Corporations Act

A Company Limited by Guarantee

and not having a Share Capital

CONSTITUTION
Of

REVESBY WORKERS' CLUB LIMITED
ACN 000 348 121

NAME

1. The name of the Company (hereinafter called "the Club") is "REVESBY WORKERS' CLUB LIMITED".

2. The registered office of the Club shall be situated at Revesby or in such other place in New South Wales as the Board may from time to time determine.

DEFINITIONS

3. In these Rules, unless there is something in the subject matter or context inconsistent therewith:

"the **Act"** means the Corporations Act. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force.

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

"By-Laws" shall mean and include Rules.

"Chief Executive Officer" includes Secretary, Acting Secretary and Secretary Manager.

"the **Club"** means Revesby Workers' Club Limited (ACN 000 348 121).

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

"Constitution" shall mean the constitution of the Club for the time being in force.

"Director" means a member of the Board.

"Full Member" in relation to the Club shall mean a person who is an Ordinary member or Life member of the Club.

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

"the **Liquor Act"** means the Liquor Act 2007. When any provision of the Liquor Act is referred to the reference is to that provision as modified by any law for the time being in force.

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

"the **Office"** means the registered office for the time being of the Club.

"Officer" means an officer as defined in the Act.

"the **Registered Clubs Act"** means the Registered Clubs Act 1976. When any provision of the Registered Clubs Act is referred to the reference is to that provision as modified by any law for the time being in force.

"Revesby Premises" means the Club's premises located at Brett Street, Revesby.

"Special Resolution" means a resolution that in accordance with the Act:

(a) is passed at a meeting of the Club, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been duly given;

(b) is passed at a meeting referred to in paragraph (a) by a majority of at least three quarters of such members of the Club as, being entitled to do so, vote in person at that meeting.

INTERPRETATION

4. (a) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

(b) The headings in this Constitution are not part of this Constitution and shall not affect their meaning.

5. A decision of the Board on the construction or interpretation of this Constitution, or on any By-Laws or Rules of the Club made pursuant to this Constitution or on any matter arising thereout, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

6. The replaceable rules which are contained in the Act are hereby excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.

7. The Club is established for the purposes set out in this Constitution.

8. (a) Club shall be a non-proprietary Club.

(b) Subject to the provisions of sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not that person is a member of the governing body or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every full member (as defined in the Registered Clubs Act) of the Club unless the profit, benefit or advantage is authorised by a General Meeting of members prior to the benefit being provided.

(c) Subject to the provisions of sections 10(1)(j) and 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit of advantage from the grant to the Club of, or the fact that the Club has applied for or is granted, 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, a club licence under the Liquor Act.

(d) The Chief Executive Officer or Manager or any employee or a member of the Board or of any committee of the Club shall not be entitled under the rules of the Club 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. (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.

(b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.

10. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member; provided that this paragraph does not apply if the Club is a holder of a club licence under the Liquor Act 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)(b) of the Registered Clubs Act.

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

(c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

11. No person under the age of 18 years shall be admitted as a member of the club except as a Junior Sporting Member.

11A. 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.

11B. 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.

OBJECTS

12. The objects for which the Club is established are:

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

(b) To promote and assist in the promotion of workers' interests and organisations including but not limited to trade unionism and the Australian Labor party.

(c) To assist generally in the promotion of education, sport and culture in locations where members reside.

(d) To purchase hire lease or otherwise acquire for the purposes of the Club any real or personal property and any rights or privileges which the Club may think necessary or convenient for the carrying out of its objectives or any of them.

(e) To give sell mortgage exchange hire lease or otherwise dispose of the property of the club or any part or parts thereof.

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

(g) To make draw accept endorse discount execute and issue promissory notes bill of exchange bills of lading warrants debentures and other negotiable or transferable instruments.

(h) To borrow money from time to time and for such purposes to give debentures liens mortgages charges or other security over the whole or any part of the property real or personal of the Club.

(i) To obtain and hold a Club Licence or any other licence or licences as may be necessary for the carrying on of the Club's business under the Liquor Act, Registered Clubs Act or any other Act or law for the time being operative and for such purposes to appoint Licensees, Managers or other officers to hold such licences on behalf of the Club.

(j) In furtherance of the objects of the Club to obtain and hold any Licence or permission necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco cigars and cigarettes and of all kinds of goods provisions etcetera required used or desired by members.

(k) To take or reject any gift of property money or goods whether subject to any special trust or not.

(l) To erect maintain improve or alter any building or buildings for the purposes of the Club.

(m) To render aid either financial or by other means to persons in necessitous circumstances in the City of Bankstown or elsewhere.

(n) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other security over the whole or any part of the real or personal property present or future of the Club.

(o) To establish support or aid in the establishment and support of associations funds trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public general or useful object.

(p) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.

(q) To do all such acts deed matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.

