

I, Morgan Stewart, Chief Executive Officer and Company Secretary, certify that this and the following 30 pages is a true and correct copy of the Constitution of Taree RSL and Golf Club Limited amended by special resolutions passed at the Annual General Meeting of Taree RSL and Golf Club Limited on 14 May 2017.

.....
Morgan Stewart
Company Secretary

.....
Date

CORPORATIONS ACT

A Public Company Limited by Guarantee and not having a Share Capital

CONSTITUTION

of

TAREE RSL AND GOLF CLUB LIMITED

ACN 000 995 415

NAME

1. The name of the Club is "Taree RSL and Golf Club Limited".

DEFINITIONS

2. In this Constitution, unless the context otherwise requires:

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

"Australian Defence Force" includes the armed forces of the Commonwealth, however described.

"authorised person" has the meaning given by the Liquor Act.

"Authority" means the Independent Liquor & Gaming Authority or any body or person which replaces it or exercises any of its functions.

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

"By-law" means and includes regulations.

"Business Day" means any day except Saturday, Sunday or a bank or public holiday in New South Wales.

"Club" means Taree RSL and Golf Club Limited (ACN 000 995 415).

"Club Notice Board" means a board or boards within the Club's premises on which notices for the information of members are posted.

"Club Licence" means a club licence under Section 10 of the Liquor Act.

"Constitution" means and includes these Rules.

"Director" means a director of the Club duly elected or appointed to the Board under this Constitution.

"Executive" means the President and any Vice President.

"Full member" means a person who is an Ordinary member or a Life member of the Club.

"Golf Club" means the golfing section of the Club.

"Golfing member" means any member of the Club who is a Playing member or Colt Playing member.

"Liquor Act" means the *Liquor Act 2007 (NSW)*.

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

"Ordinary member" means a member of the Club other than a Life member, Honorary member, Temporary member or Provisional member.

"premises" means the licensed premises of the Club to which a Club Licence relates.

"Registered Clubs Act" means the *Registered Clubs Act 1976 (NSW)*.

"State RSL" means the Returned and Services League of Australia (New South Wales Branch) Incorporated.

"RSL" means the Returned and Services League of Australia.

"RSL or Services Club" means:

- (a) an RSL, Services, Ex-services, Memorial, Legion or other similar club that is a registered club; or
- (b) a registered club that has objects similar to, or that has amalgamated with, a club of the kind referred to in paragraph (a).

"Secretary" includes the Chief Executive Officer, Acting Chief Executive Officer, General Manager, Acting General Manager, Secretary Manager, Acting Secretary Manager, Honorary Secretary or Acting Honorary Secretary.

"Special Resolution" has the same meaning as in the Act.

INTERPRETATION

3. In this Constitution, unless the context otherwise requires:

- (a) a reference to:
 - (i) one gender includes the others;
 - (ii) the singular includes the plural and the plural includes the singular;
 - (iii) a day or a month means a calendar day or calendar month;

- (iv) 'writing' or 'written' includes modes of reproducing or representing words in a visible form;
 - (v) legislation includes but is not limited to a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument under it;
- (b) the meaning of any general language is not restricted by any accompanying example, and the words 'includes', 'including', 'such as', 'for example' or similar words are not words of limitation; and
- (c) headings and the index are for convenience only and do not form part of this Constitution or affect its interpretation.

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

4. The "replaceable rules" contained in the Act are excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.
5. The Club is established for the objects set out in this Constitution.
6. The Club shall be a non-proprietary Club.
7. Subject to the provisions of Sections 10(6) and 10(6A), and any other applicable section, of the Registered Clubs Act, a member of the Club, whether or not the person is a Director or a member of a 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 of the Club.
8. Subject to the provisions of Section 10(1)(j), Section 10(7), and any other applicable section of the Registered Clubs Act, only the Club and its members are entitled to derive, directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the premises of the Club.
9. The Secretary, or an 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.
10. 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.
11. 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 Rule does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authorisation is granted to the Club under Section 23 of the Registered Clubs Act.
12. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
13. A person under the age of 18 years shall not use or operate gaming machines or any other forms of gaming devices on the premises of the Club.

OBJECTS

14. The objects for which the Club is established are:
- (a) to provide for members and for members' guests a social and sporting Club with all the usual facilities of a Club including residential and other accommodation, liquid and other refreshment, libraries and provision for sporting, musical and educational activities and other social amenities;
 - (b) in furtherance of the objects of the Club, to apply for and hold a Club Licence and any licence under the Registered Clubs Act or any other law for the conduct of the business of a registered club, for the time being operative, and for such purposes to appoint a Secretary to hold any such licence on behalf of the Club;
 - (c) to take or reject any gift of property, money or goods, whether subject to any special trust or not;
 - (d) to promote all or any of the objects of the State RSL;
 - (e) to acquire, establish, form, erect, construct, furnish, equip, alter, maintain and conduct libraries, recreation, writing, billiard, refreshment, reading or social rooms, canteens and other amenities and all buildings, offices, stores, fixtures, fittings, furniture, equipment, gear, articles, materials and things which may be required for such purposes and to sell, demise, let, mortgage or dispose of the same;
 - (f) Deleted;
 - (g) 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 objects or any of them;
 - (h) to conduct or assist or take part in the conduct of art unions, dances, balls or other public or charitable appeals, entertainment or functions for the purpose of raising funds to carry out the objects of the Club;
 - (i) to establish, maintain and carry on or to permit, assist, take part or aid in the establishment, maintenance and/or carrying on of a club or clubs for the use and accommodation of the members of the Club and any other persons and any other club or clubs and generally to afford the members and any other persons all and every privilege, advantage, convenience and accommodation attaching to a club and/or provided in connection therewith;
 - (j) to acquire by purchase, lease or otherwise any lands or premises and to prepare and maintain the same and other conveniences in connection therewith and to furnish, alter, enlarge, repair, uphold and maintain the same and to permit the same to be used by members and employees of the Club and others either gratuitously or for payment;
 - (k) to manage, improve and maintain all or any part of the lands, buildings, tenements, premises and hereditaments of the Club and to demise, underlet, exchange, sell or otherwise deal with and dispose of the same either together or in portions for such consideration as the Club may think fit and in particular for shares debentures or securities of any company purchasing the same;
 - (l) Deleted;

