

This is the Constitution of Central Charlestown Leagues Club Limited as amended at its AGM held on 12 November 2016.

CONSTITUTION

OF

CENTRAL CHARLESTOWN LEAGUES CLUB LIMITED



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CONSTITUTION OF
CENTRAL CHARLESTOWN LEAGUES CLUB LIMITED

1. In this Constitution:-

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

"the **Club**" means Central Charlestown Leagues Club Limited.

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

"**Month**" means calendar month.

"**Rugby League**" means the game as adopted by the New South Wales Rugby Football League.

"the **Seal**" means the Common Seal of the Club.

"**Secretary**" means any person appointed to perform the duties of a Secretary of the Club and includes an honorary secretary and an acting secretary.

"the **Board**" mean the members for the time being forming the board of directors in accordance with this Constitution.

"the **Central Newcastle Rugby League District**" means the Central Newcastle Rugby League District (or any successor of it) as defined by the Newcastle Rugby Football League (or any successor of it).

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

"**State**" means the state of New South Wales.

"**Executive**" means the President and two Vice-Presidents.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in visible form.

Words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the *Interpretation Act 1897* (NSW), as in force at the date at which these regulations become binding on the Club.

PRELIMINARY

2. The Club is established for the purposes set out in the Constitution.
3. The members for the time being of the Board shall be and be deemed to be Directors of the Club.
4. This Constitution shall for the purposes of the Liquor Act be deemed to be the Rules of the Club.



5. (a) The Club shall be a non-proprietary Club.
- (b) All profits (if any), and other income of the Club, shall be applied to the promotion of the purposes for which the members are associated together and no payment of dividends or distribution of profits or income shall be made to, or amongst the members of the Club.
- No person other than the Club or its members shall directly or indirectly derive any profit or advantage from the fact that the Club is registered or has applied for registration under the Liquor Act, or from any added value which may accrue, because of such registration, to the Club premises.
- (c) No payment, or part payment, of any Secretary Manager or other officer or servant of the Club, shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
- (d) Accommodation for members of the Club and their guests shall be provided and maintained from the joint funds of the Club and no person shall be entitled to derive any profit, benefit, or advantage from the Club, which is not shared equally by every member.
- (e) No visitor to the Club shall be supplied with liquor in the Club premises unless on the invitation, and in the company, of a member.
6. No person under the age of eighteen (18) years shall be sold or supplied with liquor and no person under such age shall use or operate, or be allowed to use or operate, poker machines on the Club premises.

MEMBERSHIP

7. The number of members with which the Club proposes to be registered is 2,000, but the Board may from time to time register an increase or decrease of members provided that the number of members shall not exceed the number which if exceeded the Club would not pursuant to the Liquor Act be granted a certificate of registration under that Act or the number which if exceeded and the Club holds a certificate of registration under the Act the club would pursuant to that Act not be continued to be registered thereunder.



8. No person under the age of eighteen (18) shall be admitted to membership of the Club.
9. The subscribers of the Constitution and such other persons as the Board shall admit to membership in accordance with this Constitution shall be members of the Club, and bound by this Constitution when engaged in activities of or related to the Club, including travelling in its courtesy bus.
10. Unless otherwise determined by the Board, membership of the Club shall consist of the following classes or designations namely:-
 - (a) Foundation Members
 - (b) Original Members
 - (c) Ordinary Members
 - (d) Life Members
 - (e) Honorary Members
 - (f) Temporary Members
11.
 - (a) Ordinary Members and Life Members only shall be entitled to hold office (with the exception of the positions of Patron or Patrons or the office of Auditor or Auditors) in the Club, and to be elected, or appointed, to the Board of the Club, and to have the right to nominate any eligible person for membership of the Club, and to have the right to nominate any eligible member to hold office, or become elected or appointed, to the Board entitled to vote at any meeting of the Club.
 - (b) No servant of the Club shall be a member, or be eligible to be elected a member of the Board of the Club or be entitled to vote at any meeting of the Club.

FOUNDATION MEMBERS

12. Foundation Members shall be those male members who before, or within 12 months of incorporation of the Club, paid the sum of one hundred dollars (\$100.00), being the



fee payable for Foundation Membership and who were so admitted to membership in accordance with this Constitution.

