CONSTITUTION

OF

INGLEBURN RSL SUB-BRANCH

CLUB LIMITED

ABN 38 163 551 086

70 Chester Road Ingleburn NSW 2565

Amended:	21 April 2016
Amended:	30 July 2020 (Annual General Meeting)
Amended:	30 July 2020 (Extraordinary General Meeting)
Amended:	28 April 2022
Amended:	30 May 2024 (Annual General Meeting)
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1. NAME OF COMPANY

1.1 The name of the Company is Ingleburn RSL Sub Branch Club Limited.

2. PRELIMINARY

2.1 The Company shall be 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 Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

2.4 The Constitution and By-laws of the Club have effect as a contract between:

(a) the Club and each member; and

(b) the Club and each director;

(c) each member and each other member,

under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.

2.5 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

3. DEFINITIONS

3.1 In this Constitution unless there be something in the subject or context inconsistent therewith:

(a) **"The Act"** means 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.

(b) "**AML/CTF Act**" means the Anti-Money Laundering and Counter Terrorism Financing Act 2006. Any reference to a provision of the AML/CTF Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the AML/CTF Act however that provision may be amended in that legislation.

(c) **"The Board"** means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.

(d) "**By-Laws**" shall mean the By-laws and Regulations made in accordance with this Constitution.

(e) "**The Club**" means Ingleburn RSL Sub-Branch Club Limited ABN 38 163 551 086.

(f) "**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.

(g) "**Club Redfern**" means Club Redfern Limited.

(h) "**Constitution**" means this Constitution.

(i) "**Director Identification Number**" means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club.

(j) **"Executive"** means the President, and Vice President.

(k) **"Financial member**" means a member of the Club who has renewed their membership and paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

(l) "**Full member**" means any person who is in one of the categories of membership referred to in Rule 10.2.

(m) "**Gaming Machines Act"** means the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

(n) **"In writing"** and **"written"** include printing, typing, lithography and other modes of representing or reproducing words in visible form in the English Language.

(o) **"Ingleburn Bowling Club"** means Ingleburn Bowling & Recreation Club Co-operative Limited.

(p) **"Ingleburn Sub Branch"** means Ingleburn RSL Sub-Branch Inc.

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

(r) "**Liquor or Gaming Policy**" means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation.

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

(t) "**The Office**" means the registered office for the time being of the Club.

(u) **"Quarter"** means a period of 3 months ending on 31 March, 30 June, 30 September, or 31 December.

(v) "**Registered Clubs Act**" means the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

(w) "**Rules**" means the rules comprising this Constitution.

(x) "**RSL**" means the Returned and Services League of Australia (N.S.W. Branch) Inc.

(y) "**Secretary**" includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.

(z) **"Serviceman"** means any person who comes within the definition of servicemen in the Constitution of the Returned and Services League of Australia (NSW) Branch Inc.

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

(bb) "**Sub Club**" means any sporting, social or recreational club, incorporated or otherwise, that pursuant to a resolution of the Board under Rule 30.10 is or has been established and is affiliated or becomes affiliated with the Club.

3.2 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 of the Club are:

(a) To establish, provide and maintain under such terms and conditions as may from time to time be determined by the Board, a Club for the purpose of providing all necessaries, conveniences and facilities for social intercourse, literary and other lawful purposes and for furthering the objects of the RSL.

(b) In furtherance of the objects of the Club to maintain and hold a Club Licence under the Liquor Act and for the purposes of the Registered Clubs Act to appoint a manager or officer to act as the Secretary Manager and Chief Executive Officer of the Club.

(c) In pursuance of the objects of the Club to hold, promote, assist or encourage sales of work, bazaars, entertainments, competitions, displays, public and other meetings and to take or hire any public hall or other buildings for any such purpose and to procure or authorise the delivery of lecturers or addresses calculated to benefit he Club or a Branch of its work and to distribute gratuitously or otherwise literature of any kind connected with or calculated to assist any of the objects of the Club.

(d) To undertake and execute any agency business which may seem to the Club conductive to any of its objects.

(e) To promote any of the objects of the said Returned and Services League of Australia, to affiliate with any other organisation and pay any fees or moneys to anybody having objects similar to those of this Club.

(f) To provide Club Rooms, Social Rooms, Reading Rooms and other amenities for members and their guests.

(g) To purchase, take on lease or in exchange, charge, hire or otherwise acquire any lands, buildings, easements, rights of property real or personal which may be deemed necessary or convenient for any of the purposes of the Club.

(h) To sell, convey, transfer, lease, assign, mortgage, charge, give in exchange, dispose of, manage or otherwise deal with all or any of the property, real or personal of the Club subject to any limitation contained in the Registered Clubs Act and Liquor Act.

(i) To borrow, raise or give security for any money on such terms as the Club may think fit and in particular by the issue of bonds, bills of exchange, promissory notes, securities, mortgages or debentures charged upon all or any part of the property of the Club and to purchase redeem or pay off any such securities.

(j) To raise and collect funds by private subscription, public appeal, art unions, donations or otherwise and to accept any deed or gift of property whether subject to any special trust or not for all or any of the objects of the Club.

(k) To invest and deal with the funds and moneys of the Club in and upon such securities and investments and in such manner and on such terms and conditions as may from time to time be determined and from time to time vary and realise such securities and investments.

(l) To give any guarantee and to enter into any bond in connection with the affairs of the Club and to indemnify any person or persons who may incur or have incurred any personal liability for the benefit of the Club.

(m) In pursuance with the objects of the Club to hold, promote, assist or encourage sales of work, bazaars, entertainments, competitions, displays, public and other meetings and to take or hire any public hall or other building for any such purpose and to procure or authorise the delivery of lectures or addresses calculated to benefit the Club or any branch of its works and to distribute gratuitously or otherwise literature of any kind connected with or calculated to assist any of the objects of the Club.

(n) To undertake and execute any trust or agency which may seem conducive to any of the objects of the Club.

(o) To engage, appoint or discharge with or without remuneration such managers, superintendents, organisers, secretaries, accountants, solicitors, employees of all kinds and others as may be required or found necessary for the proper working administration or carrying on of the Club.

(p) To do all such other lawful acts, deeds, matters and things and to enter into and make such arrangements as may be incidental or conducive to the attainment of the above objects or any of them.

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 five dollars ($5.00) 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 the Ingleburn Sub Branch.

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.

8.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.

8.3 Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.

8.4 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.

8.5 Subject to Rule 8.6 nothing in this Constitution shall prevent the payment:

(a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;

(b) In good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;

(c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;

(d) of reasonable and proper rent for premises demised or let by any member to the Club.

8.6 A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:

(a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act;

(b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;

(c) interest at the rate referred to in Rule 8.5(c) above on any money lent by the director of the Club;

(d) a benefit provided in accordance with Section 10(6A) of the Registered Clubs Act;

(e) rent referred to and in accordance with Rule 8.5(d).

9. LIQUOR & GAMING

9.1 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 9.1 does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.

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

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

9.4 The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

9.5 Subject to Section 73(2)(b) of the Gaming Machines Act the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club

and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.