WINDING UP

13. (a) The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to or amongst the members of the Club. Provided that nothing herein contained shall prevent the payment in good faith of interest to any such member respect of moneys advanced by him to the Club or otherwise owing by the Club to him or of remuneration to any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club.

(b) No member of the Board of Directors shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration shall be given by the Club to any member of such Board of Directors provided that nothing herein contained shall prevent the allowance of an honorarium to any such member in respect of special honorary services rendered or the repayment to any such member of out of pocket expenses and interest on money lent or hire of goods or rent for premises demised to the Club.

14. The liability of the members is limited.

15. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding up the Club and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding two dollars.

16. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to some other institution or institutions having objects similar to those of this Club and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the club under or by virtue of Rule 13 hereof such institution or institutions to be determined by the members at or before the time of the dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

MEMBERSHIP

17. A majority of full members must at all times have the right to vote in an election for the Board of the Club.

18. (a) A person shall not be admitted to membership of the Club except as an Ordinary member, a Provisional member, a Life member, an Honorary member or a Temporary member.

(b) A Provisional member means a person who has applied for admission as a Full member of the Club, has paid the subscription appropriate for the class of membership applied for and is awaiting a decision on the application. Provisional members shall be entitled only to the social privileges of the Club and to participate in such games, recreations and pastimes as are determined by the Board from time to time.

(c) The Chief Executive Officer or the 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. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

19. (a) Unless and until otherwise determined by the Board, Ordinary membership of the Club shall consist of the following classes:

(i) Club Members;

(ii) Junior Sporting Members.

(b) **Deleted**.

ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP

CLUB MEMBERS

20. (a) Club members shall be those persons who have made application for and been elected to Club membership of the Club in accordance with this Constitution.

(b) Club members shall also be deemed to include those persons who were in the class of Mooney Mooney members at the date of adoption of this Constitution.

JUNIOR SPORTING MEMBERS

(c) Any person who has not attained the age of 18 years but who satisfies the Board that he or she has an interest in taking part in one or more of the sporting activities of the club on a regular basis and from whose parent or guardian the Board receives written consent to that person becoming a Junior Sporting member of the Club and taking part in the sporting activities of the Club and who in the opinion of the Board is suitable to be admitted to Junior Sporting membership of the Club shall be admitted as a Junior Sporting Member.

(i) Junior Sporting members shall be entitled to those privileges as the Board may determine from time to time but shall not be eligible to hold office, vote at meetings of the Club, nominate persons for membership or introduce visitors to the Club nor shall they have any part in the management of the Club.

(ii) Junior Sporting members shall pay such annual subscription as the Board may determine.

(iii) Junior Sporting members upon reaching the age of eighteen (18) years may make application to become Club members of the Club.

(iv) Junior Sporting members will not be allowed in bar or poker machine areas of the Club unless in respect of such area the Club holds an authority pursuant to Section 22 of the Registered Clubs Act.

FINANCIAL MEMBERS

(d) A member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend or vote:

(i) If at the expiration of 30 days from the due date the member's subscription or any part thereof payable on that date remains unpaid; or

(ii) If any money (other than the subscription) owing by the member to the Club has remained unpaid at the expiration of 30 days from service on the member of a notice from the Club requiring payment thereof; and

in either case the member shall be and remain unfinancial until payment in full of the amount owing.

21. (a) Any Ordinary member who has rendered outstanding service to the Club may be elected to Life membership of the Club by resolution carried by a two-thirds majority of those present and voting at a general meeting following the submission to such meeting of an appropriate recommendation from the Board.

(b) A person elected as a Life Member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of Club membership.

RIGHTS OF CLUB MEMBERS AND LIFE MEMBERS

22. (a) Subject to the requirements of the Registered Clubs Act, only financial Club Members and Life Members who are Full Members of at least 12 months standing will have the following rights:

(i) to attend and to vote at all General Meetings on all resolutions including special resolutions;

(ii) to vote at the election of the Board or of any member of the Board; and

(iii) to nominate or second any candidate for election to the Board.

(b) Financial Club Members and Life Members who are Full Members of at least two (2) years standing will be eligible to be nominated for, elected to and hold office on the Board.

(c) The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.

(d) **Deleted**.

HONORARY MEMBERS

23. 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 if they are not already Full members or become Full members of the Club;

(b) Any prominent citizen or local dignitary visiting the Club.

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

25. When Honorary membership is conferred to any person the following particulars shall be entered in the Club's Register of Honorary members:

(i) the name in full of the Honorary member;

(ii) the residential address of the Honorary member;

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

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

26. Honorary members may be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions.

27. The Board shall have the power to cancel the membership of any Honorary member without notice and without being required to give any reason.

