

# CONSTITUTION OF GOULBURN CLUB

ACN: 000 954 567

Adopted: 29 November 2012

## Amendment record

| Amendment no. | Topic addressed in amendment                             | Clause no. | Amendment date |
|---------------|--|------------|----------------|
| 1             | Period of Presidency and Vice-Presidency ; define 'year' | 27.4       | AGM 9/10/14    |
| 2             | Define 'year'  | 27.5       | AGM 9/10/14    |
| 3             | Eligibility for Board membership                         | 27.11(g)   | AGM 18/11/21   |
| 4             | Define 'employee'  | 3.1        | AGM 18/11/21   |
|               |  |            |                |
|               |  |            |                |

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# Constitution of the Goulburn Club

## 1. NAME AND TYPE OF COMPANY

- 1.1 The name of the company is Goulburn Club, which was incorporated as a public company on 30 June 1972 under the Companies Act 1961.
- 1.2 The Goulburn Club is a small company limited by guarantee under Section 45B of the Corporations Act 2001 and does not have share capital.

## 2. AUTHORITY OF CONSTITUTION

- 2.1 This Constitution replaces all previous Articles of Association of the Goulburn Club and all similar provisions of the Memorandum of Association of Goulburn Club signed on 12 April 1972.
- 2.2 In the event of any conflict between this Constitution and any relevant legislation or direction from a regulatory body, such legislation or direction has precedence over this Constitution, which shall forthwith be amended to comply with such legislation.

## 3. INTERPRETATION

- 3.1 In this Constitution (unless the context otherwise requires):
  - *AGM* means the Annual General Meeting of the Club.
  - *Board* means the Board of Directors of the Club formed in accordance with this Constitution.
  - *By-laws* means any By-laws made by the Board in accordance with the Constitution.
  - *Clause* refers to a numbered clause within this Constitution.
  - *Club* means the Goulburn Club.
  - *Club noticeboard* means a designated board located in a conspicuous place within the Club premises on which notices for the information of members are posted.
  - *Committee* means any Committee of the Club that has been established pursuant to a resolution of the Board.
  - *Constitution* means this Constitution of the Club.
  - *Corporations Act* means the Corporations Act 2001 and any regulation made under that Act.
  - *EGM* means Extraordinary General Meeting of the Club.
  - *Employee* means an employee as determined by the Australian Taxation Office.
  - *Liquor Act* means the NSW Liquor Act 2007 and any regulation made under that Act.
  - *Member* means any person referred to as such in Section 4 of this Constitution.
  - *Month* means any calendar month except where provision in this Constitution means otherwise.
  - *Ordinary Resolution* means a resolution that requires a simple majority.
  - *Registered Clubs Act* means the NSW Registered Clubs Act 1976 and any regulation made under that Act.

- *Secretary* means any person appointed to perform the duties of the Secretary/CEO of the Club in accordance with the Registered Clubs Act.
- *Section* refers to a numbered section in this Constitution.
- *Smoke-free Act* means the NSW Smoke-free Environment Act 2000 and any regulation made under that Act.
- *Special Resolution* has the meaning assigned thereto by the Corporations Act and for Club purposes is decided by ballot by a majority of three-quarters of those present and eligible to vote.
- *State* means the State of New South Wales.
- *Volunteer* means any unpaid person performing duties for the Club as approved by the Board.
- *Writing*, unless the contrary intention appears, means the representation of words and numbers in visual form by printing, electronic text, photography or any other method that the Board may approve.

3.2 Any reference to a provision in any Act named in Clause 3.1 includes a reference to the same or similar provision in any legislation replacing, amending or modifying that Act however that provision may be amended in that legislation.

#### **4. MEMBERSHIP**

4.1 The minimum and maximum numbers of members of the Club shall be in accordance with any minimum and maximum specified under the Registered Clubs Act.

4.2 There shall be the following classes of Full Members of the Club:

- (a) Ordinary Members
- (b) Life Members.

4.3 Persons who are not Full Members may be admitted to the Club as:

- (a) Provisional Members
- (b) Honorary Members
- (c) Temporary Members
- (d) Guests of Ordinary, Life, Provisional or Honorary Members.

4.4 Members and Guests shall be persons who are at least eighteen (18) years of age.

4.5 A person shall not be admitted as a member of the Club except through the provisions given in the Constitution.

#### **5. ORDINARY MEMBERS**

5.1 A person shall not be admitted as an Ordinary Member of the Club unless their application for Ordinary Membership is approved by the Board.

5.2 Every applicant for Ordinary Membership shall be proposed by one financial Full Member and seconded by a similar member.

- 5.3 The procedure and form of applying for Ordinary Membership shall be as the Board may determine but shall include the following:
- (a) a statement that the applicant agrees to abide by the Constitution and By-laws of the Club
  - (b) signatures of the applicant, proposer and seconder
  - (c) such particulars of the applicant as the Board may prescribe and as may be required by the Registered Clubs Act
  - (d) submission of the application to the Secretary or other person authorised by the Secretary
  - (e) payment of any joining fee or membership subscription currently required
  - (f) evidence of identity in a form acceptable to the Secretary
  - (g) endorsement of the application by the person receiving it, if satisfied with the application under Subclauses (a) to (f) above, and
  - (h) provision forthwith to the applicant of:
    - (i) a receipt or other evidence of application
    - (ii) information in writing about their membership status, and
    - (iii) appropriate proof of membership as in Clause 11.1.
- 5.4 A person who has submitted an application for Ordinary Membership in compliance with Clause 5.3 shall immediately become a Provisional Member under the Registered Clubs Act.
- 5.5 The procedure and form for approving an application for Ordinary Membership shall be as the Board may determine, but shall include the following:
- (a) The Secretary shall forthwith exhibit of the name of the applicant for at least fourteen (14) days on the Club noticeboard, together with their usual place of residence and the names of their proposer and seconder.
  - (b) At the first meeting of the Board held after the expiration of the period during which the notice has been exhibited on the Club noticeboard, the Board shall consider the application subject to any written objections from Full Members.
  - (c) An applicant shall be approved as an Ordinary Member by a majority vote of the Board.
  - (d) When an application for Ordinary Membership has been approved, the Secretary shall forthwith:
    - (i) advise the new Ordinary Member in writing of the approval, and
    - (ii) without charge, provide the new Ordinary Member with a written copy of the Constitution and current By-laws or with electronic link(s) to these.
- 5.6 The Board may appoint a Membership Committee to action Clauses 5.3 and 5.5 in lieu of the Secretary and Board, subject to the following provisions:
- (a) Approval of an application for Ordinary Membership made by a Membership Committee shall be deemed to be approval by the Board.
  - (b) Rejection of an application for Ordinary Membership made by a Membership Committee shall be referred to the Board for consideration and vote as in Clauses 5.5(b) and (c). In the event of conflict, the Board's approval of the application shall take precedence over the Committee's rejection.

