5 Honorary members who are not Full members of the Club are not entitled to:

- (a) attend or vote at any meeting of the Club; or
- (b) nominate for or be elected or appointed to the Board or any office in the Club;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second or nominate any eligible member for any office of the Club; or
- (f) propose, second or nominate any eligible member for Life membership.

14. AUTHORISED GAMING VISITORS

14.1 Authorised Gaming Visitors shall be those persons who:

- (a) are over the age of 18 years;
- (b) whose place of residence is more than five (5) kilometres from the Club premises;
- (c) is not a member or a guest of a member; and
- (d) is not a person who the Board of the Club has determined should not be admitted to the Club as an Authorised Gaming Visitor.

14.2 Subject at all times to the Club being the holder of a Venue Operators Licence issued under the Gambling Regulation Act, an Authorised Gaming Visitor, may be permitted entry to the Club.

14.3 Authorised Gaming Visitors are entitled to:

- (a) such social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) play gaming machines.

14.4 Authorised Gaming Visitors are not entitled to:

- (a) attend or vote at general meetings (including Annual General Meetings) of the Club;
- (b) nominate for or be elected or appointed to the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any eligible member for Life membership;
- (g) member discounts; or
- (h) introduce guests to the Club.

14.5 An Authorised Gaming Visitor must:

- (a) produce evidence of his / her residential address before being admitted to the Club's premises;
- (b) carry identification at all times whilst on the licenced premises; and
- (c) comply with any relevant rules of the Club whilst on the Club's premises.

15. ELECTION OF MEMBERS

- 15.1 Every application for Full membership of the Club (which shall be a proposal for Full membership by the applicant) shall be in writing and shall be in such form as the Board may 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 of the applicant;
 - (d) the occupation of the applicant (if required);
 - (e) a statement to the effect that the applicant agrees to be bound by the Constitution, By-laws and Members Code of Conduct of the Club;
 - (f) the signature of the applicant; and
 - (g) such other particulars as may be prescribed by the Board from time to time.
- 15.2 Every form of application for Full membership shall be presented by the applicant to an authorised officer of the Club together with:
- (a) the joining fee (if any) and the appropriate subscription; and
 - (b) photo identification such as (without limitation) current driver's licence or a current passport held by that applicant or such other form of identification as approved by the Board.
- 15.3 The authorised officer of the Club to whom the application for Full 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 evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Chief Executive Officer.
- 15.4 A person whose application has been signed by an authorised officer of the Club in accordance with Rule 15.3 and who has paid the Club the joining fee (if any) and the first annual subscription for the class of Full membership applied for may become a Provisional member.
- 15.5 The application must be approved by the Chief Executive Officer and an interval of at least thirty (30) 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 Full membership of the Club.
- 15.6 If approved by the Chief Executive Officer, the application shall be referred to the Board of the Club, or a duly appointed election committee of the Club for consideration.
- 15.7 A person shall not be admitted as a Full member of the Club unless that person is elected to membership by a resolution of the Board of the Club, or a duly appointed

election committee of the Club.

- 15.8 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Chief Executive Officer of the Club.
- 15.9 The Board or election committee may reject any application for Full membership without giving any reason.
- 15.10 If a person fails to be elected to Full membership:
- (a) the Board or Chief Executive Officer will not be required to provide reasons; and
 - (b) the Chief Executive Officer shall cause any joining fee and subscription paid by the person to be returned to that person.

16. JOINING FEES, SUBSCRIPTIONS AND LEVIES

- 16.1 Joining fees, subscriptions, levies and other payments payable by members of the Club shall be such as the Board may from time to time determine.
- 16.2 The Board may determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.
- 16.3 Any person elected during the financial year of the Club to any class of membership shall pay the annual subscription as may be determined by the Board.
- 16.4 All joining fees, subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board from time to time.
- 16.5 Any person who has not paid his or her joining fee, subscription, levy or other payment within a period of one (1) month from the due date for payment may, by resolution of the Board, be removed from membership of the Club and the provisions of Rule 20.1 and Rule 20.2 shall not apply to such resolution.
- 16.6 The Board shall have power to make charges and levies on members for general or special purposes.

17. NON-FINANCIAL MEMBERS

- 17.1 Notwithstanding any Rule contained in this Constitution, any member who is not a financial member (as defined in Rule 3.2) shall not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the recreational, 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.

18. REGISTERS OF MEMBERS AND GUESTS

18.1 The Club shall keep the following registers:

- (a) A register of persons who are Full members which shall be kept in and set forth in respect of each of those members:
 - (i) the name in full;
 - (ii) the address;
 - (iii) the date on which the entry of the member's name in the register is made; and
 - (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 Authorised Gaming Visitors which shall be kept in and set forth in respect of each Authorised Gaming Visitor:
 - (i) the name in full;
 - (ii) the address; and
 - (iii) the date on which the Authorised Gaming Visitor was admitted to
 - (iv) the Club.
- (c) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members. This register shall set forth in respect of each of those guests:
 - (i) the name in full or the surname and initials;
 - (ii) the residential address;
 - (iii) the date on which the entry of the guest's name in the register is made; and
 - (iv) the signature of the member introducing the guest.

19. ADDRESSES OF MEMBERS

19.1 Members must advise the Chief Executive Officer of the Club of any change in their address within seven (7) days of changing their address as recorded in the register referred to in Rule 18.1(a).