TEMPORARY MEMBERS

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

(a) Full members (as defined in the Registered Clubs Act) of other clubs which are registered under the Registered Clubs Act and which have objects similar to those of the Club

(b) A Full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club or a Full member 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 the member so attends the premises of the Club until the end of that day.

(c) An interstate or overseas visitor.

(d) Any other person or classes of person who the Board determines may be admitted to temporary membership.

29. (a) 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;

(b) Temporary members shall not be permitted to introduce guests into the Club;

(c) A Director or the Chief Executive Officer or authorized employee of the Club may refuse a person admission to the Club as a Temporary member and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reasons therefore;

(d) No person under the age of 18 years may be admitted as a temporary member of the Club other than pursuant to Rule 28(b);

(e) When a Temporary member (other than a Temporary member admitted under Rule 28(b) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary members:

(i) the name in full of the Temporary member;

(ii) the residential address of the Temporary member;

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

(iv) the signature of the Temporary member.

(f) Notwithstanding Rule 29(e), in accordance with the Registered Clubs Act an eligible person may be admitted as a Temporary member for a period of up to, but not exceeding, 7 consecutive days (or for such longer period as the Independent Liquor and Gaming Authority may approve in writing). A person admitted under this Rule 29(e) is only required to complete and sign the register on the first day when they enter the Club's premises during that period

TRANSFER OF MEMBERSHIP

30. The Board, at its discretion, may on the written application of a member who has the qualifications for another category of membership transfer that member to that category of membership of the Club upon payment of the difference between the subscription and entrance fee (if any) for his current membership category and the subscription and entrance fee (if any) for the category to which the application for membership has been made.

ABSENTEE LIST

31. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member leaving or returning to the State of New South Wales or residing outside that State. For the purpose of this Constitution the Australian Capital Territory shall be deemed to be within the said State. Such members shall be placed on an absentee list.

ELECTION OF MEMBERS

32. A person shall not be admitted as a member of the Club other than as an Honorary member or Temporary member, unless that person is elected to membership at a meeting of the Board of the Club or a duly appointed election committee of the Club the names of those members present and voting at that meeting are recorded by the Chief Executive Officer of the Club. Should a person who has been previously expelled from the Club, make application for membership of the Club then that application must be considered by the Full Board of Directors. The Board may reject any application for membership without assigning any reason for such rejection.

33. In respect of every application for election to membership of the Club there shall be completed an application form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Board, indicating the full name, address, email address, occupation and date of birth of the candidate and a statement that the candidate, if admitted, will be bound by this Constitution of the Club. The form shall be signed by the candidate and shall be accompanied by the subscription appropriate for the class of membership applied for by the candidate.

34. The application form shall be deposited at the Club's office and the Chief Executive Officer shall cause the name of the candidate to be exhibited in a conspicuous place in the club for a continuous period of not less than one week before the election of the candidate as a member of the club and an interval of at least 14 days shall elapse between the deposit at the office of the application form of a candidate for election and the candidate's election.

35. (a) The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Chief Executive Officer shall cause any joining fee and subscription paid by the person to be returned to that person.

(b) A copy of this Constitution of the Club shall be supplied to a member on request being made to the Chief Executive Officer of the Club and if demanded by the Chief Executive Officer on payment of any fee that may be prescribed by the Act or the Board.

ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND LEVIES

36. The entrance fee and annual subscription payable by members of the Club shall in each case be such amount as the Board may from time to time determine provided that the annual subscription shall be not less than Two Dollars or such other minimum subscription provided from time to time by the Registered Clubs Act.

37. The annual subscription shall be payable annually in advance or for more than one year in advance as prescribed by the Board.

38. **Deleted**.

PATRONS

39. The members in General Meeting may appoint a patron or patrons from time to time upon a recommendation being made by the Board to the meeting. The patron or patrons if not

already full member/s of the Club, shall upon being appointed patrons, be deemed to be Honorary members of the Club and subject to this Constitution, shall remain Honorary members while they remain patrons, unless they are admitted by the Board to another class of membership of the Club. Any patron so appointed may by the same procedure be removed as a patron of the Club.

NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS

40. Every member must advise the Chief Executive Officer of any change to their personal details (including their address, email address and telephone number) within seven (7) days of the change to their personal details.

REGISTERS OF MEMBERS AND GUESTS

41. The Club shall keep the following registers:

(a) A register of persons who are full members (as defined in the Registered Clubs Act) of the Club. This register shall set forth the name in full, the occupation and address of each Full member and, if the person is an Ordinary member the date on which the person last paid the annual fee for membership of the Club.

(b) A register of persons who are guests of members. This register shall set out the name and address of the guest countersigned by the member.

(c) A register of persons who are Honorary members. This register shall set out the full name or the surname and initials and address of each Honorary member.

(d) A register of persons who are Temporary members other than Temporary members referred to in Rule 28(b). This register shall set out the full name, the address and signature of each such Temporary member, and where a Temporary member has been admitted to membership for a limited period, the dates on which the period commences and ends.