- 5.7 If an application for Ordinary Membership is rejected:
- (a) Neither the Board nor a Membership Committee shall be required to give the applicant any reason for the rejection.
  - (b) The Board shall immediately refund any joining fee or membership subscription paid by the applicant and request the return of any inappropriate proof of membership that may have been issued to the applicant.
- 5.8 Ordinary Members shall be entitled to:
- (a) such social privileges and amenities of the Club as the Board may determine
  - (b) introduce Guests into the Club
  - (c) attend and vote at general meetings of the Club, subject to Clause 23.1
  - (d) be nominated for and elected to the Board and serve on the Board
  - (e) serve on any Committee of the Club
  - (f) nominate or second any member for any office of the Club
  - (g) propose or second any person for membership in any class.

## **6. LIFE MEMBERS**

- 6.1 Any Ordinary Member may be elected to Life Membership of the Club, in consideration of long and valued service to the Club or for any other reason that the Board may determine.
- 6.2 Election of a Life Member shall be by a ballot of Full Members present at an AGM.
- 6.3 A nomination for Life Membership shall be in writing in a form that the Board shall determine, shall be proposed by one Full Member and seconded by another Full Member, and shall be delivered to the Secretary at least twenty-eight (28) days prior to the date of the AGM at which the election is to take place.
- 6.4 The Secretary shall exhibit a nomination for election as a Life Member on the Club noticeboard for at least ten (10) days prior to the date of the AGM at which the election is to take place.
- 6.5 To be elected as a Life Member the nominee must receive votes from at least two-thirds of the eligible members present and voting at the AGM.
- 6.6 Life Members shall be:
- (a) entitled to all the rights and privileges of Ordinary Members, and
  - (b) relieved from the payment of any membership subscription.
- 6.7 Any person whose application for Ordinary Membership has been rejected or withdrawn by the Board shall not be eligible for election as a Life Member.

## **7. PROVISIONAL MEMBERS**

- 7.1 A Provisional Member is a person who has applied for admission as an Ordinary Member of the Club in accordance with Section 5 and is awaiting a decision on their application.
- 7.2 Provisional Members shall forthwith be issued with proof of membership as evidence of their application for Ordinary Membership.

- 7.3 If a Provisional Member is not approved as an Ordinary Member within eight (8) weeks after submitting their application, or if their application for Ordinary Membership is rejected, whichever is sooner, the Provisional Member shall:
- (a) cease to be a Provisional Member of the Club
  - (b) be refunded with any joining fee or membership subscription paid, and
  - (c) be requested to return any inappropriate proof of membership received.
- 7.4 Provisional Members shall be entitled to:
- (a) such social privileges and advantages of the Club as the Board may determine, and
  - (b) introduce Guests into the Club.
- 7.5 Provisional Members shall not be entitled to:
- (a) attend or vote at general meetings of the Club
  - (b) nominate for, be elected to or serve on the Board
  - (c) serve on any Committee of the Club
  - (d) nominate or second any member for any office of the Club, nor
  - (e) propose or second any person for membership in any class.

## **8. HONORARY MEMBERS**

- 8.1 The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board:
- (a) Any patron or patrons for the time being of the Club.
  - (b) Any prominent citizen or local dignitary visiting the Club for a special occasion or function for the period of such visit.
  - (c) Overseas or interstate visitors for the duration of their visit or for one (1) month, whichever period is shorter.
- 8.2 The Secretary shall, in compliance with the Registered Clubs Act, keep on the premises a register in which shall be recorded the name and address of each Honorary Member and, where the Honorary Member has been admitted to membership for a limited period, the dates and period of Honorary Membership.
- 8.3 Every Honorary Member shall sign such a register and be bound by the Constitution and By-laws of the Club.
- 8.4 Honorary Members shall not be required to pay any joining fee or membership subscription.
- 8.5 Honorary Members shall be entitled to:
- (a) such social privileges and amenities of the Club as the Board may determine, and
  - (b) introduce Guests into the Club.
- 8.6 Honorary Members shall not be entitled to:
- (a) attend or vote at general meetings of the Club
  - (b) nominate for, be elected to or serve on the Board
  - (c) serve on any Committee of the Club
  - (d) nominate or second any member for any office of the Club, nor
  - (e) propose or second any person for membership in any class.