ORIGINAL MEMBERS

13. Original Members shall be those male persons who subscribed to the Constitution as an original signatory thereto and they shall thereupon become liable to pay a sum of five dollars (\$5.00) within twenty-one days of the incorporation of the Club but otherwise were relieved of the payment of any entrance fees to the Club.

ORDINARY MEMBERS

14. (a) Ordinary Members shall be such persons, whether male or female, who are considered from time to time by the Board, desirable persons to be elected as Ordinary Members of the Club, and who are so elected as Ordinary Members.
- (b) The Board shall have the power from time to time by By-Law, or otherwise to determine and prescribe the rights, privileges and restrictions exercisable by and attaching to Ordinary Members, and likewise to vary such rights, privileges and restrictions.

LIFE MEMBERS

15. The First Life Members shall be the following:-
- (a) Subscribes to the Constitution who at that time were Life Members of the unincorporated association known as "Central Charlestown Rugby League Football Club".
- (b) Any Ordinary Member of the Club who has held an executive office in the Club or in the unincorporated body previously known as "Central Charlestown Rugby League Football Club" or who has rendered distinguished, exceptional and valued service to the Club and/or the said unincorporated body, may be elected at any General Meeting as a Life Member of the Club, provided that such election is made with the consent of three-fourths of the voters present voting. There shall be no more than fifty (50) Life Members at any one time.
- (c) The following conditions shall be observed in the election of a Life Member of the Club:-



- (i) Notice of nomination signed by at least two members of the Club and also by the nominee consenting thereto shall be given to the Secretary.
 - (ii) Such nomination shall be reported to a Board meeting after receipt thereof at which meeting the Board shall have resolved with the consent of three-fourths of voters present and noting to forward such nomination to the following Annual General Meeting for consideration.
 - (iii) Upon the request of any member of the Board all voting shall be held by ballot.
- (d) A Life Member shall be relieved of the payment of the annual subscription payable in accordance with this Constitution.

HONONARY MEMBERS

16. (a) Honorary membership may be granted by the Board to a person and no other who has one of the following qualifications:-
- (i) A distinguished visitor to the district;
 - (ii) A member of one of the Houses of Parliament of New South Wales or of the Commonwealth of Australia;
 - (iii) The Patron or Patrons of the Club.
- (b) Except as provided herein, Honorary Members shall be entitled to exercise all the privileges of the Club.
- (c) The Board shall have the power to cancel the Honorary Membership of any person at any time and without assigning any reason.
- (d) Honorary Members shall not be entitled to vote at any meeting of the Club, be elected as an officer of the Club, or invite a visitor to the Club.
- (e) An Honorary Member shall be relieved of the payment of the Annual Subscription payable in accordance with this Constitution.



TEMPORARY MEMBERS

16. (a) Temporary Membership may be granted to:-
- (i) A person whose ordinary place of residence is outside a five (5) kms radius of the Club and who is not a member of the Club.
 - (ii) A person who is a member of another Leagues Club.
 - (iii) A person who is a member of another Club and is attending the Club to participate in an organised sport or competition for the day.
- (b) A temporary member's register kept by the Club must be signed by the Temporary Member each day they enter the Club.
- (c) Except as provided herein, Temporary Members shall be entitled to exercise all privileges of the Club.
- (d) The Board shall have the power to cancel the Temporary Membership of any person at any time and without assigning any reason.
- (e) Temporary Members shall not be entitled to vote at any Meeting of the Club, be elected as an officer of the Club, or to sign in guests to the Club.
- (f) A Temporary Member shall be relieved of the payment of the Annual Subscription payable in accordance with this Constitution.
17. No person shall be admitted as an Honorary Member, or a Temporary Member of the Club, or be relieved of the payment of the regular subscription or entrance fee (if any), unless he or she possesses such qualifications as are defined in this Constitution and shall be subject to such conditions as may be imposed herein, or by any By-Laws made by the Board.

ELECTION OF MEMBERS

18. Every applicant for membership of the Club shall be proposed by one, and seconded by another member, of the Club both of whom shall be eighteen (18) years of age or over. The application for membership shall be made in writing, signed by the



applicant, and his or her proposer and seconder, and shall be in, or to the effect of, such form as the Board from time to time prescribes.