20. DISCIPLINARY PROCEEDINGS

20.1 Subject to Rule 20.2, 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 wilfully refused or neglected to comply with any of the provisions of this Constitution, a By-Law or a provision of the Members Code of Conduct; 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.

20.2 The following procedure shall apply to disciplinary proceedings of the Club:

- (a) A member shall be notified of:
 - (i) any charge against the member pursuant to Rule 20.1; and
 - (ii) the date, time and place of the meeting of the Board at which the charge is to be heard.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 20.2 by notice in writing by a prepaid letter sent by post to the member's last known address at least fourteen (14) days before the meeting of the Board at which the charge is to be heard.
- (c) The member charged shall be entitled to:
 - (i) attend the meeting for the purpose of answering the charge; and
 - (ii) submit to the meeting written representations for the purpose of answering the charge.
- (d)
 - (i) The member charged is not entitled to legal or other representation at the meeting without the consent of the Board which the Board may give or withhold or give subject to conditions, as the Board in its absolute discretion determines.
 - (ii) In recognition of the nature of the Club (and the nature of membership of the Club) as the Club is constituted under this Constitution, there is no presumption that the member charged has any right of representation at the meeting. If the member seeks consent to have representation at the meeting, then the member must apply in writing delivered to the Board through the office of the Chief Executive Officer no later than two (2) days before the meeting.
 - (iii) Without limiting the previous general words, in considering an application for consent to representation, the Board may take into account all or any of the following matters to the extent apparent from the charge – the nature and complexity of the charge and the seriousness of the charge; and also any submission by the member regarding the member's own personal capacity to understand the charge and to represent themselves before the Board in the context of the Club as a social and sporting club.

- (iv) The Board may delegate the power to deal with an application for consent for representation.
 - (v) The Board is not obliged to consider or rule on an application for consent to representation prior to the commencement of the meeting at which the charge is to be heard.
 - (vi) The member is not entitled to representation in relation to the consideration of the application for consent.
- (e) If the member fails to attend such meeting:
- (i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and
 - (ii) the Board may impose any penalties, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- (f) 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.
- (g) When the Board has made a decision as to whether the member is guilty or not, if the member charged is at the meeting, the Board must inform the member of the Board's decision.
- (h) 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 an appropriate penalty for the charge of which the member has been found guilty.
- (i) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion.
- (j) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 20.
- (k) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision. No appeal whatsoever shall lie from a decision of the Board pursuant to this Rule and any member reprimanded, suspended, or expelled pursuant to this Rule shall have no right of action whether at law or in equity or other remedy whatsoever against the Club or Board or any member thereof by reason of such reprimand, suspension, expulsion or by reason of any act done or notice given prior to or consequent on or incidental to the same.

20.3 If a notice of charge is issued to a member pursuant to Rule 20.2(a):

- (a) the Board by resolution; or
- (b) the Chief Executive Officer (independently of the Board),

shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.

20.4 Subject to Rules 20.5 and 20.6, a member who:

- (a) incurs a debt to the Club; and
- (b) fails to discharge such debt within seven (7) days from service on that member of a notice from the Club in writing requiring payment thereof

may, by resolution of the Board, be suspended or expelled from membership.

20.5 A member shall be notified, by notice in writing sent by post to the member's last known address, at least seven (7) days before the meeting of the Board at which the resolution is to be considered, of the Board's intention to suspend or expel the member pursuant to Rule 20.4.

20.6 The provisions of Rules 20.1 - 20.3 do not apply in connection with any proposal to suspend or expel a member pursuant to Rule 20.4.

21. DISCIPLINARY COMMITTEE

21.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 20 to a Disciplinary Committee comprising not less than:

- (a) two (2) directors of the Club;
- (b) two (2) senior managers of the Club;
- (c) two (2) Full members of the Club; or
- (d) any combination of two (2) persons referred to in (a), (b) and (c) above,

selected by the Board.

21.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 20 save that:

- (a) a quorum of the Disciplinary Committee shall be two (2) persons appointed under Rule 21.1; and
- (b) all references to the Board in Rule 20, except in Rule 20.2(k) shall be read as being references to the Disciplinary Committee.

21.3 The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 20 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:

- (a) the procedure set out in Rule 20 is followed; and
- (b) the member is notified that the Board is exercising the power under this Rule 21.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.

- 21.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 21.1 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

22. MEMBER UNDER SUSPENSION

- 22.1 Any member whose membership is suspended pursuant to Rules 20 or 21 shall during the period of such suspension not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the recreational, 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.

23. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

- 23.1 In addition to any powers that may be conferred under the Liquor Control Reform Act, the Chief Executive Officer or, subject to Rule 23.5, 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 and suspend or terminate any members membership, in circumstances where the person:
- (a) is intoxicated, violent, quarrelsome or disorderly; or
 - (b) for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - (c) is on the premises of the Club and may render the Club or the Chief Executive Officer liable to a penalty under the any legislation;
 - (d) uses another member's membership card in order to obtain a discount in the Club;
 - (e) hawks, peddles or sells any goods on the premises of the Club;
 - (f) within the meaning of the Tobacco Act 1987, smokes while on any part of the premises that is smoke-free;

- (g) uses, or has in his or her possession, while on the premises of the Club any substance that the Chief Executive Officer suspects of being a prohibited drug or prohibited plant;
- (h) damages any of the Club's property;
- (i) uses obscene or objectionable language within the Club or within the vicinity of the Club;
- (j) refuses to comply with a reasonable and lawful request or instruction of an employee or contractor of the Club.