## **9. TEMPORARY MEMBERS**

- 9.1 The following persons, in accordance with procedures established by the Board, may be made Temporary Members of the Club:
- (a) any person whose ordinary place of residence in New South Wales is five (5) kilometres or more from the Club's premises, or such other greater distance as the Board may determine and the Registered Clubs Act approve, or
  - (b) any full member (as defined by the Registered Clubs Act) of any registered club that has aims similar to those of the Club, or
  - (c) any interstate or overseas visitor.
- 9.2 The Secretary shall, in compliance with the Registered Clubs Act, keep on the premises a register or registers in which shall be recorded the name and address of each Temporary Member and the dates and period of Temporary Membership.
- 9.3 Every Temporary Member shall sign such a register and be bound by the Constitution and By-laws of the Club.
- 9.4 Temporary Membership periods longer than one (1) day shall be limited to no more than one (1) month twice in the course of a calendar year.
- 9.5 Temporary Members shall not be required to pay any joining fee or membership subscription, but may be required to pay a Temporary Membership fee as the Board may determine.
- 9.6 Temporary Members shall be entitled to such social privileges and amenities of the Club as the Board may determine.
- 9.7 Temporary Members shall not be entitled to:
- (a) introduce Guests into the Club.
  - (b) attend or vote at general meetings of the Club
  - (c) nominate for, be elected to or serve on the Board
  - (d) serve on any Committee of the Club
  - (e) nominate or second any member for any office of the Club, nor
  - (f) propose or second any person for membership in any class.
- 9.8 The Secretary, or in the absence of the Secretary any person authorised by the Secretary, may summarily withdraw the membership of any Temporary Member at any time without notice and without being required to give reason.

## **10. GUESTS**

- 10.1 Guests may be admitted to the Club and remain on the Club premises during such times and under such provisions as the Board shall determine.
- 10.2 Persons over the age of eighteen (18) years may be admitted as Guests of an Ordinary Member, Life Member, Provisional Member or Honorary Member.
- 10.3 The Secretary shall keep on the premises a register in which shall be recorded the name and address of each Guest and the introducing member in compliance with the Registered Clubs Act.
- 10.4 Every Guest shall sign such a register and be bound by the Constitution and By-laws of the Club.

- 10.5 Guests shall:
- (a) remain in the reasonable company of the introducing member at all times while on the Club premises, and
  - (b) not remain on the Club premises any longer than the introducing member.
- 10.6 Guests shall not be required to pay a membership subscription, but may be required to pay a Guest fee as the Board may determine.

## **11. PATRONS**

- 11.1 In a general meeting the members may appoint a Patron or Patrons following a recommendation made by the Board to the meeting.
- 11.2 Any Patron who is not already a Life Member of the Club shall on appointment be deemed to be an Honorary Member of the Club and shall remain an Honorary Member while they remain a Patron.
- 11.3 A person may cease to be a Patron by:
- (a) giving notice of resignation in writing to the Secretary, or
  - (b) their Patronage being withdrawn in a general meeting by the members following a recommendation made by the Board to the meeting.

## **12. PROOF OF MEMBERSHIP**

- 12.1 Every member of the Club shall be provided with appropriate and portable proof of membership in the form of a card, badge or other means as the Board shall determine.
- 12.2 Every member of the Club shall produce their proof of membership whenever called upon to do so by a member of the Board or by any person who may be empowered by the Board to request production of such proof of membership.
- 12.3 The Board shall maintain current and complete registers of all classes of members in compliance with the Registered Clubs Act.

## **13. JOINING FEES, MEMBERSHIP SUBSCRIPTIONS AND LEVIES**

- 13.1 Joining fees, membership subscriptions, levies and any other payments payable by members shall be as determined by the Board, provided that the membership subscription is at least any minimum amount required by the Registered Clubs Act.
- 13.2 Membership subscriptions shall be paid in advance, and the Board shall determine whether these shall be paid annually or may be paid by monthly, quarterly or half-yearly instalments or for more than one (1) year at a time.
- 13.3 The Secretary shall give reasonable notice in writing to each member of the due date for payment of any membership subscription, levy or other payment determined by the Board.

## **14. NON-FINANCIAL ORDINARY MEMBERS**

- 14.1 Any Ordinary Member who becomes non-financial for whatever reason shall, from the date of becoming non-financial, not be entitled to:
- (a) attend the Club premises or use any Club facilities for any purpose without the permission of the Board, other than as a Temporary Member or Guest
  - (b) introduce Guests to the Club
  - (c) attend or vote at general meetings of the Club
  - (d) nominate for, be elected to or serve on the Board
  - (e) serve on any Committee of the Club
  - (f) nominate or second any member for any office of the Club, nor
  - (g) propose or second any person for membership in any class.
- 14.2 Any Ordinary Member who becomes non-financial shall have a period of six (6) calendar months from the date of becoming non-financial to become financial without reapplying for Ordinary Membership, or such lesser period as the Board may determine.
- 14.3 An Ordinary Member who has been non-financial for more than the period determined in Clause 14.2 may reapply for Ordinary Membership subject to the provisions given in Section 5.

## **15. CESSATION AND WITHDRAWAL OF MEMBERSHIP**

- 15.1 The Board may by resolution remove any non-financial Ordinary Member from membership of the Club, whereupon the provisions of Clause 14.2 shall not apply.
- 15.2 Any member may at any time resign their membership of the Club by giving notice in writing to the Secretary.
- 15.3 If any member refuses, neglects or otherwise fails to comply with the provisions of the Constitution or current By-laws of the Club, or is guilty of any conduct that in the opinion of the Board is unbecoming of any member or prejudicial to the interests of the Club, the Board may expel or suspend the member from the Club, subject to the following procedure and provisions:
- (a) At least one (1) week before the Board meeting at which a resolution for the member's expulsion/suspension is to be proposed, the member shall receive notice of such meeting, of what is alleged against them and of the intended resolution for their expulsion/suspension.
  - (b) The member shall at such Board meeting and before the passing of such resolution have opportunity of giving orally or in writing any explanation or defence they may think fit.
  - (c) The member may by notice in writing lodged with the Secretary at least twenty-four (24) hours before the appointed time for such Board meeting request to have the question of their expulsion/suspension dealt with by the Club in a general meeting.
  - (d) In the event of the member making such request, an EGM of the Club shall be called for that purpose.

- (e) If at such EGM a resolution for the expulsion/suspension of the member is passed by a majority of two-thirds of Full Members present (such vote to be taken by ballot), the member shall be expelled or suspended on such terms as the Board thinks fit.

