

This is the Constitution of Central Charlestown Leagues Club Limited as amended at its AGM held on 8 October 2018.

**CONSTITUTION**

**OF**

**CENTRAL CHARLESTOWN LEAGUES CLUB LIMITED**



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## **CONSTITUTION OF CENTRAL CHARLESTOWN LEAGUES CLUB LIMITED**

1. In this Constitution:-

**"Act"** means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

**"Biennial General Meeting"** means the Annual General Meeting of the Club held in 2019, and every second Annual General Meeting thereafter, being the Annual General Meeting at which the Board is to be elected.

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

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

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

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

**"Month"** means calendar month.

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

**"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.

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

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

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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 company.
  - (b) Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.
  - (c) The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
  - (d) Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
  - (e) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
  - (f) A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
  - (g) Subject to Rule 5(h), nothing in this Constitution shall prevent the payment:
    - (i) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club; or



- (ii) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
  - (iii) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
  - (iv) of reasonable and proper rent for premises demised or let by any member to the Club.
- 6.
  - (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 6(a) does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
  - (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
  - (c) A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
  - (d) The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
  - (e) Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
  - (f) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

## MEMBERSHIP

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- 7. Deleted.
- 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) Foundation members, Original members, Ordinary members and Life members are entitled to:
- (i) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
  - (ii) attend and vote at general meetings (including Annual General Meetings) of the Club;
  - (iii) subject to any restrictions contained in this Constitution, nominate for and be elected to hold office on the Board;
  - (iv) vote in the election of the Board;
  - (v) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
  - (vi) propose, second, or nominate any eligible member for any office of the Club;
  - (vii) propose, second or nominate any eligible member for Life membership;
  - (viii) introduce guests to 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

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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

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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

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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

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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.

## HONORARY MEMBERS

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16. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club; or
- (ii) any prominent citizen or local dignitary visiting the Club.



- (b) Honorary members who are Full members (as defined in the Registered Clubs Act) of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member (as defined in the Registered Clubs Act).
- (c) Honorary members who are not Full members (as defined in the Registered Clubs Act) of the Club are entitled to:
  - (i) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (ii) introduce guests to the Club.
- (d) Honorary members who are not Full members (as defined in the Registered Clubs Act) of the Club are not entitled to:
  - (i) vote at any meeting of the Club; or
  - (ii) nominate for or be elected to the Board or any office in the Club;
  - (iii) vote in the election of the Board;
  - (iv) vote on any Special Resolution (including a Special Resolution to amend the Constitution);
  - (v) propose, second or nominate any eligible member for any office of the Club;
  - (vi) propose, second or nominate any eligible member for Life membership.

## TEMPORARY MEMBERS

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- 16A. (a) The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (i) any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
  - (ii) a full member (as defined in the Registered Clubs Act) of any registered club which has objects similar to those of the Club.
  - (iii) a full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
  - (iv) any interstate or overseas visitor.

- (b) Temporary members shall not be required to pay a joining fee or annual subscription.
- (c) Temporary members are entitled to:
  - (i) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (ii) subject to Rule 77(l), introduce guests into the Club.
- (d) Temporary members are not entitled to:
  - (i) attend or vote at general meetings (including Annual General Meetings) of the Club;
  - (ii) nominate for or be elected to the Board;
  - (iii) vote in the election of the Board;
  - (iv) vote on any Special Resolution (including a Special Resolution to amend the Constitution);
  - (v) propose, second or nominate any eligible member for any office of the Club; or
  - (vi) propose, second or nominate any eligible member for Life membership.
- (e) The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason.
- (f) No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 16A(a)(iii).