19. Every application for membership shall be dealt with at a meeting of the Board duly convened, and a record shall be kept by the Secretary of the names of the members present and voting of such meeting. The Board may reject any application for membership without assigning any reason for such rejection.
20. The name and address of each person proposed or nominated for membership of the Club shall be displayed in a conspicuous place in the Club premises for at least seven (7) days before being submitted to the Board for election and an interval of not less than fourteen (14) days shall elapse between nomination and election.
21. When an applicant has been accepted for membership, the Secretary, or any other member of the Board, shall give the applicant notice of his or her election personally, or by forwarding or posting such notice to such person. Upon payment of the entrance fee (if any) and first annual subscription, the applicant shall become a member of the Club, provided nevertheless that if such payment be not made within one calendar month after the date of the notice, the Board may in its discretion cancel its acceptance of the applicant for membership of the Club.
22. Every person elected to membership, and informed of his or her election as directed by the foregoing Rule, shall be deemed to agree to pay the entrance fee, annual subscription, and other fees and charges as prescribed in the Constitution or By-Laws of the Club, and to be bound by the Constitution of the Club and by the Club's By-Laws from time to time in force and the payment of the said entrance fee, or the said subscription, shall be conclusive evidence of such agreement.

ENTRANCE FEES AND SUBSCRIPTIONS

23. The entrance fees, Annual Subscriptions and other fees or charges payable by any class of member, shall be such as the Board shall from time to time prescribe, provided the Annual Subscription shall not be less than two dollars (\$2.00) per annum.
24. All annual subscriptions shall become due and payable, in advance, on the first day of July in every year.

CESSATION OF MEMBERSHIP



25. If any member shall fail to pay his or her subscription, or any instalment thereof, within one month after it becomes due, the Board may raise a notice to be given of such failure to such member and, if payment is not made after such notice is given, the Board may resolve that the member concerned, by reason of such failure, shall be excluded from membership and thereupon such member shall cease to be a member of the Club.
26. (a) A member may at any time by giving notice in writing to the Secretary resign his or her membership of the Club but shall continue liable for any annual subscriptions and all arrears due and unpaid at the date of his or her resignation and for all other moneys due by him or her to the Club and in addition for any sum not exceeding two dollars (\$2.00) for which he or she is liable as a member of the Club under Clause 6 of the Constitution of the Club.
- (b) The date of resignation of a member resigning in accordance with these Rules shall be the date on which the notice of resignation is received by the Secretary and the provision of this Constitution regarding the giving of notices shall apply as if the notice of resignation was a notice to a member.
27. (a) If a member shall wilfully refuse or neglect to comply with the provisions of this Constitution, any Rule or By-Law of the Club or shall be guilty of any conduct which, in the opinion of the Board, is unbecoming of a member or prejudicial to the interest of the Club, the Board shall have power to reprimand, fine, suspend or expel such member from the Club provided that:
- (i) at least seven clear days' notice in writing of the meeting of the Board at which a resolution to reprimand, fine, suspend or expel such member is to be proposed is given to the member;
- (ii) such member shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he or she may think fit; and
- (iii) no member, shall be expelled from the Club unless the resolution for his or her expulsion is passed by a majority of two-thirds of those members of the Board present and voting.



28. No appeal whatsoever shall lie from a decision of the Board pursuant to Rule 27 (a) nor shall any member reprimanded, suspended or expelled or upon whom a fine has been imposed pursuant to the said Rule have any right of action whether at law or in equity or other remedy whatsoever against the Club or the Board or any member thereof by reason of such reprimand, suspension, expulsion or fine or by reason of any act done or notice given prior to or consequent on or incidental to the same.
- (a) In accordance with Section 67A of the Registered Clubs Act the Secretary or, subject to paragraph (c) of the Rule, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member;
- (i) who is intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club ;or
 - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act; or
 - (iv) who hawks, peddles or sells any goods on the premises of the Club; or
 - (v) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
- (b) If pursuant to paragraph (a) of this Rule a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary, the Club or (subject to paragraph (c) of this Rule) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (c) Without limiting the provisions of Section 67A of the Registered Clubs Act the employees of the Club who are entitled to exercise the powers set out in this Rule shall be:
- (i) in the absence of the Secretary from the premises of the Club, the senior employee then on duty; and



- (ii) any employee authorised in writing by the Secretary to exercise such powers.