## **16. REGISTERS OF MEMBERS AND GUESTS**

16.1 The Secretary shall keep the following registers in accordance with the Registered Clubs Act:

- (a) A register of Ordinary, Life and Provisional Members, setting out for each their:
  - (i) full name and residential address
  - (ii) date on which registered
  - (iii) date of last payment of membership subscription (except Life Members)
  - (iv) occupation
  - (v) class of membership, postal address for receiving notices, other contact details and other information that the Board may determine.
- (b) A register of Honorary Members, setting out for each their:
  - (i) full name and residential address
  - (ii) date on which registered
  - (iii) other contact details, period of Honorary Membership and other information that the Board may determine.
- (c) A register of Temporary Members, setting out for each their:
  - (i) full name and residential address
  - (ii) date on which registered
  - (iii) signature, and
  - (iv) period of Temporary Membership if more than one (1) day.A separate register may be kept for the purpose of Subclause (c)(iv) above.
- (d) A register of Guests of members, setting out for each Guest their:
  - (i) full name and residential address
  - (ii) date on which registered
  - (iii) signature, and
  - (iv) introducing member's signature.

16.2 Ordinary, Life and Provisional Members shall advise the Secretary of any change in their postal address for receiving notices within seven (7) days of changing such address as registered under Clause 16.1(a).

## **17. UNDERAGE PERSONS**

17.1 Persons under the age of eighteen (18) years (known as underage persons) may enter and remain in the Club in the company of responsible adults as defined in the Liquor Act, provided that such persons:

- (a) remain in the company of the responsible adults with whom they entered, and
- (b) do not enter areas of the Club accessing the bar.

17.2 Underage persons must not be registered as Temporary Members or Guests, and must not be sold or otherwise supplied with liquor.

## **18. REMOVAL OF PERSONS FROM CLUB PREMISES**

- 18.1 In addition to any powers under the Liquor Act, the Secretary or any member of the Board or an employee or volunteer of the Club (subject to Clause 18.4) may refuse to admit to the Club premises, or may turn out or cause to be turned out, any person (including a member):
- (a) who is intoxicated, violent, quarrelsome or disorderly
  - (b) who engages or uses any part of the Club premises for the purposes of prostitution
  - (c) whose presence on the Club premises renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or Liquor Act
  - (d) who hawks, peddles or sells any goods on the Club premises
  - (e) who, within the meaning of the Smoke-free Environment Act, smokes in any part of the Club premises that is designated smoke-free
  - (f) who uses or has in their possession while on the Club premises any substance that the Secretary suspects of being a prohibited drug or prohibited plant, or
  - (g) to whom the Club is authorised or required to refuse admission under the conditions of its Club licence or under a term of a local Liquor Accord.
- 18.2 If, pursuant to Clause 18.1, a person (including a member) has been refused admission to or turned out, the Secretary or any member of the Board or an employee or volunteer of the Club (subject to Clause 18.4), or the Board by resolution, may prohibit such person from entering the Club premises for a defined or indefinite period.
- 18.3 Without limiting Clause 18.2, if a person has been refused admission to the Club premises or turned out in accordance with Clause 18.1(a), the person shall not:
- (a) remain in the vicinity of the Club, nor
  - (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- 18.4 Without limiting the provisions of the Liquor Act, the employees and volunteers who are entitled to exercise the powers set out in Clauses 18.1 and 18.2 in the absence of the Secretary and any member of the Board shall be:
- (a) the senior employee or volunteer then on duty, and
  - (b) any employee or volunteer authorised by the Secretary to exercise such power.

## **19. GENERAL MEETINGS**

- 19.1 A general meeting of members of the Club shall be held only for a proper purpose.
- 19.2 General meetings include an Annual General Meeting (AGM) and an Extraordinary General Meeting (EGM):
- (a) An AGM is held at least once each calendar year in accordance with Section 20.
  - (b) An EGM is called to address a specific topic, which may be urgent.
- 19.3 The Board may call and arrange a general meeting of the Club whenever it thinks fit.

- 19.4 The Board shall call and arrange a general meeting on the request of Full Members under the following conditions:
- (a) The request for a general meeting must comply with Clause 19.1.
  - (b) The request must be made by Full Members numbering at least five percent (5%) of the votes that may be cast at the general meeting.
  - (c) The request must be in writing, must state any resolution to be proposed at the meeting, must be signed by the Full Members making the request, and must be given to the Secretary. Multiple copies of the requesting document may be used for signing if the wording of the request is identical in every copy.
  - (d) The Board, so far as is possible, must call the meeting in the same way as it calls general meetings of the Club.
  - (e) The Board must call the meeting within twenty-one (21) days after the request is given to the Secretary and hold the meeting within two (2) months after the request is given to the Secretary.
  - (f) If the Board does not meet the deadline for holding a general meeting given in Subclause (e) above, a simple majority of the members who requested such meeting may call and arrange the meeting.
  - (g) To call the meeting under Subclause (f) above, the members requesting the meeting may ask the Secretary for a copy of the Register of Members in which event the Secretary must give the members a copy of the Register of Members without charge.
- 19.5 The President shall preside as Chairman at every general meeting of the Club subject to the following exceptions:
- (a) If there is not a President, or if the President is not present within fifteen (15) minutes after the time appointed for the meeting or is unwilling to act, the Vice-President shall preside as Chairman.
  - (b) If pursuant to Subclause (a) above the Vice-President is not present or is unwilling to act, the Full Members present shall elect a Full Member to be the Chairman of the meeting.
- 19.6 The Chairman of any general meeting (including an AGM) must allow reasonable opportunity for the Full Members at the meeting to ask questions about, or make comments on, the management of the Club.
- 19.7 The Board shall arrange for the proceedings and resolutions of general meetings to be minuted and recorded in a minutes book.

## **20. ANNUAL GENERAL MEETINGS**

- 20.1 An AGM shall be held annually at such time and place as may be determined by the Board, but within five (5) months of the close of the Club's financial year or other maximum period required by the Corporations Act.