DISCIPLINARY PROCEEDINGS

42. (a) The Board has the power to reprimand, suspend from any or all privileges of membership for such period as it considers fit, or expel or accept the resignation of any Full Member (and to record in the Register of Members that the person has ceased to be a member) if, in its opinion, that member:

(i) has refused or neglected to comply with any provision of this Constitution or of the By-laws; or

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

(iii) is guilty of any conduct which is unbecoming of a member; or

(iv) is guilty of any conduct which renders the member unfit for membership.

(b) The following procedure shall apply to disciplinary proceedings of the Club:

(i) A member shall be notified of:

(1) any charge against the member pursuant to Rule 42(a);

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

(3) the date, time and place of the meeting of the Board at which the charge is to be heard.

(ii) The member charged shall be notified of the matters in paragraph (i) of this Rule 42(b) by notice in writing at least seven (7) days before the meeting of the Board at which the charge is to be heard.

(iii) The member charged shall be entitled to:

(1) attend the meeting for the purpose of answering the charge;

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

(3) call witnesses provided that:

(A) 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

(B) 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.

(iv) 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).

(v) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.

(vi) If the member charged does not comply with the warning given in accordance with paragraph (v) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.

(vii) If the member fails to attend such meeting:

(1) the charge may be heard and dealt with and the Board may decide on the evidence before it; and

(2) 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.

(viii) After the Board receives the evidence put before it, the member charged, if present at the meeting, will be given the opportunity to address the Board in relation to an appropriate penalty for the charge.

(ix) After any submissions made in accordance with Rule 42(b)(vii), the member charged will leave the meeting and the Club's premises.

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

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

(2) adjourn the meeting for such time that the Board thinks fit if it requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.

(xi) If the member charged has been found not guilty, the Club will write to the member to inform the member of the decision.

(xii) If the member charged has been found guilty, the Board must then determine what, if any, penalty is to be imposed, taking into account any submissions made in accordance with Rule 42(b)(vii) but without hearing further from the member.

(xiii) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decisions in terms of the charge and penalty.

(xiv) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the directors at the meeting vote in favour of such motion.

(xv) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 42(b).

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

(xvii) 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.

(xviii) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 42(b) is not strictly complied with provided that there was no substantive injustice for the member charged.

(c) In the event that a notice of charge is issued to a member pursuant to paragraph (b)(i), the Board has the power to immediately suspend that member from any or all privileges of membership until the charge is heard and determined or for 2 months, whichever is the earlier. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to that member.

(d) The powers of the Board in relation to disciplinary proceedings may be exercised by a disciplinary committee appointed by the Board and comprising not less than 3 Directors. A quorum of the disciplinary committee is 2 Directors. The Chairman of the Board or Disciplinary Committee as the case may be will have a deliberative and casting vote.

(da) This Rule 42 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 42(e) of this Constitution and the powers contained in section 77 of the Liquor Act.

(e) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty ("the **senior employee**"), has power to suspend any person's membership and remove that member from the Club's premises:

(i) who in the opinion of the Secretary or the senior employee is then intoxicated, violent, quarrelsome or indecent; or

(ii) whose presence on the Club's premises in the opinion of the Secretary or the senior employee may render the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act; or

(iii) who in the opinion of the Secretary or the senior employee has engaged or used any part of the Club's premises for an unlawful purpose; or

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

(v) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or the senior employee suspects of being a prohibited drug or prohibited plant; or

(vi) whom the Secretary or the senior employee then on duty, under the conditions of the club licence or according to a term (of the kind referred to in section 134 of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Club's premises; or

(vii) who in the opinion of the Secretary or the senior employee has engaged in conduct which may be prejudicial to the Club's interests or which may be conduct unbecoming of a member.

(f) The Secretary or the senior employee of the Club who has exercised the power referred to in paragraph (e) must make a written report to the Board within 7 days of the date of the suspension and removal of the member. The report must set out the facts, matters and circumstances giving rise to the suspension and removal.

(g) Any suspension of a member by the Secretary or the senior employee pursuant to paragraph (e) will continue for a maximum period of two months.

(h) Without limiting this Rule 42, if a person has been refused admission to or turned out of the Club in accordance with Rule 42(e) 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.

(i) Without limiting this Rule 42, if a person has been refused admission to or turned out of the Club in accordance with Rule 42(e), the person must not:

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

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

(j) If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that:

(i) is unbecoming of a member; or

(ii) is 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.

(k) In respect of any suspension pursuant to Rule 42(j), the requirements of Rules 42(a) to (i) shall not apply.