- (m) to buy, provide, make and sell meals, refreshments, drinks, tobacco, cigars, cigarettes and other things commonly or conveniently consumed in a club;
- (n) to purchase and otherwise acquire and provide all things necessary for billiards, cards and other games and for musical dramatic and other social entertainment;
- (o) to hire and employ all classes or persons considered necessary for the purposes of the Club and to pay to them and to other persons in return for services rendered to the Club salaries, wages, gratuities and pensions;
- (p) to promote and hold either alone or jointly with any other club, association, society, or person meetings, competitions or pastimes and to offer, give or contribute towards prizes, medals and awards therefore and to promote, give or support dinners, balls, concerts and other entertainment;
- (q) to establish, promote or assist in establishing or promoting and to subscribe to or become a member of any other companies, associations, society or clubs whose objects are similar or in part similar to the objects of the Club or the establishment or promoting of which may be beneficial to the Club provided that no subscription be paid to any such other association or club out of the funds of the Club except bona fide in furtherance of the objects of the Club;
- (r) to support and subscribe to any charitable or public body and any company, institution, society or club and from time to time to make donations and gifts to such persons, company, institution, society or club as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient;
- (s) to give pensions, gratuities, Christmas boxes or charitable aid to any person who may have with the Club whether wife, widow, children other relatives of such person and to make payments towards provident and benefit funds for the benefit of any persons employed by the Club;
- (t) to make gifts to the Taree Sub-Branch of the State RSL or its successor;
- (u) to invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined;
- (v) Deleted;
- (w) to construct alter and maintain any buildings and works necessary or convenient for the purpose of the Club;
- (x) subject to the Registered Clubs Act to let on lease or on hire the whole or any part or parts of the real and personal property of the Club on such terms and for such purposes as the Club shall determine;
- (y) Deleted;
- (z) to advance and lend money upon such security as may be thought proper or without taking any security therefore;
- (aa) to acquire by subscription purchase or otherwise and to accept take and hold or sell shares or stock in any company society or undertaking the objects of which shall either in whole or in part be similar to those of this Club or such as may be likely to promote or advance the interests of this Club;

- (bb) to sell dispose of or transfer the property or undertaking of the Club or any part thereof for any consideration the Club may see fit to accept;
- (cc) to do all or any of the above things as principal agent trustee or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others;
- (dd) to take over or adopt any contract or agreement not inconsistent with the terms of this Constitution made on behalf of the Club prior to the registration thereof whether expressed to be made on its behalf or not and to indemnify any person or persons for any liabilities incurred by them thereunder;
- (ee) to accept subscriptions and donations (whether of real or personal estate) and bequests for all or any of the purposes aforesaid and to take any lawful steps by personal or written appeal public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club in the shape of donations, annual subscriptions or otherwise and in furtherance of the objects of the Club to print and publish any newspaper periodical books or leaflets that the Club may think desirable;
- (ff) for the purpose of furthering any objects of the Club to enter into any arrangement for co-operative or reciprocal concession with any other association or club whether incorporated or not having objects similar to those of this Club;
- (gg) to enter into a guarantee or bond for the benefit of the Club and to indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other security over the whole or any part of the real or personal property present or future of the Club;
- (hh) 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 dependents 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 exhibition or for any public general or useful object;
- (ii) to promote and conduct the game of golf;
- (jj) to construct establish provide maintain and conduct such golf courses, playing areas, grounds and facilities for the game of golf as the Club may determine;
- (kk) to promote and hold either alone or jointly with any other association club or persons, golf meetings, competitions matches and other sports and to give or contribute towards prizes medals and awards and to give or guarantee any prize money and expenses, whether for members or other persons. Provided that no member of the Club or persons shall receive any golfing prize medal award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club;
- (ll) to affiliate with Golf NSW Limited or other sporting associations and to arrange for the representation of the Club on any corporation, body or bodies formed for the purposes of promoting and/or controlling golf or other games, sports and pastimes; and
- (mm) to do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the above objects or any of them,

and in the interpretation of this Rule the meaning and effect of any object is not restricted by any other object and that each object is to be construed and have effect as an independent power and that this Rule is to be construed so as to widen and not restrict the powers of the Club.

15. Subject to Rule 16, 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 and no portion 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, provided that nothing prevents the payment in good faith of:
 - (a) interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member;
 - (b) remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club; or
 - (c) payment of interest on money lent, or hire of goods, or rent for premises demised to the Club.
16. No member of the Board shall be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board, and, no remuneration shall be given by the Club to any member of the Board; except that nothing in this Rule shall be construed as preventing:
 - (a) the payment of an honorarium in respect of special honorary services rendered; or
 - (b) the repayment of out-of-pocket expenses.

WINDING UP

17. The liability of the members of the Club is limited.
18. Each member of the Club undertakes to contribute to the assets of the Club in the event of the Club being wound up during the time that he or she is a member, or within 1 year after he or she ceases to be a member, for payment of the debts and liabilities of the Club contracted before the time at which he or she 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 among themselves, such amount as may be required, not exceeding \$2.
19. If upon winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property, that property must not be paid to or distributed among the members of the Club but must be given or transferred to:
 - (a) another entity or entities having similar objects to those of the Club and the rules of which prohibit the distribution of income and property among the members to an extent at least as great as imposed on the Club in this Constitution; and
 - (b) if effect cannot be given to Rule 19(a), to one or more charitable objects.
20. The entity or entities, or charitable object or objects, to which distribution is made under Rule 19 will be:
 - (a) determined by the members in General Meeting at or before the time of the winding up or dissolution of the Club; or

- (b) if the members do not make such a determination, determined by a court of competent jurisdiction.