## PROVISIONAL MEMBERS

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16B. (a) A person in respect of whom:

- (i) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and
- (ii) who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form,

may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

- (b) Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner):





- (i) that person shall cease to be a Provisional member of the Club; and
  - (ii) the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.
- (c) Provisional members are entitled to:
- (i) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (ii) introduce guests into the Club.
- (d) Provisional members are not entitled to:
- (i) attend or vote at general meetings of the Club; or
  - (ii) nominate for or be elected to hold office on the Board;
  - (iii) vote in the election of the Board;
  - (iv) vote on any Special Resolution (including a Special Resolution to amend the Constitution);
  - (v) propose, second, or nominate any eligible member for any office of the Club;
  - (vi) propose, second or nominate any eligible member for Honorary Life membership.
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. (a) Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board may prescribe and shall contain the following particulars:
- (i) the full name of the applicant; and
  - (ii) the residential address of the applicant;
  - (iii) the date of birth of the applicant;
  - (iv) the occupation of the applicant;
  - (v) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
  - (vi) the signature of the applicant;



- (vii) such other particulars as may be prescribed by the Board from time to time.
  - (b) Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:
    - (i) the joining fee (if any) and the appropriate subscription; and
    - (ii) evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.
  - (c) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
  - (d) A person whose application has been signed by an authorised officer of the Club in accordance with Rule 19(c) and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
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.

#### DISCIPLINARY PROCEEDINGS

27. Subject to Rule 27A, the Board shall have power to reprimand, suspend, expel or accept the resignation of any member, if that member:
- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of the Constitution or any By-Law; or
- (b) is, in the reasonable opinion of the Board;
- (i) guilty of any conduct prejudicial to the interests of the Club; or
- (ii) guilty of conduct which is unbecoming of a member.
- 27A. The following procedure shall apply to disciplinary proceedings of the Club:
- (a) A member shall be notified of:
- (i) any charge against the member pursuant to Rule 27; and
- (ii) the date, time and place of the meeting of the Board at which the charge is to be heard.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 27A by notice in writing by a prepaid letter sent by post to the member's last known address at least seven (7) days before the meeting of the Board at which the charge is to be heard.



- (c) The member charged shall be entitled to:
  - (i) attend the meeting for the purpose of answering the charge; and
  - (ii) submit to the meeting written representations for the purpose of answering the charge.
- (d) If the member fails to attend such meeting:
  - (i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and
  - (ii) the Board may impose any penalties,
 

the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- (e) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.
- (f) When the Board has made a decision as to whether the member is guilty or not, if the member charged is at the meeting, the Board must inform the member of the Board's decision.
- (g) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty.
- (h) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a two thirds majority of the directors present in person vote in favour of such motion.
- (i) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rules 27A.
- (j) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.
- (k) No appeal whatsoever shall lie from a decision of the Board pursuant to Rules 27 and 27A 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.

27B. If a notice of charge is issued to a member pursuant to Rule 27A(a):

- (a) the Board by resolution; or
- (b) the Secretary (independently of the Board)

shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five (5) weeks whichever



is the sooner. Such suspension shall be promptly notified in writing to the member concerned.

- 27C. (a) The Board may by resolution delegate all of the powers and functions given to the Board by Rule 27 to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.
- (b) The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 27A save that:
- (i) a quorum of the Disciplinary Committee shall be three (3) directors of the Club; and
  - (ii) all references to the Board in Rule 27 and 27A, except in Rule 27A(j) shall be read as being references to the Disciplinary Committee.
- (c) The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 27A on the member charged in substitution for that imposed by the Disciplinary Committee provided that:
- (i) the procedure set out in Rule 27 and 27A are followed; and
  - (ii) the member is notified that the Board is exercising the power under this Rule 27(c) within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.
- (d) The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 27C(a) and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

#### REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

28. (a) In addition to any powers under section 77 of the Liquor Act, the Secretary or, subject to Rules 28(e), 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 then intoxicated, violent, quarrelsome or disorderly; or
  - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
  - (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 the Liquor Act;
  - (iv) who hawks, peddles or sells any goods on the premises of the Club;
  - (v) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;



- (vi) 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;
  - (vii) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to Rule 28(a) a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 28(e)) 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 Rule 28(b), if a person has been refused admission to or turned out of the Club in accordance with Rules 28(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
  - (d) Without limiting Rules 28(b), if a person has been refused admission to or turned out of the Club in accordance with Rules 28(a)(i), the person must not:
    - (i) remain in the vicinity of the Club; or
    - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
  - (e) Without limiting the provisions of section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
    - (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
    - (ii) any employee authorised by the Secretary to exercise such power.