(l) If the Secretary (or his or her delegate) exercises the power pursuant to Rule 42(j), the Secretary (or his or her delegate) must notify the member (by notice in writing) that:

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

(ii) the period of suspension;

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

(iv) if the member wishes to do so, the member may request by notice in writing received by the Secretary within one month of the date of the notice of the member the matter be dealt with by the Board or disciplinary committee in accordance with Rule 42(d) pursuant to Rule 42.

(m) If a member submits a request under Rule 42(l):

(i) the member shall remain suspended until such time as the charge is heard and determined by the Board or Disciplinary Committee; and

(ii) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 42.

(n) The determination of the Board or disciplinary committee 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 her delegate).

RESIGNATION AND CESSATION OF MEMBERSHIP

43. (a) A member may at any time resign from his or her membership of the Club by either:

(i) giving notice in writing to the Secretary; or

(ii) returning his or her membership card to an employee of the Club and clearly indicating to the employee that he or she resigns from membership.

(b) A resignation pursuant to Rule 43(a) 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 employee of the Club.

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

(i) by the due date shall cease to be entitled to the privileges of membership of the Club; and

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

(d) Any member who has ceased to be a member of the Club for any reason will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.

MEMBER UNDER SUSPENSION

43A. Any Full member whose membership is suspended pursuant to Rule 42 shall during the period of such suspension not be entitled to, without permission of the Board:

(a) attend at the premises or use any of the facilities of the Club for any purpose;

(b) participate in any of the recreational, social or sporting activities of the Club or any Sub club;

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

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

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

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

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

GUESTS

44. (a) All members who have attained the age of 18 years will have the privilege of introducing guests to the Club. However, a Temporary member may only introduce (but not sign in) a guest who is under the age of 18 years and in relation to whom the Temporary member is a responsible adult. When a member brings a guest to the Club, the Register of Guests will be completed as required by the Registered Clubs Act. No member will introduce guests more frequently or in greater numbers than may for the time being be provided by By-Law, nor will a member introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of subscription or fees or who is under suspension by the Board.

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

(c) The Board shall have power to make By-Laws from time to time regulating the terms and conditions on which guests may be admitted to the Club.

(d) 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.

(e) Every guest shall remain in the reasonable company of the member who introduced that guest into the Club.

(f) A guest must not remain in the Club longer than the member who signed that guest into the Club.

BOARD OF DIRECTORS

45. (a) Subject to Rule 45(b), the business and affairs of the Club and the custody and control of its funds shall be managed by a Board of seven (7) Directors of the Club who shall elect from amongst themselves a President and Vice-President.

(b) Pursuant to section 30(1)(b1) of the Registered Clubs Act and Clause 31 of the Registered Clubs Regulation 2015 (NSW), the elected Board members and any Board members appointed to fill the position of an elected Board member may appoint up to two (2) additional persons as members of the Board. In accordance with clause 31 of the Regulation, an additional person appointed as a member of the Board:

(i) may be appointed for a term of no more than three (3) years;

(ii) must be an ordinary member of the Club at the time of, and for the duration of their appointment;

(iii) is not eligible for re-appointment under this Rule 45(b), including re-appointment after the end of that term.

(c) Notwithstanding any other Rule of this Constitution, a proposed resolution under Rule 45(b) will only be passed if all directors vote in favour of it.

46. (a) Except in relation to the appointment of a Director under Rule 45(b), the Board shall be elected biennially.

(b) The elected members of the Board shall hold office until the conclusion of the second Annual General Meeting following that at which they were elected when they shall retire but shall be eligible for re-election.

(c) Any member who is not a financial member or who is under suspension shall not be elected or appointed to office as a director or member of any committee while that member is not a financial member or during a period of suspension.

(d) Subject to Rule 46(e), only Club members and Life members who have been members of the Club for at least two (2) years at the time of opening of nominations for election to the Board shall have the right to stand for election to the Board.

(e) A person appointed by the Board as a Director under Rule 45(b) may be a Life member or a financial Club member. Further, the eligibility requirement of at least two (2) years' standing as a Full Member of the Club as contained in Rule 22(b) will not apply to a Director appointed by the Board under Rule 45(b).

ELECTION OF BOARD

47. (a) Subject to Rule 22, a Nomination for the election of a member to the Board shall be made in writing and signed by two Club members or Life members of the Club who have been members of the Club for at least 12 months at the time of the nomination and by the nominee (who shall thereby signify the nominee's consent to the nomination). The nomination shall be lodged with the Chief Executive Officer not less than twenty eight (28) days before the election of the Board which shall be the closing date for nominations. For a nomination to be valid, the candidate must consent in writing to be bound by the Club's Code of Conduct as amended from time to time.

(b) The Chief Executive Officer shall immediately after the closing date for nominations post the names of the candidates on the Notice Board.