23.2 If pursuant to Rule 23.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Chief Executive Officer of the Club or (subject to Rule 23.5) an employee of the Club, may:

- (a) stipulate any period of time during which the person shall be prohibited from attending the Club premises; and
- (b) at any subsequent time;
 - (i) refuse to admit that person into the premises of the Club;
 - (ii) turn the person out, or cause the person to be turned out of the premises of the Club; or
 - (iii) if the person is a member, suspend or terminate the member's membership of the Club.

23.3 Without limiting Rule 23.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 23.1(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.

23.4 The requirements of Rule 20 do not apply to an exercise of power under this Rule 23 and, for the avoidance of doubt, does not require the Club to afford the person procedural fairness or natural justice.

23.5 The persons who under this Constitution are entitled to exercise the powers set out in this Rule shall be:

- (a) the Chief Executive Officer;
- (b) in the absence of the Chief Executive Officer, the senior employee then on duty; or
- (c) any employee authorised by the Chief Executive Officer to exercise such power.

24. RESIGNATION AND CESSATION OF MEMBERSHIP

24.1 A member may at any time resign from his or her membership of the Club by either:

- (a) giving notice in writing to the Chief Executive Officer; or

- (b) returning his or her membership card to an employee or officer of the Club and clearly indicating to the officer that he or she no longer wishes to be a member of the Club or resigns from membership.

24.2 A resignation pursuant to Rule 24.1 shall take effect from the date on which the notice is received by the Chief Executive Officer or the date on which the membership card is received by the officer of the Club.

24.3 Any member who has resigned pursuant to 24.1 will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.

25. GUESTS

25.1 All Full members shall have the privilege of introducing guests to the Club.

25.2 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.

25.3 No member shall introduce any person as a guest:

- (a) who has been expelled from the Club pursuant to Rules 20 or 21; or
- (b) whose membership is then suspended pursuant to Rules 20 or 21;
- (c) who is then refused admission to or being turned out of the Club pursuant to Rule 23.

25.4 Members shall be responsible for the conduct of any guests they may introduce to the Club.

25.5 The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Liquor Control Reform Act regulating the terms and conditions on which guests may be admitted to the Club.

25.6 No guest shall be supplied with liquor on the premises of the Club except:

- (a) in the company of a member; or
- (b) if that guest is an Authorised Gaming Visitor admitted in accordance with the requirements of this Constitution.

25.7 A guest shall at all times remain in the reasonable company of the member who introduced the guest to the Club.

25.8 A guest shall not remain on the premises of the Club any longer than the member who introduced the guest to the Club.

25.9 The Chief Executive Officer 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.

26. PATRONS

26.1 The Board may appoint a Patron or Patrons from time to time.

26.2 If such Patron or Patrons are not members of the Club they shall thereupon be deemed to be Honorary members of the Club and, subject to this Constitution, shall remain Honorary members while they remain Patron.

26.3 There shall be no more than two (2) Patrons of the Club at any one time.

27. BOARD OF DIRECTORS

27.1 The business and affairs of the Club and the custody and control of its funds and property will be managed by a Board of up to ten (10) Directors comprising:

- (a) up to seven (7) Elected Directors being:
 - (i) a Chairperson;
 - (ii) a Deputy Chairperson; and
 - (iii) up to three (3) other Elected Directors;
- (b) up to two (2) Appointed Directors; and
- (c) the Chief Executive Officer.

27.2 Subject to Rule 30, and with the exception of the Chief Executive Officer, the following members shall be entitled to stand for and be elected to the Board:

- (a) Life members; and
- (b) financial Full Members.

27.3 A member who is:

- (a) under the age of eighteen (18) years;
- (b) an employee (except the Chief Executive Officer);
- (c) currently under suspension pursuant to Rules 20 or 21; or
- (d) not a financial member,

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

27.4 Except the Chief Executive Officer, a member is ineligible to be nominated for or be elected or appointed to the Board if that member:

- (a) has not been a member of the Club continuously for three (3) successive years as at the date that the Club member is nominated for election or at the date of being appointed to the Board.
- (b) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and at the date of nomination or election the charge has not been determined by the Board or the Board's duly constituted disciplinary committee.
- (c) has been found guilty of any charge and either:

- (i) expelled; or
- (ii) suspended for a period in excess of three (3) months,

within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting.

- (d) has within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting been convicted of any offence:
 - (i) connected with the promotion, formation or management of any company, co-operative, partnership or business;
 - (ii) involving fraud or dishonesty; or
 - (iii) in relation to the acquisition of shares.
- (e) is an undischarged bankrupt.
- (f) was an employee of any club that merged with or was taken over by the Club, within the period of ten (10) years prior to nomination, election or appointment to the Board.
- (g) has failed to carry out any director training that he or she was required to carry out in accordance with a resolution of the Board or any By-Law.
- (h) has at any time been declared ineligible or not a fit and proper person to hold the position of director or has had an order made against them to the same effect.
- (i) has, at any time, had imposed upon him or her:
 - (i) a loading on the usual premium; or
 - (ii) a higher than usual excess;as a result of an assessment by a management liability underwriter when determining coverage under a directors and officers insurance policy or similar.

27.5 In addition to any other requirement or qualification in this Rule 27, the Board may create By-Laws setting standards which may include, but are not limited to, relevant skills, knowledge, qualifications and values, which are to be met by Elected Directors.