MEMBERSHIP

- 21. The number of Full members of the Club must not exceed the maximum permissible under the Registered Clubs Act (if any).
- 22. A person must not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member, Temporary member or Provisional member.
- 23. A person who is under the age of 18 years must not be admitted to any class of Ordinary membership other than Junior membership.
- 24. Subject to this Constitution, the persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of members of the Club and such other persons as the Board admits to membership in accordance with this Constitution, are the members of the Club.
- 25. The following classes of membership of the Club under the Articles of Association and as described in the By-Laws of the Club up to the date of the Special Resolution adopting this Constitution, shall be re-named as follows:

Current Category	New Name of Class of Membership
Ordinary Members under Rule 5. a)(i) of the Articles of Association	RSL member
Ordinary Playing Member under Rule 5. a).(i) of the Articles of Association	Playing member
Ordinary Playing Member under Rule 5. a).(i) of the Articles of Association and By-law category "Country Playing member"	Country Playing member
Ordinary Playing Member under Rule 5. a).(i) of the Articles of Association and By-law category "Colt Playing member"	Colt Playing member
Honorary Life Member	Life member

- 26. Unless and until otherwise determined by the Board, Ordinary membership of the Club consists of the following classes:
 - (a) RSL member.
 - (b) Associate member.
 - (c) Playing member.
 - (d) Country Playing member.
 - (e) Colt Playing member.
 - (f) Junior member.
- 27. All classes of Ordinary membership and Life membership are open to both sexes.

ELIGIBILITY FOR ORDINARY MEMBERSHIP

28. The requirements for eligibility of persons for election to the following classes of Ordinary membership are:

(a) **R.S.L. member**

Any person who is:

- (i) a Service member, National member or Affiliate member of the State R.S.L. (within the meaning of any constitution or rules of the State R.S.L.) and who is a member of the Taree Sub-Branch of the State R.S.L., who has paid all subscriptions, fees and levies due to the Sub-Branch; or
- (ii) a Life member of the State R.S.L. (within the meaning of the constitution or rules of the State R.S.L.),

who makes application for membership in this class in accordance with this Constitution.

(b) **Associate member**

Any person who is at least 18 years of age who makes application for membership in this class in accordance with this Constitution.

(c) **Playing member**

Any person who is at least 18 years of age who makes application for membership in this class in accordance with this Constitution.

(d) **Country Playing member**

Any person who is at least 18 years of age who makes application for membership in this class in accordance with this Constitution, and, whose ordinary place of residence is more than 100 kilometres from the Club's premises (or as otherwise determined by the Board).

(e) **Colt Playing member**

Any person who is at least 18 years of age, and less than 23 years of age, who makes application for membership in this class in accordance with this Constitution.

(f) **Junior member**

Any person who is under the age of 18 years and who satisfies the Board that they have an interest in taking an active part in 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 member of the Club and taking part in such sporting activities, and who, in the opinion of the Board, is suitable to be elected to Junior membership.

LIFE MEMBERS

29. An RSL member, Associate member or Golfing member who has rendered outstanding service to the Club may be elected to Life membership of the Club according to the procedure set out in Rule 30 to Rule 33.

30. A member may be nominated and seconded for Life membership only by financial RSL members, Associate members, Golfing members, or Life members of the Club. The nomination must be forwarded to the Board.
31. If the Board approves the nomination, then the nomination will be put to the next convenient General Meeting of the Club as determined by the Board.
32. The member may be elected to Life membership by ordinary resolution at a General Meeting.
33. Not more than 2 members may be elected as Life members in any financial year of the Club.
34. A Life member shall be relieved of any obligation or liability to pay an entrance fee or annual subscription for that class of membership.

RIGHTS OF MEMBERS

35. Financial RSL members, Associate members, Golfing members, and Life members are (subject to any further restrictions in this Constitution) entitled to:
 - (a) attend or to vote on any matter at any General Meeting (including any Special Resolution to amend this Constitution);
 - (b) vote at the election of the Board; and
 - (c) be nominated for, elected to and hold office on the Board.
- 35A. A person elected as an RSL member, Associate member or Golfing member after the conclusion of the 2017 Annual General Meeting will only be eligible to:
 - (a) be nominated for or elected to the Board, if the person has been a member of the Club for at least 3 consecutive years at the time of the member's nomination for election to the Board; or
 - (b) vote on any matter at any General Meeting or vote on the election of the Board, if the person has been a member of the Club for at least 12 consecutive months at the time of that General Meeting.
36. Junior members and Country Playing members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and are not entitled to vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club, to nominate persons for membership, or to participate in the management, business and affairs of the Club in any way.
37. Each member who is entitled to vote has 1 vote on a show of hands and on a poll.
38. A person who is currently occupying any part of the premises under a lease, licence agreement, contract or otherwise for monetary gain is not entitled to 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.
39. 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.
40. The Board has the power from time to time to organise and enforce the exclusion from the Club's premises, or any other property owned or occupied by the Club, of any member or

other person (either with or without that member's or person's agreement) in accordance with:

- (a) the Club's then current responsible service of alcohol policy; or
- (b) the Club's then current responsible conduct of gaming policy.

HONORARY MEMBERS

41. The following persons may be admitted as 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;
 - (b) any prominent citizen or local dignitary visiting the Club;
 - (c) any person attending the Club's premises who produces evidence that the person is a serving member of the Australian Defence Force, and that person is taken to have been admitted as an Honorary member of the Club for the day the person so attends the Club's premises; and
 - (d) a former member of the Australian Defence Force who produces evidence that the person is a service member of the RSL and a member of at least one other RSL or Services Club, and that person is taken to have been admitted as an Honorary member of the Club for the day the person attends the Club's premises.
42. Honorary members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.
43. Honorary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and are not entitled to vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club, to nominate persons for membership of the Club, or to participate in the management, business and affairs of the Club in any way.
44. The Board has power to cancel the membership of any Honorary member without notice and without being required to give reasons.
45. When Honorary membership is conferred on any person, the particulars must be recorded in the Club's register of Honorary members as required by the Registered Clubs Act.

TEMPORARY MEMBERS

46. The following persons may be admitted as Temporary members of the Club in accordance with procedures established by the Board from time to time:
- (a) a person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's premises or such greater distance as may be determined from time to time by the Board by By-law;
 - (b) a full member (as defined in the Registered Clubs Act) of any other registered club which has objects similar to those of the Club;
 - (c) a full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of 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 person so attends the premises of the Club until the end of that day; and

(d) an interstate or overseas visitor.