(c) If the number of candidates nominated is less than that required to be filled those candidates nominated shall be declared elected and additional nominations shall be called for at the Annual General Meeting of the Club. If more than the required number of candidates is nominated at the Annual General Meeting for the remaining positions then an election shall be conducted at the Annual General Meeting which election shall be determined by a show of hands or if a poll is demanded in accordance with this Constitution then by a ballot.

(d) In the event of more than the required number of candidates being nominated for any position by the closing date for nominations referred to in Rule 47(a) an election by ballot which shall be determined on the "first past the post" system shall be conducted in the manner set out in the following paragraphs of this Constitution.

(e) If the number of candidates nominated at the close of nominations is less than that required to fill all positions on the Board, those candidates nominated shall be declared elected and any remaining vacancy shall be casual vacancies to be filled by the Board in accordance with Rule 63.

(f) The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of returned ballot papers and the counting of votes after the ballot is closed and shall report the result of the ballot to the Chairman of the Annual General Meeting.

(g) The position of the names of candidates on the ballot paper shall be determined by lot by the Returning Officer in the presence of the Assistant Returning officers.

(h) The ballot shall be taken over two consecutive days to be fixed by the Board at the Club's main premises at Revesby.

(i) The ballot shall commence at 10.00am and close at 8.00pm on the days fixed by the Board at the Club's main premises at Revesby.

(j) A member of the Club shall record a vote by striking out the names of the candidate or candidates for whom the member does not wish to vote leaving the name or names of the candidate or candidates for whom the member wishes to vote.

(k) The Returning Officer shall give to each assistant Returning Officer reasonable notice of the time and place of the opening of the Ballot papers and the envelopes shall be opened by the Returning Officer in such manner that the secrecy of the ballot shall be maintained and the Returning Officer shall ensure that votes are recorded only by members entitled to vote and that no duplication of voting has taken place.

(l) Voting shall be on the "first past the post" system. The ballot papers shall be completed by a member placing a tick against the name of the candidate or candidates of their choice. A member may vote for as many candidates as there are positions to be filled.

(m) After the ballot papers have been examined they shall be counted and the candidate for each position with the highest number of votes shall be elected as directors.

(n) If there shall be an equality of votes for any candidates then the Returning Officer, with the assistance of the assistant Returning Officers shall determine by lot the candidate or candidates who is, or are, to be elected.

(o) After the Returning Officer has reported the result of the ballot to the Chairman of the Annual General Meeting the Chairman shall forthwith announce the result to the meeting.

48. The Board may from time to time make such By-laws not inconsistent with this Constitution as they think necessary for the conduct of any election and all matters in connection therewith.

49. The members of the Board holding office at the date of the resolution adopting this Constitution shall, subject to this Constitution, hold office until the conclusion of the first Annual General Meeting to be held after the date of the resolution adopting this Constitution when they shall retire but shall, subject to this Constitution be eligible for re-election.

49A. The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 47 is not strictly complied with provided there is no substantive injustice for any candidates.

POWERS OF BOARD

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

51. The Board may exercise its powers and do all such acts and things as the Club is by its 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. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:

    (a) To delegate any of its powers to committees consisting of such member or members of its body and/or such Full members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall be ex officio a member of all such committees. A 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 chairman of the Committee shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members 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 clause or by any regulation made by the Board pursuant to this clause.

    (b) To make such By-Laws not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:

        (i) Such matters as the board is specifically by this Constitution empowered to regulate by By-Law.

        (ii) The general management control and trading activities of the Club.

        (iii) The control and management of the Club premises.

        (iv) The conduct of members.

        (v) The privileges to be enjoyed by each category of members.

        (vi) Any fees or charges to be levied for the use of the facilities or amenities of the Club.

        (vii) The relationship between members and Club employees.

        (viii) And generally all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by this Constitution are not reserved for decision by the Club in General Meeting.

    (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 thinks fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holder.

(i) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club and to lease any property of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time.

(j) (i) To appoint, discharge and arrange the duties and powers of the Chief Executive Officer and to determine the remuneration and terms of employment of such Chief Executive Officer and to specify and define his duties.

(ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers other than directors, 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.

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

(l) (i) To create and/or dissolve sections and committees for the conduct, management and control of all or any social or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections to fix or approve any supplemental subscription of any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.

(ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.

(iii) The Board may empower each such section 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.

(iv) Subject to the general control and supervision of the Board each such section shall 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 the Section shall also be produced at the Club's office for inspection by or on behalf of the Board within 14 days of written request by the Chief Executive Officer to the Section or to an office holder of the Section.

(v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section 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 section shall have effect unless and until it shall have been approved by resolution of the Board.

(vi) Any disciplinary action by the section in respect of any member of such section 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.

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

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

52. Any By-law made under this Constitution shall come into force and have the full authority of a By-law of the Club upon being posted on the Notice Board.