## GUESTS

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- 28A (a) Subject to Rule 28A(b), all members shall have the privilege of introducing guests to the Club.
- (b) A Temporary member may introduce a guest only in accordance with Rules 28A(l).
- (c) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the particulars required by Rules 74(d).
- (d) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- (e) No member shall introduce any person as a guest who has been expelled from the Club, whose membership is then suspended and/or who is then refused admission to or being turned out of the Club.



- (f) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (g) The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (h) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (i) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (j) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- (k) The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- (l) A Temporary member may bring into the non-restricted areas of the Club premises as the guest of that Temporary member a minor:
  - (i) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and
  - (ii) who does not remain on the Club premises any longer than that Temporary member;
  - (iii) in relation to whom the member is a responsible adult.
- (m) For the purposes of Rules 28A(l)(iii), "responsible adult" means an adult who is:
  - (i) a parent, step-parent or guardian of the minor; or
  - (ii) the minor's spouse or de facto partner;
  - (iii) for the time being, standing in as the parent of the minor.

## GENERAL MEETINGS

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- 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, in the case of Biennial General Meetings, 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

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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. At any general meeting of the Club (including the Annual General Meeting), thirty (30) Foundation members, Original members, Ordinary members and/or Life members present in person and eligible to vote 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 reasonable necessary time to correct the nomination.
42. 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.
43. (a) A person shall not be eligible to stand for or be elected or appointed to the Board unless he or she is a Foundation member, Original member, Ordinary member or Life member and has maintained such membership status for a continuous period of two (2) year period immediately preceding their proposed election or appointment to the Board.
- (b) A member who is an employee, currently under suspension and/or not a financial member of the Club shall not be eligible to stand for or be elected or appointed to the Board.
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, Foundation members, Original 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.

## ELECTION OF BOARD

45. The election of the Board shall be conducted in the following manner:
- (a) The Board shall appoint a Returning Officer and at least two (2) scrutineers to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer or as a scrutineer.
  - (b) Notice of the date and time of the last day for receiving nominations for office in accordance with paragraph (c) of this Rule shall be prominently posted on the Club Notice Board at least thirty five (35) days prior to the date fixed for the Biennial General Meeting.
  - (c) Nominations shall close at least twenty one (21) days prior to the date fixed for the Biennial General Meeting and must be delivered to the Secretary on or before that date.
  - (d) Nominations for election to the Board shall be made in writing and signed by one and seconded by another Foundation member, Original member, Ordinary member or Life member and signed by the nominee who shall thereby signify his or her consent to the nomination.
  - (e) A nomination can be withdrawn at any time prior to the close of nominations.
  - (f) The Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board at least fourteen (14) days before the Biennial General Meeting.
  - (g) If the full number of candidates for election to the Board is not nominated then those candidates who are nominated shall be declared elected to the Board and the remaining positions shall be casual vacancies for the purposes of Rule 74.
  - (h) If there be only the requisite number nominated for election to the Board, those candidates shall be declared duly elected.
  - (i) If there be more than the required number of candidates nominated for the Board an election by secret ballot shall take place.
  - (j) The Returning Officer shall supervise the preparation of ballot papers.
  - (k) The order in which names appear on the ballot paper shall be determined by lot.
  - (l) The ballot shall be conducted on such days and during such times as shall be determined by the Board from time to time.
  - (m) The Returning Officer shall supervise the issue of ballot papers.
  - (n) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.