- (d) The Secretary and any employee who has exercised any of the powers referred to in this Rule shall within 48 hours of doing so make a full written report to the Board of all facts, matters and circumstances relating to the exercise of the power.

GENERAL MEETINGS

- 29. A General Meeting termed the Annual General Meeting shall be held in each calendar year and within five months after the end of each financial year. All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

- 30. The Board may, whenever it thinks fit, convene a Special General Meeting. A Special General Meeting shall also be called by members in accord with the Act.

- 31. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty-one (21) clear days notice at least specifying the place, the day and at the hour of the meeting and in the case of special business the general nature of the business shall be given to such persons as are entitled to receive such notice from the Club.

- 32. All business shall be special that is transacted at a Special General Meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the report of the Board and Auditors, the election of officers and other members of the Board in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors.

PROCEEDINGS AT GENERAL MEETINGS

- 33. 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. Save as otherwise provided herein, thirty (30) Ordinary Members present in person shall be a quorum.

- 34. If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved or, 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 as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.

35. The President shall preside as Chair at every General Meeting of the Club or in his or her absence a Vice-President. Should neither the President or a Vice-President be present within fifteen (15) minutes after the time appointed for the holding of the meeting, or if they are unwilling to act, the members present shall elect one of their number to be Chair of the Meeting.
36. The Chair may, with the consent of any 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. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as an aforesaid, it shall not be necessary to give any notice of an adjournment or of business to be transacted at an adjourned meeting.
37. (a) At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded-
 - (i) by the Chair; or
 - (ii) by at least three (3) members present in person.
- (b) Unless a poll is demanded as aforesaid a declaration by the Chair that a resolution on a show of hands has been carried or carried unanimously or by a particular majority or lost, 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 the votes recorded in favour of or against the resolution.
- (c) A demand for a poll may be withdrawn.
38. If a poll is duly demanded, it shall be in such manner, either at once or after an interval or adjournment or otherwise as the Chair directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll



demanded in the election of the Chair or on a question of adjournment shall be taken forthwith.

39. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the Meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
40. Every member eligible to vote shall both on a show of hands and on the taking of a poll have one vote.
41. No member other than a Life Member shall be entitled to vote at any General Meeting, or to be a member of the Board, if his or her annual subscription shall be unpaid at the date of the meeting.
 - (a) No paid employee of the Club may vote at any meeting of the Club, or of the Board of the Club, or at any election for the Board of the Club.
 - (b) Proxy voting is not permitted at any meeting of the Club, the Board or any sub-committee of the Club, or at any election for members of the Board or any sub-committee of the Club.
 - (c) The Returning Officer shall check the validity of all Directors' nominations at least twenty-four (24) hours before the close of nominations. If an error is found, the Returning Officer shall inform the nominee immediately and allow the nominee reasonably necessary time to correct the nomination.
42.
 - (a) Officers of the Club shall consist of a President, two (2) Vice-Presidents and six Board Members, all of whom shall be members of the Club and who are herein referred to as the Board. At all times four members of the Board shall consist of members of Central Newcastle Rugby League Football Club.
 - (b) The Executive of the Board shall be elected at the first meeting of the newly elected Board.
 - (c) Any two Ordinary Members or Life Members of the Club shall be at liberty to nominate any other Ordinary Member or Life Member to serve as a member of the Board. The nominations which shall be in writing, signed by the member and his or her proposer and seconder and shall be lodged with the Secretary at



least twenty-one (21) days before the meeting at which the election is to take place.

- (d) A list of such nominations, with the proposers' and seconders' names, shall be posted in the premises of the Registered Office of the Club for at least fourteen (14) days immediately preceding the meeting at which the election is take place.
 - (e) If there is more than the required number nominated, an election by ballot shall take place, but if there be only the requisite number nominated no ballot shall take place and the Chair shall declare those nominated duly elected at the General Meeting.
43. A person shall not be eligible for election to the Board unless he or she is a full member i.e. Life or Ordinary member, and has maintained such membership status for a continuous period of at least two (2) years.
44. (a) At the first General Meeting of the Club, and at the Annual General Meeting of the Club in each year thereafter, the Board shall be elected from among the Ordinary Members and/or Life Members of the Club and such members of the Board shall hold office until the next Annual General Meeting when they shall retire but they shall be eligible for re-election.
- (b) The Board shall be elected each year by Ballot as provided for in the Rules of the Club.
45. (a) The ballot shall be conducted by the Secretary assisted by two or more scrutineers appointed by the President or in his or her absence by the Board.
- (b) The secretary shall at least fourteen (14) days before the date of the Annual General Meeting of the Company post to each member entitled to vote, a voting paper containing the names, titles, age and occupation of all duly nominated candidates in alphabetical order with the names of retiring members marked with an asterisk, together with two envelopes, one to be an outer envelope marked "Ballot Paper" and addressed to the Secretary and containing a card bearing a distinctive number and the other to be an inner envelope. The non-receipt by any member of such voting paper as aforesaid shall not invalidate the Ballot.