28. TRIENNIAL ELECTION OF THE BOARD

- 28.1 Elected Directors of the Club shall hold office for three (3) years unless otherwise removed or ceasing to qualify in accordance with this Constitution and the Act.
- 28.2 At each Annual General Meeting, the number of Elected Directors that have sat for three consecutive years will be required to vacate office but shall be re-eligible for election in accordance with Rule 29.

29. ELECTION OF BOARD

- 29.1 The number of Full members having the right to vote in the election of the Board shall be not less than sixty (60%) percent of all Full members of the Club.
- 29.2 The election of the Elected Directors on the Board shall be conducted in the following manner:
- (a) Nominations for election of Elected Directors to the Board shall:
 - (i) be made in such form as determined by the Board by By-Law (including electronically) and be signed by one and seconded by another:
 - (A) Life member; or
 - (B) financial Full Club Member or Full Club Pension Member with at least three (3) years continuous membership of the Club; and
 - (ii) be signed by the nominee who shall thereby signify his or her consent to the nomination.
 - (b) Nominations for election of Elected Directors to the Board must be received by the Chief Executive Officer on a day not less than fourteen (14) days prior to the date of the Annual General Meeting, which day shall be the closing date for nominations.
 - (c) A nomination can be withdrawn at any time prior to the close of nominations.
 - (d) Immediately after nominations for Elected Directors are closed the Chief Executive Officer shall exhibit on the Club Notice Board the names of the candidates and their nominators.
 - (e)
 - (i) If no or insufficient nominations be received, the candidate or candidates, if any, that are nominated shall be declared elected at the Annual General Meeting and any vacancies then remaining shall be regarded as vacancies on the Board under Rule 38.
 - (ii) If more than the required number of candidates are nominated an election by ballot shall be conducted in such manner (including electronically or digitally) as prescribed by the Board.
 - (f)
 - (i) The Board will, no later than fourteen (14) days prior to the date of the Annual General Meeting, determine the method of the ballot to be conducted.
 - (ii) On the day following a determination by the Board under Rule 29.1(f)(i) the Chief Executive Officer shall place a notice on the Club Notice Board stating the method, date and time for the opening and closing of the ballot.

- (iii) The Chairperson shall declare the necessary number of candidates having the greatest number of votes, as the candidates elected to office.
 - (iv) If there is an equality of votes for the last office to be filled, the candidate to be elected will be determined by a member, who is not a candidate in the election, drawing the successful candidate by lot.
- 29.3 At the first meeting of the Board following each Annual General Meeting, the Board shall elect from their number the Chairperson and Deputy Chairperson who shall, subject to the terms of this Constitution, both hold office until the conclusion of the next Annual General Meeting.
- 29.4 The Board may from time to time to time make such By-laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection therewith and if the ballot is to take place prior to the Annual General Meeting determine the days for the conduct of the ballot, the times when voting can take place, the time for the close of the ballot and any necessary procedures.
- 29.5 A member or guest of a member must not at any time issue or distribute, or cause to be issued or distributed, within the premises or the surrounding precincts of the Club, any 'how to vote' ticket or any written material advocating either for or against the election of any candidate or candidates for the Board. Any breach of this Rule by a member shall be deemed to be conduct unbecoming a member of the Club under Rule 20 and may be dealt with by the Board or Disciplinary Committee accordingly.

30. APPOINTMENT OF DIRECTORS BY THE BOARD

- 30.1 In accordance with Rule 27.1(b), the Board may, under this Rule 30, appoint up to two (2) persons as members of the Board as would bring the number of directors of the Board to any number less than or equal to ten (10).
- 30.2 The Board may create By-Laws the Board setting standards which may include, but are not limited to, relevant skills, knowledge, qualifications and values, which are to be met by Appointed Directors.
- 30.3 A person appointed under Rule 30.1:
- (a) may be appointed for a term of no more than three (3) years, and
 - (b) must be a member of the Club at the time of, and for the duration of, his or her appointment, and
 - (c) is eligible for re-appointment under Rule 30.1, after the end of their term.
- 30.4 Within 21 days of an appointment being made under Rule 30.1, a notice must be clearly displayed on a Club Notice Board and on the club's website (if any) that states:
- (a) the reasons for the person's appointment, and
 - (b) the person's relevant skills and qualifications, and
 - (c) any payments/remuneration to be made to the person in connection with

his or her appointment.

- 30.5 An appointment made under Rule 30.1 is not an appointment to a casual vacancy made for the purposes of Rule 38.

31. TRAINING FOR DIRECTORS

- 31.1 A member of the Club who becomes a Director must complete such training as may be prescribed by the Board from time to time within such timeframe determined by the Board.
- 31.2 The Board may, from time to time, resolve to require all or some directors to undertake additional specific courses of instruction.
- 31.3 The required training or any other course of instruction for Directors for the purposes of this Rule 31 shall be at the expense of the Club.
- 31.4 A Director who fails to comply with this Rule 31 will cease to be a director in accordance with Rule 38.1(d).

32. POWERS OF THE BOARD

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

GENERAL POWERS

- 32.2 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.