9.6 Subject to Section 74(2) of the Gaming Machines Act the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

9.7 Under the AML/CTF Act the Club:

(a) is a reporting entity;

(b) provides a designated service to its members and patrons;

(c) may be required to carry out such enquiries of members and other patrons, as considered necessary by the Club, to verify the member or patrons' identity; and

(d) may be required to undertake *"enhanced due diligence"* of certain members and patrons, in certain circumstances.

9.8 In Rule 9.7 *"enhanced due diligence"* means implementing measures including but not limited to obtaining more detailed information about the member or patron and verifying the nature of any business relationship, the source of funds, source of wealth and conducting more frequent and thorough monitoring of the member or patron's transactions within the Club.

9.9 Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce:

(a) its obligations under the AML/CTF Act; and

(b) any Liquor or Gaming Policy,

which may include preventing anyone (including members) from entering or remaining on any of the premises or any part of the premises of the Club and the provisions of Rule 20 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

10. MEMBERSHIP

10.1 No person under the age of eighteen (18) years shall be admitted as a member of the Club except as a Junior member.

10.2 The Full membership of the Club shall be divided into the following categories:

(a) Honorary Life members; and

(b) Service members;

(c) Social members;

(d) Bowling members;

(e) Junior members;

(f) Ingleburn Bowling Club members;

(g) Club Redfern 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.

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

SERVICE MEMBERS

10.5 Service members shall be persons who are financial members of the Ingleburn Sub Branch, and who are elected to Service membership of the Club together with those persons who are listed in the Register of Members as Ordinary members as at the date of registration of the Club as a corporation under the Act.

10.6 Service members are entitled to:

(a) all the social privileges and advantages of the Club;

(b) attend and vote at Annual General Meetings and general meetings of the Club;

(c) subject to Rule 26 and the terms of this Constitution generally, nominate for and be elected to hold office on the Board;

(d) vote in the election of the Board;

(e) vote on any special resolution to amend this Constitution;

(f) propose, second, or nominate any eligible member for any office of the Club;

(g) propose, second or nominate any eligible member for Honorary Life membership;

(h) introduce guests to the Club.

SOCIAL MEMBERS

10.7 Social members shall be persons who have attained the age of eighteen (18) years and are elected to Social membership of the Club together with those persons who are listed in the Register of Members as Social members as at the date of registration of the Club as a corporation under the Act.

10.8 Social members are entitled to:

(a) all the social privileges and advantages of the Club;

(b) attend and vote at Annual General Meetings and general meetings of the Club except on any Special Resolution to alter or amend Rules 10.6, 10.8, 10.14,

10.18, 10.21, 10.23, 26, 27 and 47.1;

(c) nominate for and be elected to hold up to a maximum of two positions of Ordinary Director on the Board;

(d) vote in the election of the Board;

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

(f) propose, second or nominate any eligible member for Life membership;

(g) introduce guests to the Club.

HONORARY LIFE MEMBERS

10.9 An Honorary Life member shall be any member who has rendered outstanding service to the Club and has been granted Honorary Life membership of the Club in accordance with this Constitution.

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

10.11 Candidates for Honorary Life membership shall be nominated by one Full member and seconded by another Full member. The nominations shall be forwarded to the Board of the Club for approval.

10.12 If a nomination for Honorary Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than 21 days written notice of the nomination shall be given to all members eligible to vote at that meeting.

10.13 If a nomination for Honorary Life membership is approved by a resolution passed by not less than a simple majority of the members present and voting at the general meeting the person nominated shall thereby be an Honorary Life member of the Club.

10.14 Subject at all times to Rule 26 in relation to eligibility to be elected to the Board Honorary Life Members shall be entitled to the rights and privileges of Service members.

10.15 An Honorary Life member is relieved from the payment of any annual subscription.

10.16 No more than two (2) members shall be made Honorary Life members in any one financial year.

BOWLING MEMBERS

10.17 Bowling members shall be persons who have attained the age of eighteen (18) years and been elected or transferred to Bowling membership of the Club.

10.18 Bowling members are entitled to:

(a) all the social and bowling privileges and advantages of the Club;

(b) attend and vote at Annual General Meetings and general meetings of the Club except on any Special Resolution to alter or amend Rules 10.6, 10.8, 10.14, 10.18, 10.21, 10.23, 26, 27 and 47.1

(c) nominate for and be elected to hold up to a maximum of two positions of Ordinary Director on the Board;

(d) vote in the election of the Board;

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

(f) propose, second or nominate any eligible member for Life membership;

(g) introduce guests to the Club.

JUNIOR MEMBERS

10.19 Junior members shall be persons who have not attained the age of eighteen (18) years and are elected to Junior membership of the Club.

10.20 A person shall not be admitted as a Junior member of the Club unless the Board:

(a) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or a Sub club; and

(b) has received from that persons parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by the Club or a Sub club;

(c) is satisfied that the person will take part in regular sporting activities organised by the Club or a Sub club.

10.21 Subject to the provisions of the Registered Clubs Act, Junior members are entitled to such playing and social privileges and advantages of the Club as may be determined by the Board from time to time but shall not be entitled to:

(a) attend or vote at general meetings (including Annual General Meetings) of the Club;

(b) nominate for or be elected to hold office on the Board;

(c) vote in the election of the Board;

(d) vote on any Special Resolution (including a Special Resolution to amend 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; introduce guests to the Club.

INGLEBURN BOWLING CLUB MEMBERS

10.22 Ingleburn Bowling Club members shall be those persons who are full members (as

defined in the Registered Clubs Act) of Ingleburn Bowling Club and who are admitted to membership of the Club pursuant to Rule 48 for the purposes of the amalgamation between the Club and Ingleburn Bowling Club.

10.23 The following shall apply in respect of the admission of Ingleburn Bowling Club members to membership of the Club and the rights and entitlements of Ingleburn Bowling Club members:

(a) Ingleburn Bowling Club membership will be divided into three sub classes – Ingleburn Bowling Club Bowling members, Ingleburn Bowling Club Social members and Ingleburn Bowling Club Junior members.

(b) Life members and Bowling members of Ingleburn Bowling Club will be admitted to membership of the Club as "Ingleburn Bowling Club Bowling members. Ingleburn Bowling Club Bowling members will have the same rights and privileges as Bowling members.

(c) Social members of Ingleburn Bowling Club will be admitted to membership of the Club as Ingleburn Bowling Club Social members. Ingleburn Bowling Club Social members will have the same rights and privileges as Social members.

(d) Junior members of Ingleburn Bowling Club will be admitted to membership of the Club as Ingleburn Bowling Club Junior members. Ingleburn Bowling Club Junior members will have the same rights and privileges as Junior members.

CLUB REDFERN MEMBERS

10.24 Club Redfern members shall be those persons who are full members (as defined in the Registered Clubs Act) of Club Redfern and who are admitted to membership of the Club pursuant to Rule 48 for the purposes of the amalgamation between the Club and Club Redfern.

10.25 Club Redfern members shall have:

(a) Their unbroken period of membership of Club Redfern as at the date of completion of the amalgamation between the Club and Club Redfern recognised for the purpose of any qualification on this Constitution; and

(b) The same right as Social Members and may elect to transfer to any other class of membership of the Club under Rule 11.