47. Temporary members are not required to pay an entrance fee or subscription.
48. Temporary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club, to nominate any person for membership of the Club, or to participate in the management, business and affairs of the Club in any way.
49. A person under the age of 18 years must not be admitted as a Temporary member of the Club, other than pursuant to Rule 46(c).
50. A 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 Authority may approve in writing).
51. When Temporary membership is conferred on a person, the particulars must be recorded in the Club's register of Temporary members as required by the Registered Clubs Act.

ELECTION OF MEMBERS

52. A person must not be admitted as a member of the Club (other than as a Life Member, Honorary member, Temporary member or Provisional member) unless that person is elected to membership at a meeting of the Board or a duly appointed election committee of the Club by a majority of the Board or election committee members present and voting, the names of those members present and voting at that meeting being recorded by the Secretary. The Board may reject any application for membership without assigning any reason for such rejection.
53. A candidate for Ordinary membership of the Club must make application in accordance with this Constitution and the Registered Clubs Act.
54. Each application for membership made pursuant to this Constitution must be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name and address of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club. The application form must be signed by the candidate.
55. The application form must be accompanied by the amount of any entrance fee and subscription or any part of it as required by the Board, and be deposited at the Office. The Secretary must cause the name and address of the candidate to be displayed on the Club Notice Board or in some other conspicuous place in the Club's premises for a continuous period of not less than 1 week before the election of the candidate as a member of the Club, and an interval of at least 2 weeks must elapse between the proposal of a candidate for election and the candidate's election.
56. When a person has been elected to membership the Secretary must cause notice of such election to be given personally or promptly forwarded or posted to such person. Upon payment of the entrance fee (if any) and first subscription such person becomes a member of the Club, provided that if such entrance fee and subscription is not paid within 1 month after the date of the notice of election to membership has been given to the person, the Board may at its discretion cancel its election of the person to membership of the Club.

57. A copy of this Constitution must be supplied to a member on request being made to the Secretary and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or any lesser fee determined by the Board.

TRANSFER OF MEMBERSHIP

58. The Board, at its discretion, may on the written application of a member who has the qualifications for and wishes to become a member of a different class, transfer that member from any class of Ordinary membership to another class of Ordinary membership. The Board may, at its discretion, make an adjustment in the entrance fee (if any) and subscription paid or payable by that member so transferred for the membership year in which the transfer takes place.

ABSENTEE LIST

59. 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 New South Wales or residing outside New South Wales. For the purpose of this Rule, the Australian Capital Territory is deemed to be within New South Wales. Such members shall be placed on an Absentee List.

PROVISIONAL MEMBERSHIP

60. Any person who has lodged with the Secretary an application form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the application 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.
61. Should a person who is admitted as a Provisional member not be elected to Ordinary membership of the Club within 6 weeks from the date of lodging the application form with the Secretary or should that person's application for membership be refused (whichever is the earlier), that person shall immediately cease to be a Provisional member of the Club and the entrance fee and subscription submitted with the application form must be promptly returned to that person.
62. Provisional members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club, to nominate any person for membership of the Club, or to participate in the management, business and affairs of the Club in any way.
63. Nothing in this Constitution shall prevent an applicant for membership of the Club submitting with his or her application the appropriate membership subscription for the purpose of obtaining Provisional membership pursuant to Rule 60.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

64. Members subscriptions shall be paid annually or, if the Board so directs and approves, by quarterly or half-yearly instalments and in advance or for more than one year in advance. The time and manner of payment and all other matters pertaining to subscriptions not especially provided for by this Constitution, shall be as prescribed by the Board from time to time.
65. The entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club shall be such as the Board may from time to time prescribe, provided that the

annual subscription payable by Ordinary members is not less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.

66. A member is deemed to be an unfinancial member if at the due date prescribed by the Board, the member's annual subscription or any part of it, or any other money or part of it owing by the member to the Club, remains unpaid. In either case the member is and remains unfinancial and is suspended from all privileges of membership of the Club, until payment in full of the amount owing.
67. Subject to Rule 68, if a member's annual subscription or any part of it (including the first instalment for any member who pays the annual subscription by instalments), or any other money or part of it owing by the member to the Club, is not paid within a period of 30 days from the date upon which it falls due for payment (or any later date permitted by the Board in its discretion), the defaulting member is from that date debarred from all privileges of membership and immediately ceases to be a member of the Club, and the Secretary must cause a notation to this effect to be made against that person's name in the Register of members. The provisions of Rule 74 will not apply to any procedure taken pursuant to this Rule.
68. If a member is paying the annual subscription by instalments, should the second instalment or any subsequent instalment not be paid on or before the date it becomes due and payable, then the defaulting member is from that due date debarred from all privileges of membership and immediately ceases to be a member of the Club, and the Secretary must cause a notation to this effect to be made against that person's name in the Register of members. The provisions of Rule 74 will not apply to any procedure taken pursuant to this Rule.
69. The Board has power to make charges and levies on Ordinary members for general or special purposes.
70. The Board has power in circumstances which it considers to be exceptional to reduce or remit some portion of the annual subscription payable by a member, provided that no such reduction or remission reduces the subscription payable by an Ordinary member to an amount less than the minimum prescribed by the Registered Clubs Act.

PATRONS

71. The members in General Meeting may appoint not more than 2 Patrons from time to time upon a recommendation being made by the Board to the meeting. A Patron may resign in writing to the Club, such resignation to take effect when received by the Secretary. The members in General Meeting may remove a Patron from time to time upon a recommendation being made by the Board to the meeting.

ADDRESSES OF MEMBERS

72. A member must advise the Secretary of any change in his or her address.

REGISTERS OF MEMBERS AND GUESTS

73. The Club must keep registers of Full members, Honorary members, Temporary members and persons of at least 18 years of age who enter the Club's premises as guests of members, in accordance with the requirements of the Registered Clubs Act and the Act.