- 20.2 The business to be transacted at an AGM shall be to:
- (a) receive and consider the minutes of the previous AGM and the minutes of any other general meeting requiring information
  - (b) receive and consider reports, including accounts, balance sheets, reports of the Board, and Auditor or other financial reviewer (if any)
  - (c) elect members of the Board
  - (d) approve payment of honorariums (if any)
  - (e) elect Life Members (if any) according to Section 5
  - (f) deal with any other business the general nature of which has been notified in writing to members at least twenty-one (21) days prior to the AGM.
- 20.3 If the Club's Auditor or other financial reviewer (if any) is at the AGM, the Chairman shall allow reasonable opportunity for members to question that person about the conduct of the audit or financial review and about any report prepared by them.

## **21. QUORUM FOR GENERAL MEETINGS**

- 21.1 No business shall be transacted at any general meeting unless a quorum is present at the time the meeting proceeds to business.
- 21.2 At any general meeting of the Club, twenty (20) eligible members present in person shall constitute a quorum.
- 21.3 If a quorum is not present within thirty (30) minutes from the time appointed for the general meeting, the meeting shall:
- (a) if convened on the request of Full Members pursuant to Clause 19.4, be dissolved, or
  - (b) in any other case, be adjourned in accordance with Section 24.

## **22. NOTICES OF GENERAL MEETINGS**

- 22.1 Subject to the provisions of the Corporations Act relating to Special Resolutions and agreements for short notice:
- (a) at least twenty-one (21) days notice in writing of any general meeting of members of the Club (including an AGM) shall be given,
  - (b) except in the case of an urgent EGM, for which at least seven (7) days notice in writing shall be given.
- 22.2 Notices of general meetings shall be provided to:
- (a) all Life Members and Ordinary Members eligible to attend under Clause 23.1, except those who (having no registered address within the State) have not supplied to the Club an address within the State for the receiving of notices, and
  - (b) the Club's Auditor or other financial reviewer (if any).
- 22.3 Notice shall be given exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given, as required under the Corporations Act.

- 22.4 A notice of a general meeting of the members of the Club shall:
- (a) be in writing
  - (b) set out the place, time and date of the meeting
  - (c) state the general nature of the meeting's business, and
  - (d) if a Special Resolution is to be proposed at the meeting, include the terms of the resolution and a statement that it is a Special Resolution.
- 22.5 Neither the accidental omission to give notice of a meeting, nor the non-receipt by any entitled person of notice of the meeting, shall invalidate any proceedings at such meeting, unless such proceedings are declared void under the Corporations Act.
- 22.6 Form of notices:
- (a) Notices of meeting, along with any papers pertaining to Special Resolutions and other documents, may be sent to members in either print or electronic form as a member may specify or as the Board may decide.
  - (b) Notwithstanding Subclause (a) above, hard copies of any notices, papers pertaining to Special Resolutions and other documents shall be provided to members on request.

### **23. ATTENDANCE AND VOTING AT GENERAL MEETINGS**

- 23.1 Subject to the Registered Clubs Act, only Life Members and Ordinary Members shall be entitled to attend and vote at a general meeting (including an AGM) of the Club.
- 23.2 No persons other than those eligible under Clause 23.1 shall attend an AGM without the specific approval of the Board, with the exception of the Club's Auditor or financial reviewer (if any).
- 23.3 No person shall attend or vote at any general meeting of the Club or vote at any election (including an election of a member of the Board) as the proxy of another person, in accordance with the Registered Clubs Act.
- 23.4 Every member entitled to vote shall be allowed to vote.
- 23.5 Voting shall be on a show of hands unless a ballot is demanded.
- 23.6 If voting is by a show of hands, a declaration by the Chairman that a resolution has been carried or not carried, and an entry made to that effect in the minutes of the meeting, together shall be conclusive evidence of the result, without record being required of the number or proportion of votes for or against the resolution.
- 23.7 Voting by ballot shall conform to the following:
- (a) Either five (5) members present and voting, or the Chairman, may demand a ballot.
  - (b) If a ballot is duly demanded:
    - (i) the ballot shall be taken in such manner and at such time (either at once or after an interval or adjournment) as the Chairman directs, and
    - (ii) the result of the ballot shall be recorded as the resolution of the meeting at which the ballot was demanded.
  - (c) A ballot demanded for the election of a Chairman, or on a question of adjournment, shall be taken forthwith.
  - (d) A demand for a ballot may be withdrawn before the ballot is taken.

23.8 Ordinary Resolutions:

- (a) In accordance with the Corporations Act, an Ordinary Resolution shall be any resolution that requires a simple majority.
- (b) Questions and Ordinary Resolutions submitted to a general meeting shall be decided by a simple majority of votes from the members present and eligible to vote, either by a show of hands or by ballot. In the event of an equality of votes, the Chairman shall have a second or casting vote.

23.9 Special Resolutions:

- (a) In accordance with the Corporations Act, a Special Resolution shall be any resolution that will change the Constitution or that pertains to any other matter that is highly significant and requires exception to the rule of a simple majority.
- (b) A Special Resolution submitted to a general meeting shall be decided, by ballot, by a majority of three-quarters of votes from the members present and eligible to vote.

**24. ADJOURNMENT OF GENERAL MEETINGS**

24.1 The Chairman of a general meeting at which a quorum is present may (and shall if so directed by the meeting) adjourn the meeting to another day or time or place.

24.2 In the event that a general meeting is adjourned due to lack of a quorum pursuant to Clause 21.3(b):

- (a) The meeting shall be adjourned to the same day in the next week at the same time and same place, or to any other later day or time or place as the Board may determine.
- (b) If at the reconvened meeting a quorum is not present within thirty (30) minutes after the time appointed for the meeting:
  - (i) the members present, if not less than two (2), shall be the quorum and may transact any business for which the meeting is held, or
  - (ii) in any other case the meeting shall be dissolved.

24.3 No business shall be transacted at any reconvened meeting other than business left unfinished at the adjourned meeting.