CLASS RIGHTS

10.26 For the purposes of section 246B of the Act, it is agreed that the rights of members in any class of membership may be varied or cancelled by a special resolution passed at a general meeting of the members, without a separate meeting of the members of that class. A special resolution that amends this Constitution is sufficient.

11. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

11.1 The Board shall have the power on the application of any member to transfer that member to another category of membership if that member has the qualifications for that other category of membership.

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 Secretary shall cause the name and address of the applicant and the class which the member has applied to join to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to that other class of membership of the Club.

11.3 A member will not be entitled to any refund of membership fees or any part thereof if, pursuant to this Rule 11, they are transferred to another category of membership.

11.4 If, on application, a member fails to be transferred to another class, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

11.5 Upon a member being transferred to another class of membership of the Club, the Secretary shall cause a notice of such transfer to be promptly forwarded or posted to such member.

11.6 The Board shall have the power to transfer a Junior member who has attained the age of eighteen (18) years to another category of membership of the Club for which the Junior member has the necessary qualifications.

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

12.3 Provisional members shall be entitled to:

(a) such sporting and social privileges and advantages of the Club as the Board may determine from time to time; and

(b) introduce guests into the Club.

12.4 Provisional members shall not be entitled to:

(a) attend and vote at Annual General Meetings and general meetings of the Club; or

(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 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.

12.5 The Secretary or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason.

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) the patron or patrons for the time being of the Club; or

(b) any prominent citizen or local dignitary visiting the Club;

(c) any person who produces evidence that he or she is a current or former member of the Australian Defence Force (as defined in the Registered Clubs Act).

13.2 Honorary members shall be entitled to such sporting and social privileges and advantages of the Club as the Board may determine from time to time provided however that if an Honorary member is also a Full member of the Club, the Honorary member shall be entitled to the sporting and social privileges and advantages attributable to the category of membership of the Club of which they are a member.

13.3 Honorary members shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way unless the Honorary member is also a Full member of the Club and by virtue of such membership is entitled to do so.

13.4 When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:

(a) the name in full (or surname and initials) of the Honorary Member; and

(b) the residential address of the Honorary Member;

(c) the date on which Honorary membership is conferred;

(d) the date on which Honorary membership is to cease.

14. TEMPORARY MEMBERS

14.1 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:

(a) Any person whose permanent place of residence in New South Wales is not less than such minimum distance from the Club’s premises as may be determined from time to time by the Board by By-law pursuant to this

Constitution.

(b) A full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club.

(c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.

(d) Any interstate or overseas visitor.

14.2 Temporary members shall not be required to pay a joining fee or annual subscription.

14.3 Temporary members shall be entitled to such sporting and social privileges and advantages of the Club as the Board may determine from time to time.

14.4 Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

14.5 Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 25.11.

14.6 The Secretary or senior employee then on duty may at any time refuse a Temporary member admission to the Club, remove a Temporary member from the premises of the Club at any time and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore.

14.7 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a junior member of another registered club and satisfies the requirements of Rule 14.1(c).

14.8 When a Temporary member (other than a Temporary member admitted pursuant to Rule 14.1(c)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:

(a) the name in full or the surname and initials of the Temporary member; and

(b) the residential address of the Temporary member;

(c) the date on which Temporary membership is granted;

(d) the signature of the Temporary member.

15. ELECTION OF MEMBERS

15.1 A person applying for membership of the Club (the applicant) must complete a membership application form and submit it to the Club.

15.2 Without limiting the powers of the Board, the Board will determine:

(a) the form and particulars of the application form; and

(b) how the application form is to be submitted (that is, in person, or by post and/or electronically);

(c) if the initial joining fee and subscription must be paid when submitting their application form;

(d) in the case of electronic applications, if the applicant must attend the Club's premises to have their identity verified before their membership application can be considered by the Board or election committee.

(e) the membership application form has been submitted, the full name of the applicant must be displayed on the Club's noticeboard for at least seven (7) days.

15.3 All membership applications will be considered by the Board or an election committee and they may accept or reject a membership application without giving any reason.

15.4 An applicant can only be admitted to membership if:

(a) they satisfy the eligibility requirements for the relevant category of membership; and

(b) at least fourteen (14) days have passed since the applicant applied for membership;

(c) Rule 15.2(e) has been complied with; and

(d) the Board or election committee resolves to admit the applicant to membership.

15.5 If an applicant is elected to membership, the Club is not required to notify the applicant of that fact. However, if an applicant is not elected to membership, the Club must notify the applicant of that fact and return any payments which the applicant has made to the Club and the person shall return the provisional membership card to the Club without delay.

15.6 Notwithstanding anything contained in this constitution, a person who has been admitted to membership will immediately cease to be a member of the club if they have not paid their initial entrance fee and/or annual subscription to the club within seven (7) days of being admitted to membership of the club.

16. JOINING FEES, ANNUAL SUBSCRIPTIONS AND LEVIES

16.1 For the purposes of section 30 (2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, and other payments (excluding levies) payable by members of the Club.

16.2 All subscriptions shall be due and payable on such date or dates and paid in such manner as may be determined by the Board from time to time.

16.3 Any person who has not paid his or her joining fee, subscription, levy or other payment:

(a) by the due date shall cease to be a Financial member and consequently, cease to be entitled to the privileges of membership of the Club; and

(b) within one (1) month after the due date shall cease to be a member of the Club.

16.4 Each year the Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the subscription in Rule 16.2 and of the provisions of Rule 16.3.

16.5 Any person who has been removed from membership of the Club pursuant to Rule 16.3 may re-apply for membership in accordance with this Constitution.

17. UNFINANCIAL MEMBERS

17.1 Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 3.1(i)) shall not be entitled to:

(a) attend at the premises of the Club for any purpose without the permission of the Board; or

(b) participate in any of the social or sporting activities of the Club or any Sub Club without the permission of the Board;

(c) attend or vote at any meeting of the Club or any Sub Club;

(d) nominate or be elected or appointed to the Board or any committee of any Sub Club;

(e) vote in the election of the Board or any committee of any 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 Honorary 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. This register shall set forth in respect of each of those members:

(i) the name in full; and

(ii) the address;

(iii) the date on which the entry of the member's name in the register is made;

(iv) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).

(b) A register of persons who are Honorary members (other than those persons admitted to Honorary membership pursuant to Rule 13.1(c)) which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act. The register shall set forth in respect of each of those members:

(i) the name in full, or surname and initials; and

(ii) the address of the member.

(c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 14.1(c)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. The register shall set forth in respect of each of those members:

(i) the name in full or surname and initials;

(ii) the address; and

(iii) the signature of the member.

(d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. The register shall set forth in respect of each of those guests:

(i) the name in full or the surname and initials; and

(ii) the address;

(iii) the date on which the entry of the guest's name in the register is made;

(iv) the signature of the member introducing the guest.

19. NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS

19.1 Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change to their details.

20. DISCIPLINARY PROCEEDINGS

20.1 Subject to Rule 20.2, the Board shall have power to reprimand, suspend, expel or accept the resignation of any member, if that member:

(a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or

(b) is, in the reasonable opinion of the Board;

(i) guilty of any conduct prejudicial to the interests of the Club; or

(ii) guilty of conduct which is unbecoming of a member.