DISCIPLINARY PROCEEDINGS

74. If a member refuses or neglects to comply with any provision of this Constitution or any By-law, or is in the opinion of the Board or the Board's duly constituted disciplinary committee

(as referred to in Rule 74(i) below), guilty of any conduct prejudicial to the interests of the Club, or guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board or the disciplinary committee shall have power to reprimand, suspend from all or any privileges of membership for such period as it considers fit, expel or accept the resignation of such member and to remove the person's name from the register, provided that:

- (a) The member must be notified of any charge against the member pursuant to this Rule in writing at least 14 days before the meeting of the Board or disciplinary committee at which such charge is to be heard. The notice must set out the matters giving rise to the charge.
- (b) A member who is issued with a notice of charge under this Rule may be immediately suspended from any or all of the privileges and facilities of the Club until two (2) months after the notice of charge is issued or until the matter is determined by the Board or disciplinary committee, whichever occurs earlier. The member must be given written notice of any such suspension, which may be included in the notice of charge referred to in Rule 74(a).
- (c) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in his or her defence.
- (d) No resolution by the Board or disciplinary committee to reprimand, suspend or expel a member is deemed to be passed unless at least a majority of the members of the Board or disciplinary committee present and voting, vote in favour of such resolution.
- (e) If the member fails to attend such meeting, the charge may be heard and dealt with and the Board or disciplinary committee may decide on the evidence before it, in the member's absence, but having regard to any written representations made to it by the member.
- (f) If the member has attended the meeting, the member must be given an opportunity to address the Board or disciplinary committee in relation to the penalty appropriate to the charge should the Board or disciplinary committee find the member guilty.
- (g) After the Board or disciplinary committee has considered the evidence before it, it must come to a decision as to the member's guilt or innocence in relation to the charge and, having consideration to any representations made by the member, determine any penalty if the member has been found guilty. Once it has decided the issue of guilt and any penalty, the Board or disciplinary committee will inform the member either verbally or in writing as it considers fit.
- (h) Any decision of the Board or disciplinary committee at such meeting or any adjournment of the meeting is final, and the Board or disciplinary committee is not required to assign any reason for its decision.
- (i) The powers of the Board under this Rule may be exercised by a disciplinary committee appointed by the Board and comprising not less than 3 members of the Board. A quorum of the disciplinary committee is 3 members.
- (j) The Secretary may assist the Board or disciplinary committee but must not be a member of any disciplinary committee and must not vote.

75. The Secretary, or any other authorised person, has the power to refuse entry to, require a person to leave, or remove a person from, the premises of the Club or any other property owned or occupied by the Club, if:
- (a) in the opinion of the Secretary or authorised person, the person is intoxicated, violent, quarrelsome, indecent or disorderly;
 - (b) the person's presence on the Club's premises or any other property owned or occupied by the Club, in the opinion of the Secretary or authorised person, may render the Club or the Secretary liable to a penalty under any applicable law;
 - (c) the person has engaged or used any part of the Club's premises or any other property owned or occupied by the Club for an unlawful purpose;
 - (d) the person smokes, within the meaning of the *Smoke-Free Environment Act 2000* (NSW), while on any part of the Club's premises or any other property owned or occupied by the Club that is a smoke-free area within the meaning of that Act;
 - (e) the person uses, or has in his or her possession, any substance that the Secretary or authorised person suspects of being a prohibited plant or a prohibited drug;
 - (f) the person is a person whom the Secretary or authorised person, under the conditions of the Club Licence or according to a term (of the kind referred to in Section 134 or Section 136D of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Club's premises; or
 - (g) the person has engaged in conduct which may be prejudicial to the interests of the Club or which may be conduct unbecoming of a member or render the person unfit for membership.
76. The Secretary or the senior employee of the Club then on duty may immediately suspend the membership of a person who is refused entry to, required to leave or removed from the Club's premises or any other property owned or occupied by the Club under Rule 75. Any suspension of a member by the Secretary or the senior employee pursuant to this Rule will continue until further notice is given to the member pursuant to Rule 74(b) or for 1 week, whichever is the earlier.
77. The rules of natural justice shall not apply in relation to the exercise of the power referred to in Rule 75 or Rule 76.

RESIGNATION AND CESSATION OF MEMBERSHIP

78. A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
79. Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the register of members, neglecting to pay the entrance fee or subscription or otherwise) upon and by reason of such cessation of membership forfeits all rights as a member of the Club, provided that such person remains liable for any subscription and all arrears of which is due and unpaid at the date of cessation of that person's membership and any other money due by that person at the date of cessation of that person's membership or for which that person is or may become liable under this Constitution.

GUESTS

80. All members, except for Junior members, have the privilege of introducing guests to the Club.
81. A member must not introduce guests more frequently or in a greater number than may for the time being be provided by By-law, and must not introduce any person as a guest who has been expelled from membership of the Club or who is currently under suspension.
82. A member is responsible for the conduct of any guest they introduce to the Club.
83. The Board has power to make By-laws from time to time regulating the terms and conditions on which guests may be admitted to the Club.
84. A guest must 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.
85. A guest must not remain on the Club's premises any longer than the member who countersigned the entry in the register of guests in respect of that guest.
86. The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to, or remove a guest from, the Club's premises (or any part of it) at any time without notice and without being required to give reason.
87. On each occasion on which a person of at least the age of 18 years enters the Club's premises as the guest of a member, the Club's register of guests must be completed as required by the Registered Clubs Act.
88. A Temporary member may only introduce guests:
 - (a) who are under the age of 18 years;
 - (b) who, at all times while on the Club's premises, must remain in the immediate presence of the Temporary member;
 - (c) who must not remain on the Club premises any longer than the Temporary member; and
 - (d) in relation to whom the Temporary member must be a responsible adult.

THE BOARD

89. The business and affairs of the Club and the custody and control of its funds and property are to be managed by or under the direction of the Board.
90. On and from the election of the Board in 2016, the Board shall consist of:
 - (a) A President, who shall be either an RSL member, or Golfing member, or Associate member, or, a Life member; and
 - (b) 2 Directors who shall be RSL members, or, Life members who were RSL members immediately prior to their election as Life members; and
 - (c) 2 Directors who shall be Associate members, or, Life members who were Associate members immediately prior to their election as Life members; and