24.4 If a general meeting is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjournment or of business to be transacted at a reconvened meeting; but if a general meeting is adjourned for thirty (30) days or more, notice of the adjournment and reconvened meeting shall be given according to Section 22.

**25. INCOME AND ACCOUNTS**

25.1 The income and property of the Club shall be applied solely towards the promotion and management of the Club.

25.2 No portion of the income and property of the Club shall be paid or transferred to Club members, either directly or indirectly by way of dividend, bonus or otherwise.

- 25.3 The financial year of the Club shall commence on the first day of July in each calendar year and end of the last day of June in the following calendar year, or be such period as the Board may determine having regard to the Corporations Act.
- 25.4 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 and the Registered Clubs Act.
- 25.5 The records of account shall be kept at the Registered Office of the Club or at such place as the Board thinks fit.
- 25.6 Profit and loss accounts and balance sheets shall be prepared on at least a quarterly basis (or at other minimum frequency specified by the Registered Clubs Act) for review by the Board, and these financial statements shall be made available to Full Members of the Club within forty-eight (48) hours of being adopted by the Board.
- 25.7 Access to financial statements:
- (a) Full Members shall be permitted to inspect any account or book or paper of the Club (except as conferred by statute) by written request to the Secretary, who shall determine the time and place for such inspection.
  - (b) A notice shall be displayed in the form approved by the Director of Liquor and Gaming on the Club's noticeboard and website (if any) stating how Full Members can access the financial statements.
  - (c) A copy of financial statements shall be provided to any Full Member or to the Director of Liquor and Gaming on their written request to the Secretary.
- 25.8 The Board shall, not less than twenty-one (21) days before each AGM and in any event within five (5) months after the end of the financial year of the Club, report to members in accordance the Corporations Act.
- 25.9 In accordance with the Corporations Act, the Board shall lay before the AGM in respect of the financial year ending immediately prior to the AGM:
- (a) the financial report of the Club
  - (b) the Directors' report, and
  - (c) the Auditor or other financial reviewer's report (if any).

## **26. AUDITING**

- 26.1 The Board shall reserve the right to appoint an Auditor or other financial reviewer (who shall not be a member of the Club) as it sees fit, in accordance with the Corporations Act.
- 26.2 The Board shall ensure that each year the financial records of the Club are reported on by a qualified accountant (who shall not be a member of the Board), in accordance with legislative requirements and for the benefit of members.
- 26.3 The Board shall ensure that the financial records of the Club are fully audited at least once every five (5) years, or when a full audit is required under the Corporations Act or is requested by members pursuant to Clauses **20.2(b) and 20.3**.

## 27. STRUCTURE AND ELECTION OF THE BOARD

- 27.1 Members of the Board shall be Life Members or Ordinary Members.
- 27.2 The Board of the Club shall consist of a President, a Vice-President, a Treasurer and five (5) ordinary Board members.
- 27.3 All Board members shall retire at each AGM but shall be eligible for re-election, subject to Clauses 27.4 and 27.5.
- 27.4 [Replaced 9/10/14 as follows]  
The periods of continuous service of President and Vice-President shall be limited as follows (where 'year' means the period between successive AGMs):
- (a) No person shall serve continuously as President for more than three (3) years.
  - (b) No person shall serve continuously as President and/or Vice-President for a combined period of more than six (6) years. A person who has so served shall not be eligible for re-election as President or Vice-President for at least one (1) year.
- 27.5 [Amended 9/10/14 as follows]  
In the event that for two (2) consecutive years there is no change in the Board membership other than the President and Vice-President (where 'year' means the period between successive AGMs):
- (a) Of the remaining six (6) Board members, the member with the longest period of continuous service on the Board shall retire and shall not be eligible for re-election to the Board for at least one (1) year.
  - (b) If two or more members liable to retire pursuant to Subclause (a) above have held office for equal periods of continuous service, the member to retire shall be determined by mutual agreement or, failing that, by lot.
- 27.6 The Board shall be elected at each AGM by eligible members present and voting, and the Board members so elected shall hold office until the next AGM.
- 27.7 The election of Board members at an AGM shall take place in accordance with the following provisions:
- (a) Any two Life Members or Ordinary Members may nominate and second any other Full Member to serve in any office or offices on the Board.
  - (b) Nominations shall be in writing, shall be signed by the candidate and their proposer and seconder, and shall be delivered to the Secretary of the Club at least ten (10) days before the AGM at which the election is to take place.
  - (c) A list of candidates' names in alphabetical order, with the names of each candidate's proposer and seconder and the office(s) on the Board for which they are nominated, shall be compiled forthwith by the Secretary and exhibited on the Club noticeboard for at least seven (7) days immediately preceding the AGM at which the election is to take place
  - (d) If more than one (1) nomination is received for the office of President or Vice-President or Treasurer, the election for that office shall be conducted by ballot.
  - (e) If more than five (5) nominations are received for the office of ordinary Board member, the elections for that office shall be conducted by ballot.