20.1A Any use of any social media or other electronic communication by a member or their guest that is or can be construed by the Club as:

(a) negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club; or

(b) impinging or intruding upon the privacy of any employees, officers, members or guests of the Club, will be conduct unbecoming a member of the Club.

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 particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;

(iii) the date, time and place of the hearing of the charge.

(b) The member charged shall be notified of the matters in paragraph (a) of this Rule 20.2 by notice in writing at least seven (7) days before the meeting of the Board at which the charge is to be heard.

(c) The member charged shall be entitled to:

(i) attend the hearing for the purpose of answering the charge; and

(ii) submit to the meeting written representations for the purpose of answering the charge;

(iii) call witnesses provided that:

(1) if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and

(2) the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting (and in particular and without limitation, the member must not act in an offensive or disruptive manner),

(d) 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.

(e) After the Board has considered the evidence put before it, the Board may:

(i) immediately come to a decision as to the member's guilt or in relation to the charge; or

(ii) advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.

(f) After the Board has come to a decision as to the member's guilt in relation to the charge it must:

(i) in the case of a decision under Rule 20.2(e)(i) of this Rule, immediately inform the member of the Board's decision; or

(ii) in the case of a decision under Rule 20.2(e)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.

(g) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to the appropriate penalty for the charge of which the member has been found guilty. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:

(i) at the meeting or afterwards; and

(ii) by way of verbal or written submissions or a combination thereof.

(h) If the member charged is not at the meeting or is not present after the hearing of the evidence, the Board does not need to give the member a further opportunity to address the Board in relation to any appropriate penalty and the Board may proceed to impose a penalty under this Rule 20.

(i) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.

(j) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a two-thirds majority of the directors present in person vote in favour of such motion.

(k) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 20.

(l) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.

(m) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge, but those persons shall not be entitled to vote at the meeting.

(n) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 20 is not strictly complied with provided that

there was no substantive injustice for the member charged.

PROVISIONAL SUSPENSION PENDING DISCIPLINARY HEARING

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 Secretary (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.

ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

20.4 If, in the opinion of the Secretary (or his or delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

20.5 In respect of any suspension pursuant to Rule 20.4, the requirements of Rule 20.2 shall not apply.

20.6 If the Secretary (or his or her delegate) exercises the power pursuant to Rule 20.4, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:

(a) the member has been suspended as a member of the Club; and

(b) the period of suspension;

(c) the privileges of membership which have been suspended; and

(d) if the member wishes to do so, the member may request by notice in writing sent to the Secretary, the matter be dealt with by the Board pursuant to Rule 20.2.

20.7 If a member submits a request under Rule 20.6(d):

(a) the member shall remain suspended until such time as the charge is heard and determined by the Board; and

(b) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 20.2;

(c) the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or delegate).

20.8 This Rule 20 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 23 of this Constitution and the powers contained in section 77 of the Liquor Act.

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 three (3) directors of the Club 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 three (3) directors of the Club; 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.

21.5 This Rule 21 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 23 of this Constitution and the powers contained in section 77 of the Liquor Act.

22. SUSPENDED MEMBER

22.1 Any member suspended pursuant to Rules 20.1, 20.3, 20.4 or 21 shall during the period of such suspension not be entitled to:

(a) attend at the premises of the Club for any purpose without the permission of the Board; or

(b) participate in any of the social or sporting activities of the Club or any Sub Club without the permission of the Secretary or the Board;

(c) attend or vote at any meeting of the Club or of any Sub Club;

(d) nominate or be elected or appointed to the Board or to any committee of any Sub Club;

(e) vote in the election of the Board or in the election of a committee of any Sub

Club;

(f) propose, second or nominate any eligible member for any office of the Club or of any committee of any Sub Club;

(g) propose, second or nominate any eligible member for Honorary Life membership.

23. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

23.1 In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 23.3, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

(a) who is then intoxicated, violent, quarrelsome or disorderly; or

(b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;

(c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act, Liquor Act and any other applicable law;

(d) who hawks, peddles or sells any goods on the premises of the Club;

(e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.

(f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or the employee exercising the power contained in this Rule suspects of being a prohibited drug or prohibited plant.

(g) whom the Club, under the conditions of its club licence, by law or a term of a liquor accord, is authorised or required to refuse access to 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 Secretary of the Club or (subject to Rule 23.3) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

23.3 Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:

(a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or

(b) any employee authorised by the Secretary to exercise such power.

23.4 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.

23.5 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:

(a) remain in the vicinity of the Club; or

(b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

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 Secretary; or

(b) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she 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 Secretary 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 membership fees or any part thereof unless the Board considers that there are circumstances warranting an ex gratia payment of the unexpired portion of his or her membership fees from the date of resignation.

24.4 Any Service member who fails to pay their subscription or any other fees due to the RSL within two months after they are due and payable may by resolution of the Board be expelled from membership and the provisions of Rule 20 shall not apply. Any member who has been expelled pursuant to this Rule may be readmitted as a Service member on the payment of all outstanding subscriptions or fees due to the RSL and upon making application for membership in the manner set down in this Constitution.

25. GUESTS

25.1 All members (excluding those members under the age of eighteen (18) years) shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 25.11.

25.2 Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.

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

25.4 No member shall introduce any person as a guest who:

(a) has been expelled from the Club pursuant to Rule 20 or Rule 21;

(b) is then suspended pursuant to Rule 20 or Rule 21; or

(c) who has currently been refused admission to or been turned out of the Club pursuant to Rule 23.

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

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

25.7 No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.

25.8 A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.

25.9 A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.

25.10 The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.

25.11 A Temporary member may bring into the non-restricted areas of the Club premises as the guest of that Temporary member a minor:

(a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and

(b) who does not remain on the Club premises any longer than that Temporary member;

(c) in relation to whom the member is a responsible adult.

25.12 For the purposes of Rule 25.11(c), “responsible adult” means an adult who is:

(a) a parent, step-parent or guardian of the minor; or

(b) the minor’s spouse or de facto partner;

(c) for the time being, standing in as the parent of the minor.

26. BOARD OF DIRECTORS

26.1 The business and affairs of the Club and the control and the custody of its funds shall be managed by a Board consisting of:

(a) Seven (7) Directors comprising of a President, Vice President and five (5) Ordinary Directors to be elected by the members or appointed by the Board to fill casual vacancies in accordance with this Constitution; and

(b) up to 2 directors appointed by the Board pursuant to Rule 26.2.

26.2 (a) The Board may appoint two (2) directors pursuant to clause 31 of the Registered Clubs Regulation.

(b) Any person appointed by the Board to be a director pursuant to clause 31 of the Registered Clubs Regulation only has to satisfy the requirements of that clause to be appointed and does not have to satisfy any requirement in this Constitution including without limitation belonging to a particular category of membership or being a member of the Club for a specific period of time before standing for or being elected or appointed to the Board.