- (d) 2 other Directors, who shall each be a member of the Golf Club management committee, and who shall be Golfing members, or, Life members who were Golfing members immediately prior to their election as Life members.
91. On and from the election of the Board in 2018, the Board shall consist of a President and 6 Directors:
- (a) who shall be:
 - (i) an RSL member, Associate member or Golfing member; or
 - (ii) a Life member who was an RSL member, Associate member or Golfing member immediately prior to his or her election as a Life member; and
 - (b) provided that if the member was elected as a member of the Club after the 2017 Annual General Meeting, he or she shall have at the time of his or her nomination for election to the Board, at least 3 consecutive years' standing as a full member of the Club.
92. Candidates shall be elected using the 'first past the post' system. A member may be nominated for more than 1 office on the Board in accordance with Rule 91. If a candidate is nominated for more than 1 office on the Board and is elected to the senior office, as set out below, the candidate shall be eliminated from candidature for election to the junior office. For the purposes of this Rule the following hierarchy will apply in descending order of seniority:
- (a) President; and
 - (b) Director.
93. On and from the election of the Board in 2016, following each election of the Board, the Board shall elect a Vice President from among its own number.
94. The Board shall be elected under the biennial election system and shall have a term of office of two 2 years. A Director shall hold office until the conclusion of the second Annual General Meeting after that at which they were elected, when they shall retire but shall be eligible for re-election, subject to this Constitution.
- 94A. (a) In this Rule:
- "triennial rule"** means this Rule 94A which provides for the election of members of the governing body in accordance with Schedule 4 of the Registered Clubs Act; and
- "year"** means the period between successive Annual General Meetings.
- (b) On and from the election of the Board in 2018, the Board will be elected in accordance with the triennial rule.
 - (c) The Directors elected to the Board in 2018 shall be divided into 3 groups, and such groups shall be:
 - (i) determined by drawing lots;
 - (ii) as nearly as practicable equal in number; and
 - (iii) designated as 'Group 1', 'Group 2', and 'Group 3'.

- (d) Unless otherwise disqualified, the Directors:
 - (i) in Group 1 shall hold office for 1 year;
 - (ii) in Group 2 shall hold office for 2 years; and
 - (iii) in Group 3 shall hold office for 3 years.
- (e) At each Annual General Meeting held while the triennial rule is in force (other than the 2018 Annual General Meeting) the number of Directors required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified, hold office for 3 years.
- (f) A person who fills a casual vacancy in the office of a Director elected in accordance with this Rule 94A shall, unless otherwise disqualified, hold office until the next succeeding Annual General Meeting.
- (g) The vacancy caused at an Annual General Meeting by a person ceasing to hold office under Rule 94A(f) shall be filled by election at the Annual 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 Annual General Meeting.
- (h) A person whose term of office as a Director under the triennial rule expires is not for that reason ineligible for election for a further term.

ELECTION OF THE BOARD

- 95. Each candidate for election to the Board must be nominated in writing by at least 2 financial Full members of the Club, and each nomination, together with a written consent by the candidate, must be lodged with the Secretary.
- 96. Nominations for any office on the Board must be delivered to the Secretary at least 14 days prior to the date fixed for the Annual General Meeting in a Board election year. The Secretary shall post the names of the candidates and their nominators on the Club Notice Board promptly after the close of nominations.
- 97. A person who is elected to membership of the Club after the day on which the Special Resolution adopting this Constitution is passed, is only eligible to be nominated and elected as President if that member has at any time prior to such nomination, been a Director for at least 2 years.
- 98. If the number of candidates duly nominated for any position or positions does not exceed the number required to be elected, the candidates nominated for such position or positions must be declared elected at the Annual General Meeting.
- 99. If the number of candidates nominated for any position or positions exceeds the number required to be elected, a ballot to determine who will be elected to such position or positions must be taken. Such ballot must be conducted by a Returning Officer appointed by the Board in accordance with the By-Laws. The Returning Officer must not be a candidate for any position on the Board, or, be the nominator of any candidate.
- 100. If an insufficient number of nominations are received for any office on the Board, then those candidates (if any) who were nominated and who are eligible must be declared elected and further nominations may be made orally at the Annual General Meeting for the vacancies then remaining. Where there are more nominations made at the Annual

General Meeting than there are vacancies for a position, a ballot will be conducted by the Returning Officer for those positions.

101. A member who, pursuant to this Constitution, is not a financial member or is currently under suspension is ineligible to be nominated for, or elected or appointed to the Board or to any committee of the Club.
102. The Board may from time to time make such By-laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection with it.

POWERS OF THE BOARD

103. The Board is responsible for the management of the business and affairs of the Club.
104. 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, which are not required to be exercised or done by the Club in General Meeting under this Constitution or any applicable law. In particular, but without derogating from the general powers conferred under this Rule, the Board shall have power from time to time:
 - (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such Directors or such Full members of the Club as it may think fit and may revoke such delegation. Any such committee shall conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall have the right to 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 shall have a second or casting vote. The proceedings of any committee shall be governed by the provisions in this Constitution regulating the proceedings of the Board in so far as they are applicable and are not superseded by this Rule or by any regulation made by the Board pursuant to this Rule.
 - (b) To make such By-laws not inconsistent with this Constitution 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 any such By-laws.
 - (c) To enforce the observance of all By-laws in accordance with this Constitution.
 - (d) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit by the Board.
 - (e) To purchase or otherwise acquire for the Club any property rights or privileges at such price and generally on such terms and conditions as it thinks fit.
 - (f) 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 it thinks fit, subject to the Registered Clubs Act.
 - (g) 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.

- (h) 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.
- (i) To invest and deal with any of the money of the Club not immediately required for the objects of the Club upon such securities and in such manner as it thinks fit and from time to time to vary or realise such investments.
- (j) To borrow or secure the payment of any sum or sums of money for the objects of the Club and raise or secure the payment of such sum or sums from time to time and 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 or over all or any part 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, but subject to the Registered Clubs Act. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (k) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels.
- (l) To lease, licence, demise, exchange, sell or otherwise dispose of or deal with any real property of the Club upon such terms as it thinks fit, subject to the Registered Clubs Act.
- (m) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors 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 of service or for service or otherwise.
- (n) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (o) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities 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 and committees, and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections and committees or any of them, and from time to time to prepare or approve and amend By-laws for the control and regulation of such sections and committees and the conduct and activities thereof and also to terminate and dissolve any such sections or committees or to reconstitute the same on a similar or different basis.
- (p) To set the entrance fees, subscriptions and other fees, charges and levies payable by members.
- (q) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises or on any other property owned or occupied by the Club.

- (r) To recommend the amount of honorarium payable to any person in respect of his or her services rendered to the Club and subject to approval by a General Meeting to pay such honorarium.
- (s) To repay out-of-pocket expenses incurred by any member of the Board or any other person in the course of carrying out his or her duties for the Club.