- (f) In the event of there being received only one (1) nomination for election as President or Vice-President or Treasurer, or not more than five (5) nominations for election as ordinary Board member, then the person or persons nominated shall be automatically elected to the relevant offices without proceeding to ballot or vote.
- 27.8 In the event of there being insufficient candidates to fill all vacancies on the Board at an AGM, or in the event of casual vacancy occurring among Board members, then, subject to Clause 27.12:
- (a) The Board may reallocate offices among the existing Board members without reference to the offices to which such Board members were originally elected.
  - (b) In addition to or in lieu of reallocation under Subclause (a) above, the Board may invite and appoint a Full Member to fill any vacant office, and any Board member so appointed shall hold office until the next AGM.
  - (c) Any Board member who is reallocated or appointed to the office of President, Vice-President or Treasurer under Subclause (a) or (b) above shall thereafter be known by the full title of that office.
- 27.9 Quorum of the Board:
- (a) The quorum necessary for the transaction of business by the Board shall be three (3) or such greater number as the Board may determine.
  - (b) The Board may function regardless of any vacancies in the Board so long as the number of Board members is at least the quorum.
  - (c) In the event that the number of Board members falls below the quorum, the Board shall call a general meeting of the Club.
- 27.10 At a general meeting, the Club may by Special Resolution remove any Board member before their period of office has expired and may by Ordinary Resolution elect another member in their stead. Any Board member so elected shall hold office until the next AGM.
- 27.11 The office held by a Board member shall become vacant if the Board member:
- (a) ceases to be a Full Member of the Club by virtue of the Registered Clubs Act
  - (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally
  - (c) becomes prohibited from being a director of a company by reason of any Order made under the Corporations Act
  - (d) becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under legislation relating to mental health
  - (e) resigns their office by notice in writing to the Secretary
  - (f) is absent for more than three (3) consecutive Board meetings without the Board's permission
  - (g) is or becomes an employee of the Club
  - (h) ceases to be a Full Member of the Club, or
  - (i) is or becomes subject to Clause 27.12 and does not declare their interest.
- 27.12 Any Board member who has a direct or indirect financial interest in a hotel, or in a contract or potential contract with the Club, shall declare such interest as required by the Registered Clubs Act.

## **28. SECRETARY**

- 28.1 At any time there shall be one Secretary of the Club, who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act and shall be registered as Secretary as required by that Act.
- 28.2 The Secretary shall be appointed by the Board and may be removed by the Board.
- 28.3 If the Secretary is a Board member, the Secretary may concurrently hold the office of President, Vice-President or Treasurer, at the Board's discretion.
- 28.4 If the Secretary is not a Board member, the Secretary may attend Board meetings, at the Board's discretion, but shall not be permitted to vote at such meetings.
- 28.5 The Board shall determine the functions, powers and duties of the Secretary in so far as these determinations do not contravene the statutory requirements of the Secretary under the Corporations Act and the Registered Clubs Act.
- 28.6 The Secretary shall keep the following full and complete records and documents:
- (a) the Constitution, By-laws and any other rules of the Club
  - (b) registers of all members and Guests of the Club pursuant to Section 16
  - (c) minutes of all general and Board meetings held in accordance with the Constitution
  - (d) all correspondence and other documents relevant to the general meetings and dealings of the Board and the Club, and
  - (e) any other records and detail that the Club may require.
- 28.7 The Secretary as Chief Executive Officer under the Registered Clubs Act shall be responsible for the Liquor Licence and for all regulations pertaining to said licence as stipulated in the various relevant Acts.
- 28.8 The Secretary, in accordance with the Corporations Act, shall give notice of general meetings in accordance with the Constitution and as prescribed in any relevant legislation or according to accepted practice.
- 28.9 The Secretary shall ensure that the Constitution and all current By-laws are exhibited conspicuously on the Club premises and readily available for Full Members to access or obtain copies.

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

- 29.1 The business and affairs of the Club shall be managed by the Board.
- 29.2 The Board shall exercise all such powers of the Club in general meetings pursuant to and in accordance with the Corporations Act and Constitution.
- 29.3 No decision made by the Club at a general meeting shall invalidate any prior valid act of the Board.
- 29.4 All decisions made by the Board shall be in accordance with the relevant Acts under which the Club operates.

29.5 Transfer of capital:

- (a) The Board may exercise all powers of the Club to borrow money and, subject to the Constitution, to mortgage or charge the Club's property or any part thereof and so to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club.
- (b) The real estate of the Club in its entirety shall not be conveyed, transferred, mortgaged, leased or otherwise dealt with, other than in accordance with the usual conduct of the Club's affairs, without the authority of a Special Resolution of the Club at a general meeting.

29.6 Payments:

- (a) The Board shall have authority to pay all expenses incurred in registering, promoting and managing the Club.
- (b) The Board shall determine the extent and methods for payments.
- (c) All cheques drawn for the purpose of payments shall be signed and drawn by two (2) Board members, one of whom shall be the Treasurer, or in such manner as the Board may determine.
- (d) All electronic transactions for the purpose of payments shall be conducted by the Treasurer or by one (1) other Board member as determined by the Board.
- (e) The Board may extend financial delegations to Full Members in such manner and extent as it may determine. Such delegations shall be recorded in the minutes of the meeting(s) where the delegations were determined.

29.7 Minutes:

- (a) The Board shall cause minutes to be made of:
  - (i) the names of all members present at all meetings of the Club, the Board and any Committees, and
  - (ii) the proceedings and correspondence at all meetings of the Club, the Board and any Committees.
- (b) Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

29.8 By-laws:

- (a) The Board shall have the power to pass, amend and revoke By-laws for the purpose of regulating the affairs of the Club and its property and amenities, or for the purpose of interpreting or actioning provisions in the Constitution.
- (b) All such By-laws shall be in accordance with the Constitution and all relevant Acts under which the Club operates, and any By-law that is or becomes in conflict with the Constitution or any relevant legislation shall forthwith be repealed, amended or replaced by the Board.
- (c) All such By-laws shall be binding until repealed, amended or replaced by the Board or set aside by resolution at a general meeting of members.

29.9 A decision of the Board on the Constitution or interpretation of the Constitution, or on any Bye-Law of the Club made pursuant to the Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.

29.10 The Board shall cause proper accounting and other financial records to be kept and shall make such financial records available for inspection in accordance with Section 25.

29.11 Register required under the Registered Clubs Act:

- (a) The Board shall cause a register to be kept containing such information relating to the management and financial administration of the Club as the Director of Liquor and Gaming may require.
- (b) Full Members shall be permitted to inspect the register by written request to the Secretary, who shall determine the time and place for such inspection.
- (c) A notice shall be displayed in the form approved by the Director of Liquor and Gaming on the Club's noticeboard and website (if any) stating how Full Members can access the register.