SPECIFIC POWERS

- 32.3 Without limiting the general powers conferred by Rule 32.2, the Board shall have power from time to time to:
- (a) make, alter and repeal By-Laws pursuant to Rule 32.18.
 - (b) enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (c) 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) 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) 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) 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) 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) 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) sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise).
- (j) sell, lease, exchange or otherwise dispose of any land belonging to the Club.
- (k) appoint, discharge and arrange the duties and powers of the Chief Executive Officer, to determine the remuneration and terms of employment of the Chief Executive Officer, and to specify and define the duties of the Chief Executive Officer.
- (l) engage, appoint, control, remove, discharge, suspend, determine and dismiss managers, employees, officers, representatives and agents in respect to permanent, temporary or special services and to determine the duties, pay, salary or other remuneration. The Board may delegate these powers (or any of them) to the Chief Executive Officer or other officer or committee of the Club.
- (m) subject to rule 16.6 impose levies on all members.
- (n) set the joining fees, subscriptions and other payments payable by all members.
- (o) fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (p) 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.
- (q) fix the remuneration and benefits (if any) of Appointed Directors.

COMMITTEES

32.4 Without limiting the general powers conferred by Rule 32.2, the Board shall have power

to delegate any of its powers to committees consisting of any:

- (a) director; or
- (b) member;
- (c) employee;
- (d) person who is not a member but who has a particular skill or expertise which they will apply to a committee;

or any combination thereof. The Board shall also have the power to revoke any such delegation.

- 32.5 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may impose.
- 32.6 The Chairperson shall be an ex officio member of all such committees and may nominate a person or persons to represent him or her on one or more of those committees.
- 32.7 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 32 or by any by-law made by the Board pursuant to this Rule 32.
- 32.8 The quorum for a meeting of any committee shall be a majority of the committee members.
- 32.9 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.

SUB CLUBS

- 32.10 Without limiting the general powers conferred by Rule 32.2, the Board shall have power to:
 - (a) establish Sub clubs with such rules (including objects, powers and membership qualifications) as the Board may determine; and
 - (b) allow Sub clubs established pursuant to this Rule 32.10 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established;
 - (c) allow Sub clubs to create by-laws for the control and regulation of the sporting or other activities for which they are respectively established;
 - (d) permit Sub clubs to adopt a name (provided it be described as a Sub club of the Club);
 - (e) allow Sub clubs to become affiliated with the bodies controlling sports or other activities on such terms and conditions (not inconsistent with this Constitution or the Liquor Control Reform Act) as such controlling bodies may require and to pay on behalf of the Club capitation or affiliation fees

to any such controlling bodies or as required by such bodies.

- 32.11 Any of the Sub clubs established pursuant to Rule 32.10 or those already in existence must conform to any regulation or restriction that the Board may impose.
- 32.12 The Chairperson shall be a member of all the committees of Sub clubs and may nominate a person or persons to represent him or her on one or more of those committees.
- 32.13 Subject to the general control and supervision of the Board, each Sub club may manage its own affairs but shall:
- (a) make regular reports to the Board (or otherwise as may be required by the Board); and
 - (b) submit copies of all minutes and records to the Board for the purposes of Rule 40.
- 32.14 The Board may empower each Sub club to open and operate a bank account in the name of the Sub club in such bank or banks as the Board may approve provided that the persons eligible to operate upon any such account shall be approved by the Board which may remove and replace such persons or any of them.
- 32.15 The rules of each Sub club may be amended by the members of the Sub club provided that no amendment proposed or approved by the members of the Sub club shall have effect unless and until it is approved by resolution of the Board.
- 32.16 Any disciplinary action taken by a Sub club in respect of any member of the Sub club shall be promptly reported to the Board together with the reasons for the action.
- 32.17 The rules of each Sub club must provide that any person seeking to be a member of a Sub club must first be a financial Full member of the Club.

BY-LAWS

- 32.18 The Board may make such By-laws not inconsistent with this Constitution as are necessary or desirable for the proper conduct and management of the Club and any Sub club and may amend or repeal any such By-laws.
- 32.19 Without limiting the generality of Rule 32.18 the Board may regulate:
- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law; and
 - (b) the operations of the Club;
 - (c) the control of all finances;
 - (d) the control and use of the Club's premises;
 - (e) the upkeep and control of any sporting facilities and amenities;
 - (f) the control and management of competitions;
 - (g) the conduct of members and guests of members;

- (h) the social privileges of each category of membership;
- (i) the sporting privileges of each category of membership;
- (j) the conduct of members in relation to Club employees;
- (k) the formation, control and operation of Sub clubs; and
- (l) generally, all such matters as are commonly the subject matter of a constitution or by-laws or made under a constitution or which by this Constitution are not reserved for decision by the Club in general meeting.

32.20 Any By-law made under Rule 32.18 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.

32.21 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.

33. PROCEEDINGS OF THE BOARD

33.1 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 at least once in each calendar month for the transaction of business.

33.2 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.

33.3 The Chairperson shall be entitled to take the chair at every meeting of the Board. If the Chairperson is not present or is unwilling or unable to act then the Deputy Chairperson shall take the chair of the meeting. If the Deputy Chairperson is not present or is unwilling or unable to act then the directors present shall elect one of their number to take the chair for that meeting.

33.4 Notwithstanding 33.3, at a meeting at which the Chairperson is in attendance he/she may nominate another Director to chair all, or part of, the meeting.

33.5 The quorum for a meeting of the Board shall be a majority of directors in office provided that if the number of directors should fall below four (4), then the quorum for a meeting of the Board shall be three (3) directors.

33.6 If a quorum is not present within fifteen (15) minutes of the time specified for the meeting of the Board, the Board meeting will be adjourned to the same time on such date as determined by those directors present, or by the Chief Executive Officer if no directors are present, but in any case not a date exceeding seven (7) days. If at the adjourned Board meeting a quorum is not present within fifteen (15) minutes, at least two (2) directors in attendance shall constitute a quorum.