- (c) The voter shall mark his voting paper by making a cross opposite the name of each candidate for whom he votes and place in the inner envelope and seal same. He shall also print his name in full, badge number on the numbered card, sign it and place the inner envelope and the card without any other matter in the outer envelope and seal same, and post or deliver it or cause it to be delivered to the secretary.
 - (d) All formal voting papers so posted or delivered and received by the Secretary not later than 9a.m. on the second last working day before the day fixed for the Annual General Meeting of the Company at which the Board of Directors are to be elected, shall be counted in the ballot.
 - (e) After the closing of the Poll the Secretary and scrutineers shall check the aforesaid signatures of members as to their qualifications to vote and proceed to the examination of the voting papers and shall report in writing the result to the Chair of the Annual General Meeting who shall soon as convenient may, after receipt of such report certify under his hand the names of the candidates who have been elected to fill the vacancies. The Board may direct the Secretary to destroy the Ballot Papers at any time after the expiration of one month from the date of declaration of the Poll.
 - (f) Any voting paper upon which the votes are not recorded for the exact number of candidates to be elected or which is not completed and received in accordance with the provisions of Sub Clause (c) and (d) shall be rejected as Informal.
 - (g) In any case of doubt as to the formality of any voting paper the matter shall be referred to the President or in his or her absence the Chairman of the Annual General Meeting, whose decisions shall be final.
 - (h) In the event of an equality of votes in favour of two or more candidates the President, or in his or her absence the Chair of the Annual General Meeting shall have a casting vote as to ensure the election of not more than the necessary number to fill the vacancies.
46. The Club may, from time to time by ordinary resolution passed at a General Meeting, increase or reduce the number of officers or other members of the Board.



47. The Board shall have the power at any time and from time to time to appoint any qualified person to the Board to fill a casual vacancy in the following manner:-
- (a) Where the Board elects to fill a casual vacancy the board must offer appointment to the unsuccessful candidate (if any) from the previous election who polled the highest number of votes in that election.
 - (b) If the unsuccessful candidate (if any) with the highest number of votes from the previous election of officers is unavailable or declines to accept appointment, the Board may offer appointment to the unsuccessful candidate (if any) from the previous election of officers with the next highest number of votes, and so on and so forth until this process has been exhausted.
 - (c) If no unsuccessful candidate from the previous election of officers is available or willing to accept appointment, the Board may appoint any qualified person.
 - (d) Any person appointed under this rule to fill a casual vacancy on the Board shall hold office only until the next Annual General Meeting and shall be eligible for re-election.
48. (a) The Club may by ordinary resolution remove any officer or other member of the Board before the expiration of his or her period of office and may by an ordinary resolution appoint another person in his or her stead.
- (b) The person appointed pursuant to the above sub-Rule shall hold office only until the next Annual General Meeting.
49. The office of a member of the Board shall become vacant and such vacancy shall be a casual vacancy for the purpose of this Constitution if the member:-
- (a) Ceases to be a member of the Board by virtue of the Act;
 - (b) Becomes bankrupt or makes any arrangement or competition with his or her creditors generally;
 - (c) Becomes prohibited from being a director of a company by reason of any order under the Act;
 - (d) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;



- (e) Resigns his or her office by notice in writing to the Club;
- (f) For more than three (3) months is absent without permission of the Board from meetings of the Board held during that period;
- (g) Holds any office of profit under the Club;
- (h) Ceases to be a member of the Club; or
- (i) Fails to declare the nature of his or her interest in a contract or office or property as provided by the Act.