### **30. PROCEEDINGS OF THE BOARD**

30.1 Frequency of meetings:

- (a) The Board shall meet at least monthly to conduct the business of the Club, or at such other frequency specified by the Registered Clubs Act.
- (b) Subject to Clause 30.1(a), the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (c) A member of the Board may, through the Secretary, request a meeting of the Board at any time.

30.2 Resolutions and voting:

- (a) Any questions, resolutions or motions arising at any Board meeting shall be decided by voting in accordance with the following:
  - (i) A simple majority vote is deciding.
  - (ii) In the case of equality of votes, the Chairman shall have a second and casting vote.
- (b) The Board may make resolutions through the use of electronic media, such resolutions being carried by a simple majority vote. Any such resolutions shall be minuted at the next Board meeting.
- (c) A Board member shall not vote in respect of any contract or proposed contract with the Club in which they are interested, or any related matter, subject to Clause 27.12.
- (d) A majority vote on any questions, resolutions or motions arising at any Board meeting shall be deemed a determination by the Board as a whole.
- (e) A resolution in writing signed by all Board members shall be as valid and effectual as if it had been passed at a Board meeting. Any such resolution may consist of separate identical documents, each signed by one or more Board members.

30.3 Conduct of meetings:

- (a) The President shall preside as Chairman at all Board meetings.
- (b) In the absence of the President, or if the President is not present within ten (10) minutes after the appointed time for the meeting, the Vice-President shall be Chairman.

- (c) In the absence of the President and the Vice-President or if neither is present within ten (10) minutes after the appointed time for the meeting, the Board members present may choose a person among them to be Chairman of the meeting.
  - (d) If a quorum is not present within thirty (30) minutes after the appointed time for a meeting, the meeting shall be adjourned to a time and date within seven (7) days of the adjournment, decided by the Board members present
- 30.4 The Board may establish and disband purposeful Committees, which shall be and operate as follows:
- (a) Any such Committee shall consist of Board members and other Full Members appointed by the Board.
  - (b) The purpose of any such Committee shall be designated and limited by the Board.
  - (c) Any such Committee shall, in the exercise of any powers delegated to it, conform to any rules imposed by the Board.
  - (d) Any such Committee may meet and adjourn as often as it sees fit.
  - (e) Any such Committee may elect a Chairman of its meetings, but if no such Chairman is elected or if the Chairman is not present within ten (10) minutes after the time appointed for a meeting, the Committee members present may choose a person among them to be Chairman of the meeting.
  - (f) Questions arising at any such Committee meeting shall be determined by a majority of votes, and in the case of an equality of votes the Chairman shall have a second or casting vote.
  - (g) With respect to any financial matters that may arise from the deliberations of any such Committee, the Committee shall be limited to making recommendations to the Board.
- 30.5 In the event that it is discovered that there was some defect in the appointment of any Board or Committee member, or that such member was disqualified, then all acts done by the Board or Committee while involving such member shall be as valid as if all Board or Committee members at the time were duly appointed and qualified.
- 30.6 A person shall not attend or vote at any meeting of the Board or any Committee as the proxy of another person.

## **31. EXECUTION OF DOCUMENTS**

- 31.1 Documents are papers committing the Club to substantial financial or procedural undertakings, and include contracts, leases, deeds and financial agreements.
- 31.2 The Club may execute a document with the signatures two (2) Board members:
- (a) one of whom shall be the Secretary, or
  - (b) in the absence of the Secretary, one of whom shall be the President, Vice-President or Treasurer.
- 31.3 The Club must not execute a document except by the previously given authority of a resolution passed at a Board meeting.

## **32. NOTICES**

- 32.1 The Club may give a notice to any Ordinary, Life or Provisional Member by:
- (a) personal delivery
  - (b) posting it to the member's address for receiving notices recorded in the register of members kept pursuant to Clause 16.1, or
  - (c) sending it to an electronic address supplied by the member.
- 32.2 Notwithstanding Clause 32.1, notices of all general meetings shall be given in accordance with Section 22.

## **33. INDEMNITY OF DIRECTORS AND SECRETARIES**

- 33.1 Every Director and former Director of the Club (known as Board members) 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 Director in defending any proceedings whether civil or criminal.
- 33.2 The Club may pay a premium for a contract that insures a person who is a Director or former Director of the Club against any liability incurred by them in their capacity as Director, provided that the liability:
- (a) is not a liability in respect of which a premium cannot be paid under the Corporations Act, and
  - (b) does not contravene the Corporations Act.
- 33.3 Clauses 33.1 and 33.2 shall apply also to every Secretary and former Secretary of the Club who is/was not a Director (Board member) against any liability incurred by them in their capacity as Secretary.

## **34. WINDING UP AND LIMIT OF LIABILITY**

- 34.1 The liability of the Full Members of the Club is Limited.
- 34.2 In the event of the Club being wound up, every current Full Member undertakes to contribute to the assets of the Club a required amount not exceeding twenty dollars (\$20), for payment of the debts and liabilities of the Club and the expenses of winding up and for adjustment of the rights of the contributories among themselves.
- 34.3 If upon the winding up of the Club, and after satisfaction of all the Club's debts and liabilities, there remain any assets whatsoever, those assets:
- (a) shall not be paid to or distributed among any members of the Club, but
  - (b) shall be given or transferred to some other institution or institutions, determined by the current Full Members, that:
    - (i) has/have aims similar to the aims of the Club, and
    - (ii) shall prohibit the distribution of its/their income and property among its/their members to an extent at least as great as that imposed on the Club under Clause 25.2.

34.4 If upon the winding up of the Club, and after satisfaction of all the Club's debts and liabilities, there remain any assets whatsoever and the provision of Subclause 34.3(b) above cannot be effected, that provision shall apply instead to the transfer of any remaining assets to some charitable institution or institutions.

**35. INTERPRETATION AND AMENDMENT OF CONSTITUTION**

35.1 The Board shall make conclusive and binding interpretations of the Constitution and any matters arising therefrom, pursuant to Clause 29.9.

35.2 The Constitution may be amended only by Special Resolution passed at a general meeting of members of the Club. <end>