- (o) Members shall place their ballot papers in the ballot box provided at the Club.
  - (p) The Returning Officer shall supervise the safe custody of ballot papers returned.
  - (q) The Returning Officer shall supervise the examination of ballot papers.
  - (r) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
  - (s) The Returning Officer shall supervise the counting of votes.
  - (t) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
  - (u) The Returning Officer shall report the result of the ballot to the Biennial General Meeting.
  - (v) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 45.
  - (w) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers set out in this Rule 45.
  - (x) If at the close of the Biennial General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 74.
- 45A. (a) As soon as reasonably practicable after an Annual General Meeting, the elected directors shall elect the Executive from amongst their number.
- (b) As soon as reasonably practicable after the Executive is elected, an appropriate notice shall be displayed in the Club's noticeboard.
- (c) The directors elected to the Executive shall, subject to this Constitution, hold those offices until the conclusion of the next Annual General Meeting.
- 45B. The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rules 45 and 45A.
46. The Club may, from time to time by special resolution to amend this Constitution passed at a General Meeting, increase or reduce the number of officers or other members of the Board.
47. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the next Annual General Meeting when they become eligible for re-election to the Board.
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 automatically be vacated if the person holding that office:
- (a) is disqualified for any reason referred to in Section 206B of the Act.
  - (b) 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.
  - (c) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.
  - (d) by notice in writing given to the Secretary resigns from office as a director.
  - (e) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
  - (f) ceases to be a member of the Club.
  - (g) becomes an employee of the Club.
  - (h) fails to complete the mandatory training requirements for directors referred to in Rule 54A within the prescribed period (unless exempted)

#### PATRONS AND VICE-PATRONS

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

#### POWERS AND DUTIES OF THE BOARD

- 50A. The Board may exercise all powers of the Club and do all acts and things as the Club is authorised to do except any powers, acts or things which must be exercised or done by the Club in general meeting.
51. The Club will spend in each financial year up to but not over \$100,000 on the encouragement, fostering and promotion of senior Rugby League Football in the Central Charlestown Rugby League District as defined by New South Wales Rugby League (or that organizations' 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 New South Wales Rugby League Inc (or that organisation's replacement or other relevant body from time to time) in such manner as determined by the Committee.
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.

#### DECLARATIONS OF INTERESTS BY DIRECTORS

- 54B. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
- (i) declare the nature of the interest at a meeting of the Board; and
  - (ii) comply with Rule 54C.
- (b) Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- (c) A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- (d) A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is



party to a contract or commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.

- (e) Rules 54B(a) to (d) inclusive do not limit the provisions of the Registered Clubs Act referred to in those provisions.

#### PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

54C. Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

- (a) must not vote on the matter; and
- (b) must not be present while the matter is being considered at the meeting.

#### CONTRACTS WITH DIRECTORS

54D. In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or with a company or other body in which a director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board. For the purposes of this Rule, a "pecuniary interest" in a company does not include any interest exempted by the Registered Clubs Act.

#### CONTRACT WITH SECRETARY

54E. (a) Subject to Rule 54E(b), the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:

- (i) the Secretary; or
- (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary;
- (iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).

(b) Rule 81(a) does not prevent the Club entering into a contract with any of the above persons which is:

- (i) a contract of employment; or
- (ii) otherwise permitted by the Registered Clubs 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

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- 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.
- 61A. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.
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

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67.
  - (a) The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
  - (b) The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.





68. (a) The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.
- (b) In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June:
- (i) the financial report of the Club; and
  - (ii) the directors' report;
  - (iii) the auditors' report on the financial report.

## SEAL

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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. Notwithstanding this, the Club may execute a document (including a deed) without using the Seal if that document is signed by two members of the Board or one member of the Board and the Secretary.

## AUDIT

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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

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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 or by sending it to the electronic address (if any) nominated by the member. 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. Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.
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

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73. (a) Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- (b) The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

## REGISTER OF MEMBERS

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74. The Club shall keep the following registers:
- (a) A register of persons who are Full members which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) the name in full; and
  - (ii) the occupation;
  - (iii) the address;
  - (iv) the date on which the entry of the member's name in the register is made;
  - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
- (b) A register of persons who are Honorary members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) the name in full or the surname and initials; and
  - (ii) the address.
- (c) A register of persons who are Temporary members (other than Temporary members referred to in Rules 16A(a)(iii) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
- (i) the name in full or the surname and initials; and
  - (ii) the address;
  - (iii) the signature of the member.
- (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance



with Section 31(1)(c) of the Registered Clubs Act. This register shall set forth in respect of each of those guests:

- (i) the name in full or the surname and initials; and
- (ii) the address;
- (iii) the date on which the entry of the guest's name in the register is made;
- (iv) the signature of the member introducing the guest.

#### CLUB COLOURS

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

#### FINANCIAL YEAR

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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.