(c) A person appointed under subclause (a):

(i) may be appointed for a term of no more than 3 years, and

(ii) must be an ordinary member of the club at the time of, and for the duration of, his or her appointment, and

(iii) is not eligible for re-appointment under subclause (a), including re-appointment after the end of that term.

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

(i) the reasons for the person's appointment, and

(ii) the person's relevant skills and qualifications, and

(iii) any payments to be made to the person in connection with his or her appointment.

26.3 The Board members shall be elected in accordance with the triennial rule set out in this Constitution.

26.4 Subject to Rules 26.5, 26.6, 26.7, 26.8 and 26.9, only the following members who have been financial members of the Club for the three (3) calendar years immediately preceding the date on which they are nominated for election or appointment to the Board shall be entitled to stand for and be elected or appointed to the Board:

(a) Honorary Life members; and

(b) Service members; and

(c) Social members;

(d) Bowling members;

(e) Ingleburn Bowling Club Bowling members;

(f) Club Redfern members.

26.5 Five (5) directors of the Board including the President, Vice President and three (3) Ordinary directors shall at all times be either Service Members or Honorary Life members who were previously Service Members, Ordinary Members or Ordinary "A" Class Members and the remaining two (2) Ordinary directors may be Social members, Bowling members or Ingleburn Bowling Club Bowling members, Club Redfern members or Honorary Life Members who were previously Social Members of the Club.

26.6 A member shall not be eligible to nominate, stand for or be elected to the position of President of the Club unless he shall have been a member of the Board for a minimum period of two (2) years immediately prior to such nomination or election.

26.7 Any member nominating for the Board must first attend a Pre Nomination Information Session held at the Club's premises in order to be eligible to be elected to the Board.

26.8 A member:

(a) who is an employee; or

(b) who is currently under suspension pursuant to Rule 20; or

(c) who is not a Financial member

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

26.9 A member is ineligible to be nominated for or be elected or appointed to the Board if that member:

(a) is disqualified from managing any company under the Act;

(b) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;

(c) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;

(d) is occupying any part of the Club premises (which is the subject of a club licence held by the Club under the Liquor Act) under a licence agreement, contract or otherwise for monetary gain ;

(e) is a director of another registered club;

(f) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of twelve (12) months within the period of two (2) years immediately prior to the date determined for the next Annual General Meeting; or

(g) has at any time been convicted of an indictable offence; or

(h) is a former employee of the Club whose services were terminated by the Club for misconduct;

(i) was an employee of the Club, or any club that has amalgamated with the Club, within the period of three (3) years prior to nomination, election or appointment to the Board.

26.10 Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Registered Clubs Act, Gaming Machines Act and regulations made under them and any such additional training as recommended for directors by resolution of the board including training by the ClubsNSW Club Education Institute (CEI).

26A. DIRECTOR IDENTIFICATION NUMBER

26A.1 A member shall not be entitled to be elected or appointed to the Board unless he or she holds a Director Identification Number.

27. ELECTION OF BOARD

27.1 As and from the first Annual General Meeting of the Club after the Club becomes registered as a company under the Corporations Act, the election of Directors shall be conducted annually in accordance with the provisions set out in the schedule below and Rule 27.2.

SCHEDULE 4

Definitions

1. **In this Schedule** –

"General Meeting" means a meeting of the members of the Club at which members of the governing body are to be elected;

"triennial rule" means the rule of the Club that provides for the election of members of the governing body in accordance with this Schedule;

"year" means the period between successive general meetings.

First general meeting under triennial rule

2. (1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.

(2) The groups –

(a) shall be determined by drawing lots; and

(b) shall be as nearly as practicable equal in number; and

(c) shall be designated as group 1, group 2 and group 3.

(3) Unless otherwise disqualified, the members of the governing body –

(a) in group 1 shall hold office for 1 year; and

(b) in group 2 shall hold office for 2 years; and

(c) in group 3 shall hold office for 3 years.

Subsequent general meetings

3. At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

Casual vacancies

4. (1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.

(2) The vacancy caused at a general meeting by a person ceasing to hold office under sub-clause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

Re-election

5. A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.

Revocation of triennial rule

6. If the triennial rule is revoked –

(a) at a general meeting – all the members of the governing body cease to hold office; or

(b) at a meeting other than a general meeting – all the members of the governing body cease to hold office at the next succeeding general meeting, and an election shall be held at the meeting to elect the members of the governing body.

27.2 The election of the Board shall be conducted in the following manner:

(a) The Secretary shall cause for an election notice to be posted on the Club Notice Board prior to the date fixed for the Annual General Meeting. The election notice shall:

(i) state that an election is to be held and identify and provide contact details for the Returning Officer;

(ii) set the time and date for the close of the roll of eligible members;

(iii) invite nominations, listing the number of positions to be contested;

(iv) clearly set out any requirements or qualifications required under the Constitution to be eligible to contest any position;

(v) advise where nomination forms may be obtained;

(vi) specify the place where nominations are to be lodged;

(vii) fix the time and date for the close of nominations; and

(viii) advise the days and times for voting.

(b) Nominations for the election of board members shall be made in writing and signed by two (2) financial members of the Club and by the nominee who shall so signify his consent to the nomination and be lodged with the Secretary at least twenty-one (21) days before the date of the Annual General Meeting of the members.

(c) The Secretary shall immediately after receiving the nominations, post the names of the candidates on the Notice Board. All nominations for the Board shall be accompanied by a recent photograph of the nominee which shall be displayed with the name of the candidate.

(d) A candidate may withdraw their nomination at any time prior to nominations closing by giving written notice to that effect to the Returning Officer. A candidate cannot withdraw their nomination after nominations have closed.

(e) If the full number of candidates are not nominated for the number of positions available to be filled then those candidates shall be declared elected and additional nominations may, with the consent of the nominee or nominees, be made at the Annual General Meeting of the Club. If there be more than the required number nominated at the Annual General Meeting an election by ballot shall take place at the meeting, but if there be only the requisite number nominated the Returning Officer shall, at the meeting, declare those nominated duly elected.

(f) If the same number of candidates are nominated as the number of positions to be filled then those candidates shall be declared elected.

(g) In the event of more than the required number of candidates being nominated for any position or positions by the closing date for nominations an election by ballot shall be conducted as set out below.

(h) The order in which the candidate's names appear on the ballot paper shall be determined by a draw which shall be conducted by the Returning Officer in the premises of the Club and open for members of the Club to attend and observe.

(i) Printed ballot papers shall be prepared bearing the name of the Club and the candidates' names listed in order according to the draw conducted by the Returning Officer referred to in (h) above.

(j) The ballot shall be conducted at the Club over a period of five (5) consecutive days as determined by the Board prior to the Annual General Meeting during the hours of 10.00 am and 8.00 pm. A scrutineer appointed by the Board shall supervise the issue of all ballot papers and no ballot papers may be taken from the place set aside for voting.

(k) Members shall record their vote by placing a cross in the box provided opposite the name of each candidate for which the member desires to vote. Each member must vote for the exact number of nominees to be elected. Any ballot paper which has been marked with less than or more than the number of positions to be filled shall be invalid. Failure to comply with these requirements shall render the vote invalid.

(l) Members shall place their ballot papers in the ballot box provided at the Club.