PROCEEDINGS OF THE BOARD

53. (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each quarter, being the three month periods concluding on 31 March, 30 June, 30 September and 31 December in each year for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The President shall preside as chairman at every Meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice-President shall preside as chairman of the meeting and if the Vice-President is not present or is unwilling or unable to act then the Board members present may elect their own chairman.

(b) If the Board consists of seven (7) Directors, the quorum for a meeting of the Board will be four (4) members of the Board. If the Board consists of more than seven (7) Directors, the quorum for a meeting of the Board will be five (5) members of the Board.

(c) 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.

54. The President may at any time and the Chief Executive Officer upon the request of not less than two members of the Board shall convene a meeting of the Board.

55. 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 members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.

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

57. 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.

58. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in identical wording each signed by one or more members of the Board.

58A. In addition to Rule 58, a resolution may be passed by the Board if:

(a) the proposed resolution is sent to all directors by email or other electronic means; and

(b) each director agrees to the proposed resolution by sending a reply email or electronic communication to every other director to that effect. The resolution shall be passed when the last director sends their email or electronic communication agreeing to the resolution.

MATERIAL PERSONAL INTERESTS OF DIRECTORS

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

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

(ii) comply with Rule 59(b).

(b) 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:

(i) must not vote on the matter; and

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

REGISTERED CLUBS ACCOUNTABILITY CODE

60. (a) The Club must comply with the requirements of the Code (as amended from time to time) and the provisions of this Rule 60.

(b) For the purposes of this Rule 60, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

Contracts with Top Executives

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

(i) the top executive's terms of employment;

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

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

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

(d) Contracts of employment with top executives:

(i) will not have any effect until they are approved by the Board; and

(ii) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

Contracts with Directors or Top Executives

(e) Subject to any restrictions contained in the Registered Clubs Act and Rule 59, 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.

(f) A "pecuniary interest" in a company for the purposes of Rule 60(e) does not include any interest exempted by the Registered Clubs Act.

Contracts with Secretary and Managers

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

(i) the Secretary or a manager;

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

(iii) 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

(h) The Club must not:

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

(ii) 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

(i) 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.

(j) 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

(k) 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:

(i) Any material personal interest that the director has in a matter relating to the affairs of the Club.

(ii) 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.

(iii) Any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises.

(iv) 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.

(l) The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 60.

Training Disclosures

(m) The Club must make available to members:

(i) 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

(ii) the reasons for any exemption of any director, the Secretary and any manager of the Club from the training prescribed by the Registered Clubs Regulation

(n) 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

(o) The Club must:

(i) 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

(ii) 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.

VACANCIES ON BOARD

61. Subject to compliance with the Act, the members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given, remove any Director before the expiration of his or her term of office and may by ordinary resolution appoint another person in his or her place. The member so appointed will hold office only until the conclusion of the next Annual General Meeting.

62. The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:

(a) dies;

(b) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;

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

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

(e) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;

(f) by notice in writing given to the Secretary, resigns from office from the date specified in the notice;

(g) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act, the Liquor Act or the Act;

(h) becomes an employee of the Club;

(i) ceases to be a member entitled to hold office on the Board;

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

(k) fails to complete any training for a registered club director that the person is required to complete, within the prescribed period, pursuant to the Registered Clubs Act and Registered Clubs Regulation 2015 (NSW) (provided that this Rule 62(k) shall not apply to any Director who is exempt from completing such training under the Registered Clubs Act and Registered Clubs Regulation 2015 (NSW));

(l) was not eligible to stand for or be elected to the Board;

(m) ceases to hold the necessary qualifications to be elected or appointed to the Board; or

(n) is convicted of an indictable offence (unless no conviction is recorded).

63. The Board shall have power at any time and from time to time to fill any casual vacancies on the Board that arise. Any member appointed to fill a casual vacancy shall hold office until the conclusion of the next Biennial General Meeting.

GENERAL MEETINGS

64. 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.

65. The Board may whenever it thinks fit call a General Meeting and it must, on the request of not less than 5% of the members of the Club having at the date of the deposit of the request at the Office a right to vote at General Meetings, within 21 days proceed to call a General Meeting to be held as soon as practicable, but in any case not later than 2 months after the deposit of the request. In the case of a members' request, the following provisions will have effect:

    (a) The request must state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office. The request may consist of several documents in identical wording each signed by one or more of those members.

    (b) If the Board does not within 21 days from the date of the request being so deposited duly proceed to call the meeting, the members who made the request or any of them representing more than 50% of the members who made the request may themselves call the meeting. However, any meeting so called must not be held after the expiration of 3 months from the date of such deposit.

    (c) In the case of a meeting at which a resolution is to be proposed as a special resolution, the Board will be deemed not to have duly called the meeting if it does not give notice of that special resolution as is required by the Act.

    (d) Any meeting called under this Constitution by the members must be called in the same manner or as nearly as possible as that in which meetings are called by the Board.