33.7 The Chairperson may at any time, and the Chief Executive Officer upon the request of not less than three (3) directors shall, convene a meeting of the Board.

33.8 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 motion shall be declared defeated.

- 33.9 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.
- 33.10 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.
- 33.11 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.

34. DECLARATIONS OF INTERESTS BY DIRECTORS

34.1 Any director who has:

- (a) a material personal interest in a matter that relates to the affairs of the Club; or
- (b) any personal or financial interest in a contract relating to the procurement of goods or services or any major capital works of the Club;

must, within 21 days after the relevant facts have come to the director's knowledge:

- (c) disclose the relevant facts to the Chief Executive Officer of the Club;
- (d) declare the relevant facts and nature of the interest at a meeting of the Board; and
- (e) in respect of any facts or interest referred to in Rule 34.1(a) and (b) comply with Rule 34.3.

34.2 A director must, if required by the Chief Executive Officer of the Club, submit a written return in each year to the Club declaring any of the matters referred to in Rule 34.1.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

34.3 Subject to Section 195 of the Corporations 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.

35. CONTRACTS WITH DIRECTORS

35.1 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.

- 35.2 A “pecuniary interest” in a company for the purposes of Rule 35.1 means:
- (a) in the case of a company that supplies liquor or gaming machines to the Club—the person has any shareholding interest in the company, or
 - (b) in the case of any other company—the person has a shareholding of more than 5% in the company.

36. **CONTRACTS WITH CHIEF EXECUTIVE OFFICER**

- 36.1 Subject to Rule 36.2, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (a) any close relative of the Chief Executive Officer or a manager of the Club; or
 - (b) any company or other body in which the Chief Executive Officer or a close relative of the Chief Executive Officer has a controlling interest.
- 36.2 Rule 36.1 does not prevent the Club entering into a contract with any of the above persons which is:
- (a) a contract of employment; or
 - (b) results from an open tender process.
- 36.3 For the purpose of this Rule 36:
- (a) a person is a “*close relative*” of a person if they are:
 - (i) a parent, child, brother or sister of the person, or
 - (ii) a spouse or de facto partner of the person or of a person referred to in paragraph (a).
 - (b) a person has a “*controlling interest*” in a company or body if the person: has the capacity to determine the outcome of decisions about the financial and operating policies of the company or body.

37. **REMOVAL FROM OFFICE OF DIRECTORS**

- 37.1 Subject to Rule 37.4, the members in general meeting may by ordinary resolution:
- (a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office; and
 - (b) 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.
- 37.2 Any person appointed pursuant to paragraph 37.1(b) shall hold office for the remainder of the term of office of the person he or she replaces.

- 37.3 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 Corporations Act shall be followed in relation to that meeting.
- 37.4 The power conferred on the members under Rule 37.1(a) does not apply to the Chief Executive Officer of the Club.

38. VACANCIES ON BOARD

- 38.1 Subject to Rule 38.4, the office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) is suspended from membership in accordance with Rules 20 or 21.
 - (b) is disqualified for any reason referred to in Section 206B of the Corporations Act.
 - (c) fails to disclose in accordance with the Corporations Act the nature of any material personal interest in a matter that relates to the affairs of the Club.
 - (d) fails to undertake the mandatory training in accordance with Rule 31.
 - (e) 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.
 - (f) 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.
 - (g) by notice in writing given to the Chief Executive Officer resigns from office as a director.
 - (h) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Corporations Act or the Liquor Control Reform Act.
 - (i) ceases to be a member of the Club.
 - (j) ceases to be a member entitled to hold office on the Board.
 - (k) becomes an employee of the Club.
 - (l) has been assessed by a management liability underwriter and a loading on premium has been imposed or a higher than usual excess has been imposed in respect of that person.
- 38.2 The continuing directors on the Board may act notwithstanding any vacancy on 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.
- 38.3 A person whose term of office as a member of the Board under Rule 28 expires is

not for that reason ineligible for election to the Board for a further term.

- 38.4 Only Rules 38.1(b), (c), (e) and (f) apply to the Chief Executive Officer of the Club in their capacity as a director of the Club. For the avoidance of doubt, in the event that Chief Executive Officer does cease to be a director of the Club for any reason, the Chief Executive Officer shall continue to be employed by the Club as the Chief Executive Officer subject to the terms of the Chief Executive Officer's Contract of Employment with the Club.

FILLING CASUAL VACANCY

- 38.5 Subject at all times to the requirements of Rule 27 the Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. If the casual vacancy is in the office of an Elected Director, the person so appointed shall hold office for such time as the person who created the vacancy would have held in the usual course. If the casual vacancy is in the office of an Appointed Director, the Board must comply with the requirements of Rule 30.

39. GENERAL MEETINGS

- 39.1 A general meeting of the members of the Club must be held for a proper purpose.
- 39.2 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.
- 39.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- 39.4 (a) Subject to this Rule 39, the Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting.
- (b) In this Rule 39.4 the term "*the request*" shall mean the request referred to in paragraph (a).
- (c) The request must:
- (i) be in writing; and
- (ii) state any resolution to be proposed at the meeting;
- (iii) be signed by the members making the request;
- (iv) be given to the Chief Executive Officer.
- (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 Chief Executive Officer. The meeting is to be held not later than two (2) months after the request is given to the Chief Executive Officer.