(m) The Returning Officer shall supervise the safe custody of ballot papers returned.

(n) The Returning Officer shall supervise the examination of ballot papers.

(o) The decision of the Returning Officer as to the formality or informality of any vote shall be final.

(p) The Returning Officer shall supervise the counting of votes.

(q) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.

(r) The Returning Officer shall report the result of the ballot to the Annual General Meeting.

(s) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 27.2.

(t) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers set out in this Rule 27.2.

(u) If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 35.2.

(v) After each Annual General Meeting the elected directors shall meet and shall appoint from among themselves a President, and Vice President. If a ballot is required the vote shall be by show of hands. The Secretary shall act as Returning Officer for any election or elections that may be required.

27.3 No member shall issue or distribute 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 of the Club.

27.4 Any breach of Rule 27.3 shall be deemed to be conduct prejudicial to the interests of the Club for the purposes of Rule 20.

27.5 The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 27.2.

28. POWERS OF THE BOARD

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

GENERAL POWERS

28.2 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 but subject nevertheless to the provisions of the Act and the Registered

Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made.

SPECIFIC POWERS

28.3 Without derogating from the general powers conferred by Rule 28.2, the Board shall have power from time to time:

(a) To make, alter and repeal By-Laws pursuant to Rule 28.20.

(b) To 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) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.

(d) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.

(e) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.

(f) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.

(g) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.

(h) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.

(i) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Club or to which the Club may be entitled from time to time subject to any limitation on these powers contained in the Registered Clubs Act and Liquor Act.

(j) To appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.

(k) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.

(l) To set the joining fees and annual or other subscriptions and fees payable by all members.

(m) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.

(n) To affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.

(o) To delegate any of its powers to directors, members, employees, committees, sub clubs or any combination thereof.

(p) To issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.

COMMITTEES

28.4 Without derogating from the general powers conferred by Rule 28.2, the Board shall have power from time to time to delegate any of its powers to committees consisting of any:

(a) Directors;

(b) Members;

(c) Employees;

(d) Persons who are not members but who have particular skills or expertise which they will apply to a committee;

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

28.5 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may from time to time impose.

28.6 The President shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.

28.7 Any committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson of the meeting shall have a second and casting vote.

28.8 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 Constitution or by any by-law made by the Board pursuant to Rule 28.20.

28.9 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.

28.10 The Board will have the power to dissolve committees or remove committee members from office.

SUB CLUBS

28.11 Without derogating from the general powers conferred by Rule 28.2, the Board shall have power from time to time to:

(a) Establish Sub Clubs with such objects, powers and membership qualifications as the Board may determine from time to time.

(b) Allow each of the Sub Clubs established pursuant to this Rule 28.11 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established within the Club.

(c) Allow the Sub Clubs to create rules and by-laws for the control and regulation of the sporting and social activities of such Sub Clubs.

(d) Permit any such Sub Club to adopt a name distinctive of such Sub Club (provided it be described as a Sub Club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.

(e) Dissolve Sub clubs or remove committee members from office of Sub Clubs.

28.12 Any of the Sub Clubs established pursuant to Rule 28.11 or those already in existence must conform to any by-law made by the Board pursuant to Rule 28.20.

28.13 The President shall be ex officio a member of all the committees of such Sub Clubs and may nominate a director to represent him or her on the committees of such sub clubs.

28.14 Subject to the general control and supervision of the Board, each such Sub Club may manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of each Sub Club and its governing body shall also be produced promptly to the Board which shall review and preserve such minutes and records.

28.15 The Board may empower each such Sub Club to open and operate a bank account in the name of the section in such bank or banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.

28.16 Subject as hereinafter provided the constitutions of each such Sub Club may be amended from time to time by a majority of the members for the time being of such Sub Club at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the Sub Club shall have effect unless and until it shall have been approved by resolution of the Board. Such approval shall not be unreasonably withheld.

28.17 Any disciplinary action by a Sub Club in respect of any member of such Sub Club shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.

28.18 The Club may request a Sub Club to provide bank statement, reports other information and documents from time to time and the Sub Club must comply with such a request within the timeframe specified by the Club.

28.19 All assets in the possession and control of a Sub Club (including cash reserves) are owned by the Club.

CLUB REDFERN SUB CLUB

28.20 On completion of the amalgamation between the Club and Club Redfern, there will be established a Sub Club known as the Club Redfern Sub Club with the object of engaging Club Redfern members and the local community groups in the community around the prior Club Redfern premises.

28.21 Club Redfern Sub Club membership shall comprise:

(a) Ordinary Members – who must be persons that were members of Club Redfern; and

(b) Life Members – who must be persons that were Life Members of Club Redfern,

as at 31 December 2023 and who are members of the Club and make application and are admitted to membership of Club Redfern Sub Club.

28.22 The initial committee of the Club Redfern Sub Club will be the Board of Club Redfern as at the date of the memorandum of understanding for amalgamation between the Club and Club Redfern.

28.23 Rules 28.11 to 28.17 shall apply to the Club Redfern Sub Club except where otherwise approved by the Board in writing.

BY-LAWS

28.24 The Board may make such By-laws not inconsistent with this Constitution as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.

28.25 Without limiting the generality of Rule 28.20 the Board may regulate:

(a) such matters as the Board are specifically by this Constitution empowered to regulate by By-law;

(b) the general management, control and trading activities of the Club;

(c) the control and management of the Club premises;

(d) the conduct of members and guests of members;

(e) the privileges to be enjoyed by each category of members;

(f) the relationship between members and Club employees;

(g) the use of social media and other forms of electronic communication relating to the Club by members and guests of members; and

(h) generally, all such matters as are commonly the subject matter of the Constitution or By-laws or which by the Constitution are not reserved for decision by the Club in general meeting.

28.26 Any By-law made under this Rule 28.24 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.

28.27 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.

29. MEETINGS, PURPOSE AND POWERS OF THE EXECUTIVE

29.1 The Executive shall meet as required, either in person or by electronic means, and may determine its own procedures subject to any directions of the Board.

29.2 A quorum for a meeting of the Executive shall be the two (2) members.

29.3 All decisions of the Executive shall be recorded in minutes signed by the President and provided to the next meeting of the Board for noting or endorsement.

29.4 The purpose of the Executive is to:

(a) facilitate the efficient management of the Club's affairs between meetings of the Board;

(b) assist in ensuring that resolutions of the Board are implemented;

(c) act in urgent situations where it is impracticable to convene a meeting of the full Board; and

(d) provide guidance and oversight to the Chief Executive Officer on operational matters within the limits of authority approved by the Board.

29.5 Subject to Rule 29.6, the Executive may exercise any powers of the Board that are delegated to it by resolution of the Board. The Board may at any time vary, restrict or revoke any authority previously delegated to the Executive.

29.6 The Executive shall not:

(a) authorise or approve any capital expenditure, contract, or commitment exceeding the financial limit set by the Board from time to time;

(b) appoint or terminate the Chief Executive Officer;

(c) make or amend Club policy;

(d) admit, suspend or expel any member unless the delegated such power in accordance with Rule 21; or

(e) take any action that is inconsistent with a resolution or policy of the Board.