    (e) Any reasonable expenses incurred by the members in convening any meeting under this Constitution must be repaid to the members by the Club.

66. Subject to the provisions of the Act relating to special resolutions 21 days notice specifying the place day and hour of the meeting and in case of special business the general nature of that business shall be given in the manner hereinafter provided to all members entitled to attend and vote at General Meetings of the Club but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice or the meeting by any member unless the Court on application of the member concerned, a member entitled to attend the meeting, or the Australian Securities and Investments Commission declares proceedings at the meeting invalid.

66A. 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.

66B. 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.

66C. The Club may hold a general meeting (including Annual 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.

PROCEEDINGS AT GENERAL MEETINGS

67. (a) The business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and Reports prescribed by Section 317 of the Act and to elect in the manner hereinbefore provided the members of the Board and subject to the Act to appoint an Auditor or Auditors.

(b) Not less than 5% of the members of the Club or 100 members of the Club (whichever is the lesser) having the right to vote at General Meetings may, in accordance with the Act:

(i) give the Club notice of a resolution that they propose to move at a General Meeting; or

(ii) request the Club to give members a statement about a resolution that is proposed to be moved at a General Meeting or any other matter that may be properly considered at a General Meeting.

(c) In the case of receipt of such notice or request the Club will, subject to the Act, give notice of the resolution or distribute a copy of the statement to members at the same time or as soon as practicable afterwards, and in the same way, as the Club gives notice of a General Meeting.

68. No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at all General Meetings and at all Annual General Meetings shall not be less than thirty (30) Club and/or Life members.

69. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the Meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine but such period shall be less than one month. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

70. The President shall be entitled to take the chair at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Vice-President shall act as chairman. If the Vice-President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act then the members of the Club present shall elect a member of the Board to be chairman of the meeting.

71. (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the chairman of the Meeting shall have a second or casting vote.

(b) A person shall not:

(i) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or

(ii) Vote at any election including an election of a member or of the Board,

as the proxy of another person.

72. At any General Meeting (unless a poll is demanded) a declaration by the chairman of the meeting 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.

73. (a) 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 chairman of the meeting directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairman or on a question of adjournment shall be taken forthwith.

(b) A demand for a poll may be withdrawn.

74. The chairman 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 but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting 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. It shall not be necessary to give any notice of an adjournment for one month or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

74A. The chairperson:

(a) is responsible for the conduct of the general meeting:

(b) shall, subject to the Act, Constitution and By-laws, determine the procedures to be adopted and followed at the meeting; and

(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.

75. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDIT

76. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.

77. 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.

78. Subject to sections 298, 315 and 316A of the Act, the Club must, within 4 months after the end of the Club's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), send, or make available, to each member of the Club:

(a) a copy of the financial report required under section 295 of the Act,

(b) a copy of the directors' report required under sections 298 and 300B of the Act; and

(c) a copy of the auditor's report required under section 308 of the Act.

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

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

CHIEF EXECUTIVE OFFICER

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

EXECUTION OF DOCUMENTS

82. (a) The Board must provide for the safe custody of the Seal.

(b) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:

(i) 2 Directors; or

(ii) one Director and the Secretary.

(c) The Club may execute a document (including a deed) without using the Seal if that document is signed by:

(i) 2 Directors; or

(ii) one Director and the Secretary.

(d) The Club may only fix the Seal to a document after a resolution of the Board to that effect.

NOTICES

83. A notice may be given by the Club to any member either:

(a) personally;

(b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;

(c) by sending it by any electronic means;

(d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice; or

(e) by any other method permitted by the Corporations Act.

84. Where a notice is sent by post to a member in accordance with Rule 83, the notice shall be deemed to have been received by the member:

(a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and

(b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

84A. Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.

84B. Where a member is notified of a notice in accordance with Rule 83(d), the notice is taken to have been received on the day following that on which the notification was sent.

INDEMNITY TO OFFICERS

85. (a) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except:

(i) in relation to a liability owed to the Club or a related body corporate; or

(ii) in relation to a liability for a pecuniary penalty order under Section 1317G of the Act or a compensation order under Section 1317H of the Act; or

(iii) in relation to a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.

(b) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an officer except:

(i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Act; or

(ii) in defending or resisting criminal proceedings in which the person is found guilty; or

(iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or

(iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.

(c) The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except:

(i) in relation to conduct involving a wilful breach of duty in relation to the Club; or

(ii) in relation to a contravention of Sections 182 or 183 of the Act.

GENERAL

86. This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in this Constitution are inconsistent therewith and might prevent the Club remaining registered under the provisions of the said Act they shall be inoperative and have no effect.

87. This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Life members and Club members who have at least 12 months' standing as a Full member shall be the only members eligible to vote on any Special Resolution to amend this Constitution.

REVESBY WORKERS CLUB LIMITED

ACN 000 348 121

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