BY-LAWS

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

SECTIONS AND COMMITTEES

106. The Board may permit any section created under this Constitution 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 New South Wales or Australia 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.
107. A person is ineligible to be a member of any section or committee created under this Constitution unless he or she is a financial Full member of the Club.
108. The Board may empower any section or committee created under this Constitution to open and operate an account in the name of the section in such bank or financial institution as the Board may from time to time approve, provided that the persons eligible to operate upon any such account must be approved by the Board which from time to time may remove and replace such persons or any of them.
109. Subject to the absolute control and supervision of the Board, each such section or committee created under this Constitution shall manage its own affairs but must 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 or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.
110. Subject to this Rule, the constitutions and rules or by-laws of each such section created under this Constitution 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 the members of the section shall have effect unless and until it has been approved by resolution of the Board.
111. Any disciplinary action which is taken by a section or committee created under this Constitution in respect of any member of such section or committee (provided that such disciplinary action can only be undertaken in accordance with the rules of that section, and not under Rule 74 of this Constitution) must at once be reported to the Board together with the reasons for such action and with a recommendation as to further action (if any) to be taken by the Board.

PROCEEDINGS OF THE BOARD

112. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board shall meet at least once in each calendar month for the transaction of business and a record of all members of the

Board present and of all resolutions and proceedings of the Board must be entered in a minute book provided for that purpose.

113. A Board meeting may be called by the President at any time, and shall be called by the Secretary on the request of at least 3 Directors, by giving reasonable notice individually to every Director.
114. A Board meeting may be called or held using any technology consented to by all the Directors, and a consent may be a standing consent. A Director may only withdraw their consent within a reasonable period before the meeting.
115. 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 any Vice President may act as Chairman. If no member of the Executive is present within 15 minutes after the time appointed for holding the meeting and is willing and able to act, then the Directors present shall elect one of their number to be Chairman of the meeting.
116. The quorum for meetings of the Board is 4 Directors.
117. 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 Directors shall for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the Chairman of the meeting shall have a casting vote.
118. All acts done by any meeting of the Board 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 so acting, or that the Directors 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.
119. A resolution in writing signed by all the Directors is 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 1 or more Directors. The resolution is passed when the last Director signs.
120. A Director must in accordance with Sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the minutes of that meeting of the Board.
121. Without limiting the application of Section 191(2) of the Act, Rule 120 does not apply to an interest:
 - (a) which the Director has as a member of the Club and which is held in common with the other members of the Club; or
 - (b) insures the Director against liabilities the Director incurs as an officer of the Club (but only if the contract of insurance does not make the Club or a related body corporate the insurer).
122. A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:

- (a) must not vote on the matter (or in relation to a proposed resolution under Rule 123(a) in relation to the matter whether in relation to that Director or a different Director); and
- (b) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.

123. Rule 122 does not apply if:

- (a) the Board has passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relationship to the affairs of the Club, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
- (b) the Australian Securities and Investments Commission has declared or ordered in accordance with Section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

VACANCIES ON THE BOARD

124. The members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given, remove any member or members of the Board before the expiration of their period of office and may by ordinary resolution appoint another person or persons in their place, in accordance with the Act. Any person so appointed shall hold office during such time only as the person in whose place he or she is appointed would have held the same if he or she had not been so removed.

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

- (a) becomes disqualified from managing any Club under Part 21D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;
- (b) fails to disclose in accordance with the Act or this Constitution the nature of any material personal interest in a matter that relates to the affairs of the Club;
- (c) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
- (e) by notice in writing given to the Secretary, resigns from office;
- (f) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act or any other law;
- (g) becomes an employee of the Club;
- (h) ceases to be a member entitled to hold office on the Board;
- (i) ceases to be a member of the Club;
- (j) 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 2009 (NSW) (provided that this Rule

125(j) shall not apply to any Director who is exempt from completing such training under the Registered Clubs Act and Registered Clubs Regulation 2009 (NSW)); or

(k) dies.

126. The Board has the power at any time, and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. Any member so appointed under this Rule shall hold office during such time only as the person in whose place he or she was appointed, would have held office.
127. The continuing Directors 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 Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting, but for no other purpose.

GENERAL MEETINGS

128. A General Meeting called the Annual General Meeting must be held at least once in every calendar year at such time and place as may be determined by the Board, but within 5 months of the end of the Club's financial year. All meetings of the Club other than Annual General Meetings shall be called General Meetings.
129. The Board may call a General Meeting whenever it thinks fit.
130. The members may request the Board to call a General Meeting in accordance with section 249D of the Act.
131. The members may call a General Meeting in accordance with section 249E or section 249F of the Act.
132. Subject to the provisions of the Act relating to Special Resolutions, at least 21 days notice of a General Meeting must be given to all members entitled to attend and vote at that General Meeting.
133. A meeting shall not be invalidated by reason only of the accidental omission to give notice of a General Meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.
134. A General Meeting called by the Board of its own volition may be postponed or cancelled at any time before the day of the meeting by the Board as it may determine.
135. A General Meeting called by the Board on the request of the members under Section 249D of the Act may be postponed or cancelled by the Board at any time before the day of the meeting, on the request of those members. Those members must pay the expenses of the postponement or cancellation unless the Board determines otherwise.
136. A General Meeting called by the members under the Act, may be cancelled by those members so notifying the Club in writing at least 14 days prior to the date for which the General Meeting has been called. Those members must pay the expenses of the cancellation unless the Board determines otherwise.
137. The Club must give notice of the postponement or cancellation of a General Meeting to all persons entitled to receive notice of that meeting.

QUORUM FOR GENERAL MEETINGS

138. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at a General Meeting convened by or on the request of members is 50 members present and entitled to vote, and at all other General Meetings and at all Annual General Meetings is 20 members present and entitled to vote.
139. If within 30 minutes from the time appointed for any General Meeting a quorum is not present, the meeting if convened by or on the request 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 must be less than 1 month. If at such adjourned General 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.