29.7 In urgent or exceptional circumstances, the Executive may take such action as it considers necessary to protect the interests of the Club, provided that the action and the reasons for it are reported in writing to the next meeting of the Board.

30. PROCEEDINGS OF THE BOARD

30.1 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 whenever it deems it necessary but at least once per Quarter for the transaction of business.

30.2 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.

30.3 The President shall be entitled to take the chair at every meeting of the Board. If the President is not present or is unwilling or unable to act, then the Vice President shall take the chair of the meeting. If the Vice President 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.

30.4 The quorum for a meeting of the Board shall be:

(a) four (4) directors if there are eight (8) or less directors on the Board; or

(b) five (5) directors if there are nine (9) directors on the Board.

30.5 The President may at any time and the Secretary upon the request of not less than two (2) directors shall convene a meeting of the Board.

30.6 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 chairperson of the meeting shall have a second and casting vote.

30.7 The continuing directors on the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

30.8 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.

30.9 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.

30.10 In addition to Rule 30.9, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends his or her email response agreeing to the proposed resolution.

30.11 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.

31. MATERIAL PERSONAL INTERESTS OF DIRECTORS

31.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:

(a) declare the nature of the interest at a meeting of the Board; and

(b) comply with Rule 30.2.

31.2 Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

(a) must not vote on the matter; and

(b) must not be present while the matter is being considered at the meeting.

31.3 If the Board reasonably determines that a director has a material personal interest in a matter and the director does not comply with Rule 31.1:

(a) the director's failure will constitute conduct prejudicial to the interests of the Club and may be the subject of disciplinary proceedings; and

(b) the Board may remove or have removed, the director from the Board meeting while the matter is being considered.

32. REGISTERED CLUBS ACCOUNTABILITY CODE

32.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 31.

32.2 For the purposes of this Rule 32, the following terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

CONTRACTS WITH TOP EXECUTIVES

32.3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:

(a) the top executive's terms of employment; and

(b) the roles and responsibilities of the top executive;

(c) the remuneration (including fees for service) of the top executive;

(d) the termination of the top executive's employment.

32.4 Contracts of employment with top executives will not have any effect until they are approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

32.5 Subject to Rule 32.7 and any restrictions contained in the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

32.6 A "pecuniary interest" in a company for the purposes of Rule 32.5 does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY AND MANAGERS

32.7 Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:

(a) the Secretary or a manager; or

(b) any close relative of the Secretary or a manager;

(c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

LOANS TO DIRECTORS AND EMPLOYEES

32.8 The Club must not:

(a) lend money to a director of the Club; and

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

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

32.9 A person who is a close relative of a director or top executive must not be employed

by the Club unless their employment is approved by the Board.

32.10 If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

32.11 A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:

(a) any material personal interest that the director has in a matter relating to the affairs of the Club; and

(b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;

(c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;

(d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars ($1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars ($1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.

32.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 32.11.

TRAINING DISCLOSURE

32.13 The Club must make available to members:

(a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and

(b) the reasons of directors, the Secretary and managers of the Club for any exemptions from undertaking the training prescribed by the Registered Clubs Regulation.

32.14 The Club must indicate, by displaying a notice on the Club’s premises and on the Club’s website (if any), how the members of the Club can access the information.

PROVISION OF INFORMATION TO MEMBERS

32.15 The Club must:

(a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates; and

(b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

33. INTENTIONALLY DELETED

34. REMOVAL FROM OFFICE OF DIRECTORS

34.1 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;

(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.

34.2 Any person appointed pursuant to paragraph 33.1(b) shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.

34.3 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 Act shall be followed in relation to that meeting.

35. VACANCIES ON BOARD

35.1 The office of a member of the Board shall automatically be vacated if the person holding that office:

(a) dies;

(b) is disqualified for any reason referred to in section 206B of the Act;

(c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

(d) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated;

(e) by notice in writing given to the Secretary resigns from office as a director;

(f) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, Liquor Act or Registered Clubs Act;

(g) is a director of another registered club;

(h) fails to disclose in accordance with Rule 30.1 the nature of any material personal interest in a matter that relates to the affairs of the Club;

(i) is occupying any part of the Club premises (which is the subject of a club licence held by the Club under the Liquor Act) under a licence agreement, contract or otherwise for monetary gain;

(j) ceases to be a member of the Club;

(k) becomes an employee of the Club;

(l) is removed from office in accordance with this Constitution;

(m) fails to complete the mandatory training requirements for directors referred to in Rule 26.10 within the prescribed period (unless exempted);

(n) is found guilty of a disciplinary charge and suspended from membership of the Club for a period of three (3) months or more;

(o) does not hold or ceases to hold a Director Identification Number;

(p) was not eligible to be elected or appointed to the Board;

(q) ceases to hold the necessary qualifications to be elected or appointed to the Board.

35.2 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.

FILLING CASUAL VACANCY

35.3 The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting in accordance with Rule 27.

36. GENERAL MEETINGS

36.1 A general meeting of the members of the Club must be held for a proper purpose.

36.2 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.

36.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.

36.4 (a) The Board must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting.

(b) In this Rule 36.4 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 Secretary.

(d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.

(e) The Board must call the meeting within twenty one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.

(f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within twenty one (21) days after the request is given to the Secretary.

(g) The meeting referred to in paragraph (f) of this Rule 35.4 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.

(h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.

(i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 36.4. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.

NOTICE OF GENERAL MEETINGS

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

36.6 A notice of a general meeting of the Club's members 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.

36.7 A copy of a notice of a general meeting of the members of the Club (including an Annual General Meeting) shall also be posted on the Club Notice Board for a period of not less than twenty-one (21) days prior to the date of the meeting.

36.8 Neither the accidental omission to give notice of a meeting or the non-receipt by any

person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

ANNUAL GENERAL MEETINGS

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

(a) to confirm the Minutes of the previous Annual General Meeting; and

(b) to receive and consider the reports referred to in Rule 38.3;

(c) to declare the results of the election of the Board and if necessary conduct any further election;

(d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;

(e) to approve the reimbursement of directors' expenses and the payment of honorariums (if any);

(f) to deal with any other business of which due notice has been given to the members.

36.10 (a) 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.

(b) 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

36.11 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.

36.12 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.

36.13 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;

35.13A 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

36.14 The President shall be entitled to take the chair at every general meeting. If the President is not present within thirty (30) minutes after the time appointed for holding

such meeting or is unwilling or unable to act, then the Vice President shall preside as chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act, then the members of the Club present shall elect a member of the Board or one of their number to preside as chairperson of the meeting.

36.15 (a) Despite Rule 36.14, the Board of the Club may, by resolution, elect any individual present (including a non-member of the Club) to chair a general meeting of the Club (or any part of it).

(b) A person elected under Rule 36.15(a) who is not a member of the Club is not entitled to vote at the general meeting.

36.16 The Chairman:

(a) is responsible for the conduct of the general meeting; and

(b) shall determine the procedures to be adopted and followed at the meeting;

(c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.