PATRONS AND VICE-PATRONS

50. A Patron and two Vice-Patrons may be appointed from time to time.

POWERS AND DUTIES OF THE BOARD

- 51.(a) (i) The Committee shall not in any given financial year, either by way of appropriation, donation gift or gratuity make provision for or set aside in total a sum greater than 30% of the net profits of the Company of the financial year which is 2 years prior to the given financial year on the encouragement, fostering and promotion of senior Rugby League Football in the Central Charlestown Rugby League District as defined by Newcastle Rugby League Limited (or that organisations' replacement or other relevant body from time to time) and elsewhere and to provide or assist in the provision of training, conditioning and teaching facilities for football played in accordance with the rules of the Country Rugby League of New South Wales Inc (or that organisation's replacement or other relevant body from time to time).

This clause 51(a)(i) does not operate to:

- (a) govern or restrict funds provisioned for, set aside or expended by the Committee during the course of reasonable commercial transactions in return from which the Club is expected to receive a benefit, whether tangible or intangible (including but not limited to advertising, publicity or otherwise): or



- (b) govern or restricts expenditure by the Club of funds provisioned for or set aside in previous years. For the avoidance of doubt, funds provisioned for or set aside in accordance with this clause can be expended by the Club at anytime it deems fit after the date the provision is made or the funds are set aside.
 - (ii) For the purpose of paragraph (i) of this Rule, “net profits” means the “net profit” after taxation.
- 51.(b) (i) The Board shall not, either by way of appropriation, donation, gift or gratuity expend a sum greater than \$5,000 per financial year per sporting entity participating in sports such bowls, cricket, tennis, squash, golf, billiards, water skiing and other athletic sports recreations and past time.
- (ii) For the purpose of this Rule where one sporting organisation contains multiple district clubs (such as seniors & juniors) then each of those district clubs will be treated as a separate sporting entity.
 - (iii) This Rule does not operate to govern or restrict funds expended by the Board during the course of reasonable commercial transactions in return from which the Club is expected to receive a benefit, whether tangible or intangible (including but not limited to advertising, publicity or otherwise).
52. The Board may exercise all the powers of the Club to borrow money and mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Club.
53. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments all receipts for money paid to the Club shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be by any two of the following persons, namely:
- (a) President,
 - (b) Secretary,
 - (c) Vice-President,

or in such manner as the Board may from time to time determine.



54. The Board shall cause minutes to be made:
- (a) Of all appointments of officers and servants including the appointment discharge, and to arrange the duties of the Secretary, Manager, or Secretary/Manager who must be an approved person in accordance with Section 33 of the Registered Clubs Act (as amended)
 - (b) of names of members of the Board present at all meetings of the Club and of the Board; and
 - (c) of all resolutions and proceedings at all meetings of the Club and of the Board.

Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

TRAINING OF DIRECTORS

- 54A. Any person appointed or elected to the Board must complete such mandatory training for directors as required by the Regulations made under the Registered Clubs Act, unless exempt from doing so by that Act.

BY-LAWS

55. The Board may from time to time make, alter and repeal all such by-laws as they deem necessary or expedient for the proper conduct and management of the Club or in anywise in relation thereto and in particular but not exclusively it may by by-law regulate:-
- (i) Such matters as they are specifically by this Constitution empowered to do;
 - (ii) The General Management control and trading activities of the Club;
 - (iii) The control and management of the Club premises;
 - (iv) Deleted.
 - (v) Deleted.
 - (vi) Deleted.
 - (vii) The conduct of members;



- (viii) The rights, privileges and restrictions attaching to the various classes or designations of members;
- (ix) All requirements whatsoever relating to the transfer of members from one classification membership to another;
- (x) The relationship between the members and the Club servants;
- (xi) 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.

Any By-Law made under this Rule or any alteration to or repeal of any such By-Law shall come into force and have full effect and authority and be binding upon members of the Club after notice thereof has been posted on the Club's Notice Board for seven days.

PROCEEDINGS OF THE BOARD

- 56. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meeting as it thinks fit, provided that it shall hold meetings at intervals not exceeding one month. A member of the Board may at any time, and the Secretary shall, on the requisition of a member of the Board summon a meeting of the Board.
- 57. Subject to these regulations, 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 Chair of the meeting shall have a second or casting vote.
- 58. A member of the Board shall not vote in respect of any contract or proposed contract with the Club in which he or she is interested or any matter arising thereout, and if he or she does so vote, his or her vote shall not be counted.
- 59. The quorum necessary for the transaction of the business of the Board shall be four, or such greater number as may be fixed by the Board. Provided always that the number forming a quorum must include the President or a Vice-President.
- 60. 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, these regulations as the necessary quorum of the Board, the continuing number of 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.