PROCEEDINGS AT GENERAL MEETINGS

140. The business of any Annual General Meeting may include the following, even if not referred to in the notice of meeting:
- (a) consideration of the annual financial report, Directors report and Auditor's report;
 - (b) election of the Directors in a Board election year; and
 - (c) appointment of the Auditor and fixing of the Auditor's remuneration (if required).
141. The President is entitled to take the Chair at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then any Vice President may act as Chairman. If no member of the Executive is present within 15 minutes after the time appointed for holding such meeting, or the members of the Executive are unwilling or unable to act, then the members of the Club present shall elect one of their number to be Chairman of the meeting.
142. Every question submitted to a General Meeting shall be decided by a show of hands (unless a poll is demanded by the Chairman or by not less than 5 members) and in the case of an equality of votes whether on show of hands or on a poll, the Chairman of the meeting shall have a casting vote.
143. Pursuant to the Registered Clubs Act, voting by proxy is not allowed:
- (a) at any election of the Board;
 - (b) at any meeting of the Board or of a committee of the Board; or
 - (c) at any General Meeting.
144. A challenge to a right to vote at a General Meeting may only be made at the meeting and must be determined by the Chairman, whose decision is final.
145. At any General Meeting (unless a poll is demanded), a declaration by the Chairman 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, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

146. If a poll is demanded it must be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman directs and the result of the poll will 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 must be taken immediately.
147. A demand for a poll may be withdrawn.
148. The Chairman of a General Meeting may with the consent of the meeting at which a quorum is present (and must 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 must for all purposes be treated as having been passed on the date when it was in fact passed and must not be deemed to have been passed on any earlier date. It is not necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for 1 month or more in which case notice of the adjourned meeting must be given.
149. Minutes of all resolutions and proceedings at General Meetings must be entered within 1 month of the meeting in a book provided for that purpose and any such minutes must 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

150. The Board must 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.
151. The books of account must be kept at the Office or at such other place as the Board thinks fit. The Club must at all reasonable times make its accounting records available in writing for the inspection of Directors and any other persons authorised or permitted by or under the Act, or any other law to inspect such records.
152. The Club must send or otherwise make available to each member, as required by the Act, a copy of the financial report, a copy of the Directors report and a copy of the Auditors report for the relevant financial year of the Club.
153. The financial year of the Club shall commence on the first day of January and end on the last day of December in each year or, subject to the Act, be for such other period as the Board may determine.
154. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

SECRETARY

155. The Board must appoint one Secretary only, who shall be the Chief Executive Officer of the Club. The Secretary shall be appointed on such terms and conditions as the Board determines.

EXECUTION OF DOCUMENTS

156. The Board must provide for the safe custody of the Seal.
157. 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) 2 Directors; or
 - (b) 1 Director and the Secretary.
158. The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (a) 2 Directors; or
 - (b) 1 Director and the Secretary.
159. The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board. Rule 157 and Rule 158 do not limit the ways in which the Club may execute any document.

NOTICES

160. A notice may be given by the Club to any member either:
- (a) personally;
 - (b) by sending the notice by post to the address of the member recorded for that member in the register of members;
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member;
 - (d) by sending the notice to the member by other electronic means (if nominated) by the member; or
 - (e) by notifying the member that the notice is available and how it may be accessed, if the member nominates electronic means by which the member may be notified that a notice is available and an electronic means by which the member may access the notice.
161. Where a notice is sent by post, it is taken to have been given:
- (a) in the case of a notice convening a meeting on the next Business Day following the day 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.
162. Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
163. Where a notice is given under Rule 160(e), the notice is taken to have been given on the day following that on which the member is notified that the notice is available.

INDEMNITY TO OFFICERS

164. 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:
- (a) in relation to a liability owed to the Club or a related body corporate;

- (b) 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
 - (c) 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.
165. 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:
- (a) 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;
 - (b) in defending or resisting criminal proceedings in which the person is found guilty;
 - (c) 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
 - (d) in connection with proceedings for relief to the person under the Act in which the court denies the relief.
166. 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:
- (a) in relation to conduct involving a wilful breach of duty in relation to the Club; or
 - (b) in relation to a contravention of Sections 182 or 183 of the Act.

READING OF CONSTITUTION

167. This Constitution must be read and construed subject to the provisions of the Act and the Registered Clubs Act, and to the extent that any of the provisions in this Constitution are inconsistent with that law and might prevent the Club being registered under the said Acts, those provisions will be inoperative and have no effect.

AMENDMENTS TO CONSTITUTION

168. The Constitution may be amended or replaced only by Special Resolution at a General Meeting of the Club. Provided that any resolution modifying the following three Rules shall not have any effect unless and until a resolution in similar terms has been approved by a majority of members attending and voting in accordance with their entitlement at a meeting of the Golf Club.

GOLFING

169. The Club shall maintain an 18 hole minimum 69 par golf course.
170. The golf course shall be maintained at least to the standards which exist at the time of amalgamation of Taree RSL Limited and Taree Golf Club Limited.
171. The location of the golf course shall remain at its present site subject to the use of part of the course for construction of a new Club building and the extension of the course onto the adjoining land formerly owned by Taree Golf Club Limited to replace any part of the course adversely affected by reason of that construction.

SUBSCRIBERS

172. For historical purposes the Club records that the subscribers to the Memorandum of Association of the Club were:

NAME	ADDRESS	OCCUPATION
James Donald SINCLAIR	10 Burri St TAREE	Health Surveyor
Donald Hugh MCLENNAN	RMB 189 Glenthorne via TAREE	Farmer
Lloyd Haig MOULE	Tirriki Street OLD BAR	Insurance Rep
James Dangar STEVENSON	7 Boomerang St TAREE	Bank Officer
John Pillans WHITELAW	10 Boyce St TAREE	Manager
Kevin Ernest Maxwell WRIGHT	181 High St TAREE	Railway Employee
Jack MCDONALD	101 Edinburgh Drive TAREE	Railway Employee
Arthur George LUNNON	15 Ritchie Cres TAREE	Secretary
David Kevin FERRARI	CUNDLETOWN	Builder
Arthur FERNLEY	21 Smith St TAREE	Factory Employee
Harold Stephen HAYES	75 Edinburgh Drive TAREE	Teacher
Ronald Henry HIBBERT	14 Hinten Crescent TAREE	Salesman

TAREE RSL AND GOLF CLUB LIMITED

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