VOTING AT GENERAL MEETINGS

36.17 Subject to Rule 36.27, every member when 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.

36.18 No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.

36.19 Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members or by the chairperson) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.

36.20 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 and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith.

36.21 A demand for a poll may be withdrawn.

36.22 At any general meeting (unless a poll is demanded) a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

QUORUM FOR GENERAL MEETINGS

36.23 No business shall be transacted at any general meeting of members unless a

quorum of members is present.

36.24 At any general meeting of the Club (including an Annual General Meeting) twenty (20) members present in person and eligible to vote shall be a quorum.

36.25 If a quorum is not present within thirty (30) 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 36.4; or

(b) stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine not exceeding twenty-one (21) days from the date of the meeting.

36.26 If at any meeting adjourned pursuant to Rule 36.27(b) a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

PROXY VOTING PROHIBITED

36.27 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 as the proxy of another person.

ADJOURNMENT OF GENERAL MEETINGS

36.28 The chairperson of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.

36.29 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

36.30 A resolution passed at a meeting resumed after an adjournment shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.

36.31 It shall not be necessary to give any notice of an adjournment 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.

CANCELLATION AND POSTPONEMENT OF GENERAL MEETINGS

36.32 The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a

request or requisition of members.

WITHDRAWAL OF RESOLUTIONS

36.33 The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.

USE OF TECHNOLOGY FOR GENERAL MEETINGS

36.34 The Club may hold a general meeting at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.

36.35 If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.

37. MEMBERS' RESOLUTIONS AND STATEMENTS

MEMBERS' RESOLUTIONS

37.1 Without limiting the rights of members contained in Rules 37.3 to 37.12 inclusive, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.

37.2 The Secretary shall cause all items of business and notices of motion referred to in Rule 37.1 to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.

37.3 The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:

(a) members with at least 5% of the votes that may be cast on the resolution; or

(b) at least 100 members who are entitled to vote at a general meeting.

37.4 The notice must:

(a) be in writing;

(b) set out the wording of the proposed resolution; and

(c) be signed by the members proposing to move the resolution.

37.5 Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.

37.6 The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.

37.7 If the Secretary has been given notice of a resolution under Rule 36.3, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.

37.8 The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.

37.9 The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.

37.10 The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.

37.11 The Club need not give notice of the resolution:

(a) if it is more than 1,000 words long or defamatory; or

(b) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

MEMBERS' STATEMENTS

37.12 Members may request the Club to give to all its members a statement provided by the members making the request about:

(a) a resolution that is proposed to be moved at a general meeting; or

(b) any other matter that may be properly considered at a general meeting.

37.13 The request must be made by:

(a) members with at least 5% of the votes that may be cast on the resolution; or

(b) at least 100 members who are entitled to vote at the meeting.

37.14 The request must be:

(a) in writing;

(b) signed by the members making the request; and

(c) given to the Secretary.

37.15 Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.

37.16 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.

37.17 After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same

way, as it gives notice of a general meeting.

37.18 The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.

37.19 The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.

37.20 The Club need not comply with the request:

(a) if the statement is more than 1,000 words long or defamatory; or

(b) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

38. MINUTES

38.1 The Club must keep minute books in which it records:

(a) proceedings and resolutions of general meetings of the Club; and

(b) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);

(c) resolutions passed by directors without a meeting.

38.2 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.

38.3 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.

39. ACCOUNTS AND REPORTING TO MEMBERS

39.1 The Board shall:

(a) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.

(b) prepare, on a quarterly basis, financial statements that incorporate:

(i) the Club's profit and loss accounts and trading accounts for the quarter; and

(ii) a balance sheet as at the end of the quarter.

(c) cause the financial statements referred to in paragraph (b) of this Rule to be submitted to a meeting of the Board.

(d) make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within seven (7) days of the statements being adopted by the Board.

(e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule.

(f) provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member.

39.2 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 Act to inspect such records.

39.3 (a) The Board shall, in accordance with section 316A of the Corporations Act send copies of the reports referred to in 39.3(b) below to those members that request in writing that copies be sent to them.

(b) In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of December immediately prior to the Annual General Meeting:

(i) the financial report of the Club;

(ii) the directors' report; and

(iii) the auditors' report on the financial report.

40. FINANCIAL YEAR

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

41. AUDITORS

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

42. SECRETARY

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

43. EXECUTION OF DOCUMENTS

43.1 The Club shall have a Seal.

43.2 The Board must provide for the safe custody of the Seal.

43.3 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 Secretary.

43.4 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 Secretary.

44. NOTICES

44.1 A notice may be given by the Club to any member either;

(a) personally; or

(b) by sending it by post to the address of the member;

(c) by sending it to the electronic address of the member;

(d) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.

44.2 Where a notice is sent to a member in accordance with Rule 44.1(a), the notice is deemed to be received on the day it is given to the member.

44.3 Where a notice is personally given to a member in accordance with Rule 44.1(a), the notice is received on the day the member is given the notice.

44.4 Where a notice is sent to a member in accordance with Rules 44.1(b) and 44.1(c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.

44.5 Where a notice is sent to a member in accordance with Rule 44.1(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

45. INDEMNITY TO OFFICERS

45.1 Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any

proceedings whether civil or criminal.

45.2 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 can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

46. INTERPRETATION

46.1 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.

47. AMENDMENTS TO CONSTITUTION

47.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club.

47.2 Honorary Life members, financial Service members, financial Social members, financial Bowling members and financial Ingleburn Bowling Club Bowling members and financial Ingleburn Bowling Club Social members shall be the only members eligible to vote on any Special Resolution to amend this Constitution provided that only financial Service members and Honorary Life Members, who were previously Service Members, Ordinary Members or Ordinary “A” Class Members shall be eligible to vote on any Special Resolution to amend Rules 10.6, 10.8, 10.14, 10.18, 10.21, 10.23, 26, 27 and 47.1.

48. ADMISSION OF MEMBERS PURSUANT TO AMALGAMATION

48.1 Rule 15 shall not apply to a person who is admitted as a member of the Club pursuant to an amalgamation with another registered club and this Rule 48.

48.2 A person shall be admitted as a member of the Club pursuant to an amalgamation if that person is a full member (as defined in the Registered Clubs Act) of a registered club which has amalgamated with the Club and has agreed to be a member of the Club pursuant to the amalgamation.

48.3 The agreement referred to in Rule 48.2 must be in writing and to the effect that the person agrees to be a member of the Club and agrees to be bound by the Constitution and By-laws of the Club and in such form as approved by the Board from time to time.

48.4 Any person who completes and signs the agreement referred to in Rule 48.3 and returns that agreement to the Club shall, (subject to the name of that person being displayed on the noticeboard of the Club for not less than seven (7) days and a period of not less than fourteen (14) days elapsing after the receipt of the acceptance by the Club) be elected by a resolution of the Board to membership of the Club with effect from the date of completion of the amalgamation.

49. MEETINGS AND VOTING

49.1 In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board, or a committee of the Club may (but is not required to):

(a) distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means, and/or

(b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;

(c) allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.

49.2 If there is any inconsistency between Rule 49.1 and any other provision of this Constitution, Rule 49.1 shall prevail to the extent of that inconsistency.