61. The President shall preside as Chair at every meeting of the Board or in his or her absence the Vice-President. Should neither the President nor the Vice-President be present within fifteen (15) minutes after the time appointed for holding the meeting, then the members present shall elect one of their numbers to be Chair of the meeting.
62. The Board may delegate any of its powers to sub-committees consisting of such member or members of the Board or the Club as they think fit and may from time to time revoke or alter such delegation; and sub-committee so formed shall in the exercise of the powers so delegated conform to the directions that may from time to time be imposed on it by the Board. Any sub-committee may co-opt for its assistance any member of the Club.
63. A sub-committee may elect a Chair of its meetings; if no such Chair is elected, or if at any meeting the Chair is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chair of the meeting.
64. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a sub-committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chair shall have a second or casting vote.
65. All acts done by any meeting of the Board, sub-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 has been duly appointed and was qualified to be a member of the Board.
66. A resolution in writing signed by all 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 has been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.



ACCOUNTS

67. The Board shall cause to be kept correct accounts and books in accordance with the Act, the Liquor Act and the *Unlawful Gambling Act 1998* (NSW), (as amended), showing the financial affairs of the Club and the particulars usually shown in the books of an account of a like nature, and shall prepare and submit to each Annual General Meeting or an Extra Ordinary General Meeting called for that purpose a properly audited statement of account, profit and loss account and balance sheet for the financial year ending immediately preceding such meetings and a report thereon as required by the Act.
68. The Board may, from time to time, determine at what time and places, and under what conditions or regulations, the accounting and other records of the Club shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting an account or book or paper of the Club except as conferred as by Statute or authorised by the Board or by the Club in General Meeting.

SEAL

69. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a sub-committee of members of the Board authorised by the Board in that behalf, and every instrument to which the Seal is affixed shall be signed by a member of the Board and shall be counter signed by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

AUDIT

70. A properly qualified auditor or auditors shall be appointed and his or her or their remuneration fixed and duties regulated in accordance with the Act.

NOTICES

71. A notice may be given by the Club to any member either personally or by sending it by post to him or her at the address within the state supplied by him or her to the Club for the giving of notices to him or her. Where a notice is sent by post, service of the



notice shall be deemed to be effected by properly addressing, pre-paying and posting the letter, continuing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case, at the time at which the letter would be delivered in the ordinary course of post.

72. (i) Notice of every General Meeting shall be given in any manner herein before authorised to:-
- (a) every member except those members who have not supplied to the Club an address within the state for the giving of notices to them; and
 - (b) the auditor or auditors for the time being of the Club.
- (ii) No other person shall be entitled to receive notices of general meetings.

INDEMNITY

73. Every member of the Board, auditor, Secretary and other officer of the time being of the Club shall be indemnified out of the assets of the Club against any liability incurred by him or her in defending any proceedings, whether civil or criminal, arising out of his or her office with the Club, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the court in respect of any negligence, default, breach of duty or trust.

REGISTER OF MEMBERS

74. The Secretary shall keep the following registers:-
- (a) A register of members setting forth the name in full, occupation and address of each member, specifying the class of members to which he or she belongs and setting out the date of the latest payments of each member of his or her subscriptions.
 - (b) A register of honorary or temporary members setting out the names and addresses of such members and the date upon which the period of such membership commences and the date upon which period of such membership terminates.



- (c) A register for persons of or above the age of eighteen (18) years of age who enter the premises of the Club as guests of members, shall be kept in accordance with Section 31 of the Registered Clubs Act (as amended).

The abovementioned registers shall be kept by the Secretary at the registered office of the Club. In the event of the Club obtaining a certificate of registration under part x of the Liquor Act, such register shall be kept at the Club premises to which such certificate applies in accordance with Section 132, 134 and 151 of the Liquor Act (as amended).

CLUB COLOURS

75. The Club colours shall be royal blue and white.

FINANCIAL YEAR

76. The financial year of the Club shall commence on the 1st day of July and end on the last day of June in each year.