- (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 Chief Executive Officer.
- (g) The meeting referred to in paragraph (f) of this Rule 39.4 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.

NOTICE OF GENERAL MEETINGS

39.5 At least twenty one (21) days' notice in writing of any general meeting of the members of the Club (including an Annual General Meeting) must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.

39.6 A notice of a general meeting of the members of the Club (including an Annual General Meeting) must:

- (a) set out the place, date and time of the meeting; and
- (b) state the general nature of the meeting's business;
- (c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.

39.7 Neither:

- (a) the accidental omission to give notice of a meeting; nor
- (b) the non-receipt by any person of notice of a meeting;

shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Corporations Act such proceedings are declared to be void.

ANNUAL GENERAL MEETINGS

39.8 The business of the Annual General Meeting shall be as follows:

- (a) to receive and consider the minutes of the previous Annual General Meeting and the minutes of any other general meeting requiring confirmation; and
- (b) to receive and consider the reports referred to in Rule 41.4;
- (c) to declare the results of the election of the Board and/or conduct any further election as may be required by this Constitution;
- (d) to appoint an auditor or auditors in the event that there be a vacancy in the office of Auditor;
- (e) to approve the payment of honorariums of directors (if any);
- (f) to deal with any other business the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting.

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

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

- 39.11 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.
- 39.12 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.
- 39.13 The auditor is entitled to be heard even if:
- (a) the auditor retires at the meeting; or
 - (b) the meeting passes a resolution to remove the auditor from office.
- 39.14 The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

CHAIR AT GENERAL MEETINGS

- 39.15 The Chairperson shall be entitled to take the chair at every general meeting.
- 39.16 If the Chairperson is not present or is unwilling or unable to act then the Deputy Chairperson shall preside as chair of the meeting.
- 39.17 If the Deputy Chairperson is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board to preside as chair of the meeting.
- 39.18 If a member of the Board is not present or is unwilling or unable to act then the members of the Club present shall elect a member to preside as chair of the meeting.

VOTING AT GENERAL MEETINGS

- 39.19 A person shall not:
- (a) attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
 - (b) vote at any election including an election of a member or of the Board; or
 - (c) attend or vote by proxy at any meeting of the Club or at any election,
- unless the person has been a Full member of the Club for at least three (3) months prior to the date of the respective meeting or election.

- 39.20 Every member eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.
- 39.21 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.
- 39.22 No member of the Club who is an employee of the Club shall be eligible to vote at any meeting of the Club.
- 39.23 Subject to this Constitution, every question and ordinary resolution submitted to a meeting shall be decided by a simple majority of votes from those members present and voting either in person or by proxy at the meeting.
- 39.24 Voting shall be on a show of hands unless a poll is demanded. Subject to this Constitution, on a show of hands every member present in person or by proxy has one vote.
- 39.25 Five (5) members or the chairperson may demand a poll.
- 39.26 A demand for a poll may be withdrawn.
- 39.27 If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs.
- 39.28 The result of the poll shall be the resolution of the meeting at which the poll was demanded.
- 39.29 A poll demanded on the election of the chairperson or on a question of adjournment shall be taken immediately.
- 39.30 At any general meeting (unless a poll is demanded) a declaration by the chairperson that:
- (a) a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority; and
 - (b) an entry to that effect in the book containing the minutes of the proceedings of the Club,
- shall, provided that the declaration reflects the show of hands, be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 39.31 Subject to this Constitution, the Board may determine by By-Law other means (including electronic) permitted by law for the casting and recording of votes by members present in person or by proxy on any resolution to be put at a general meeting.

QUORUM FOR GENERAL MEETINGS

- 39.32 No business shall be transacted at any general meeting of members unless a quorum of members is present.

- 39.33 At any Annual General Meeting or general meeting of the Club convened by the Board twenty five (25) members present in person or by proxy and eligible to vote shall be a quorum.
- 39.34 At any general meeting of the Club convened at the request of members, no less than one hundred (100) members present in person and eligible to vote (excluding proxies) shall be a quorum.
- 39.35 Each member present by proxy may only be counted once towards the quorum. If a member has appointed more than one proxy, only one of them may be counted towards a quorum.
- 39.36 The chairperson of a general meeting (including the Annual general Meeting) may require a person acting as a proxy of a member at that meeting to establish to the chairperson's satisfaction that the person is the person who is duly appointed to act. If the person fails to satisfy this requirement, the chairperson may exclude the person from attending or voting at the meeting.
- 39.37 If a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (a) be dissolved if it was convened at the request of members pursuant to Rule 39.4; or
 - (b) stand adjourned to the same day in the next week at the same time and place.
- 39.38 If at any meeting adjourned pursuant to Rule 39.37(b) a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

POSTPONEMENT AND CANCELLATION OF GENERAL MEETINGS

- 39.39 The Board may postpone or cancel any general meeting (including an Annual General Meeting) whenever it thinks fit (other than a meeting convened as the result of a request under Rule 39.4).
- 39.40 The Board must give notice of the postponement or cancellation to all members entitled to receive notices of meeting from the Club.

ADJOURNMENT OF GENERAL MEETINGS

- 39.41 The chairperson of a meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.
- 39.42 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 39.43 A resolution passed at an adjourned meeting is passed on the day it was passed and shall not be deemed to have been passed on any earlier day.
- 39.44 It shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

PROXIES AND REPRESENTATIVES OF MEMBERS

- 39.45 A member may appoint another member as proxy to attend and to vote at any general meeting of the Club on his or her behalf.
- 39.46 A document appointing a person as proxy must be in writing, in any form permitted by the Corporations Act or in any form (including electronic) which the Board may determine or accept, and signed by the member making the appointment.
- 39.47 The document appointing a person as proxy may specify the manner in which the person is to vote in respect of a particular resolution and, where the document so provides, the person is not entitled to exercise the proxy to vote on the resolution except as specified in the document.
- 39.48 Except as expressly provided by the document appointing a proxy and as provided by the Corporations Act, an appointment of a proxy confers authority to do all things that the member can do in respect of a general meeting.

VERIFICATION OF PROXIES

- 39.49 Before the time for holding the meeting or adjourned meeting at which a person proposes to vote as proxy for a member, the document appointing the person as proxy must be deposited with the Manager of the Club.
- 39.50 That document must either be:
- (a) received at the Registered Office, at a fax number at the Registered Office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting not less than 24 hours before the time specified for holding the meeting; or
 - (b) produced to the chairperson of the meeting before the person votes as proxy.
- 39.51 If a general meeting is adjourned:
- (a) any appointment of a person as a proxy remains valid when the meeting resumed; and
 - (b) an appointment received by the Club at least 24 hours before the resumption of the meeting is effective for the resumed part of the meeting.

VALIDITY OF PROXIES

- 39.52 A proxy document is invalid if it is not deposited or produced prior to a meeting or a vote being taken as required by Rules 36.5 and 36.6.

REVOCAION OF APPOINTMENT OF PROXY

- 39.53 A vote given in accordance with the terms of a proxy document is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of that revocation has been received by the Club at the Registered Office before the commencement of the meeting or adjourned meeting at which the document is used.

39.54

40. MINUTES

- 40.1 The Club must keep minute books in which it records:
- (a) proceedings and resolutions of general meetings of the Club;
 - (b) number of members present and voting at general meetings and Board meetings of the Club;
 - (c) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors); and
 - (d) resolutions passed by directors without a meeting.
- 40.2 The Club must ensure that:
- (a) 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
 - (b) 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.
- 40.3 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.

41. ACCOUNTS AND REPORTING TO MEMBERS

- 41.1 The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Corporations Act.
- 41.2 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 Corporations Act to inspect such records.
- 41.3 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 in accordance with Part 2M.3 of the Corporations Act to those members who request that copies of the reports referred to in rule 41.4 below be sent to them.
- 41.4 In accordance with Section 317 of the Corporations Act, the Board shall lay 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:
- (a) the financial report of the Club; and
 - (b) the directors' report;
 - (c) the auditors' report on the financial report.

42. FINANCIAL YEAR

- 42.1 The financial year of the Club shall commence on the first day of October in each

year and end on the last day of September of the following year or such other period as having regard to the Corporations Act, the Board may determine.

43. AUDITORS

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

44. SECRETARY

- 44.1 At any time there shall only be one Chief Executive Officer of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club.

45. EXECUTION OF DOCUMENTS

- 45.1 The Club may have a Seal.
- 45.2 If the Club has a Seal the Board must provide for its safe custody.
- 45.3 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:
- (a) two members of the Board; or
 - (b) one member of the Board and the Chief Executive Officer.
- 45.4 The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (a) two members of the Board; or
 - (b) one member of the Board and the Chief Executive Officer.

46. NOTICES

- 46.1 A notice of a general meeting (including the Annual General Meeting) of the Club may be given by the Club:
- (a) by displaying a notice on the Club Notice Board;
 - (b) by displaying a notice on the Club's website;
 - (c) by sending it to the electronic address (if any) nominated by the member;
or
 - (d) by sending a notification to the electronic address (if any) nominated by the member advising the member that the notice of meeting is available and how the member can access the notice of meeting.
- 46.2 Any notice (other than a notice referred to in Rule 46.1) may be given by the Club to any member either:
- (a) by displaying a notice on the Club Notice Board;

- (b) by displaying a notice on the Club's website;
- (c) personally;
- (d) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution;
or
- (e) by sending the notice to the electronic address (if any) nominated by the member.

46.3 Where a notice is sent by post to a member in accordance with Rule 46.2(d), service of the notice shall be given by properly addressing, prepaying and posting the notice, and shall be taken to have been received by the members

- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted, and
- (b) in any other case at the time at which the notice would have been delivered in the ordinary course of post.

46.4 Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.

46.5 Where a notice is given by displaying a notice on the Club Notice Board or by displaying a notice on the Club's website, the notice is taken to have been given on the day on which it was displayed.

46.6 If a member has an address outside the State of Victoria and has not supplied the Club an address within Victoria for the giving of notices to him or her, a notice posted up on the Club Notice Board shall be deemed to be notice to such member at the expiration of 24 hours after it is so posted up.

47. INDEMNITY TO OFFICERS

47.1 Every officer (as defined in Section 9 of the Corporations Act) and former officer of the Club shall be indemnified to the full extent permitted by the Corporations Act out of the property of the Club against any liability incurred by them in their capacity as officer in defending any proceedings whether civil or criminal.

47.2 The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the Corporations Act or a liability which contravenes Section 199A or Section 199B of the Corporations Act.

48. INTERPRETATION

48.1 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.

49. AMENDMENTS TO CONSTITUTION

- 49.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club.
- 49.2 Life members and financial Full Club Members; Full Club Pension Members and Perpetual Members shall be eligible to vote on any Special Resolution to amend this Constitution.