


I, Richard Errington, Chief Executive Officer and company secretary, certify that this and the following 30 pages is a true and correct copy of the Constitution for West HQ Limited as amended by special resolutions passed at the Annual General Meeting of West HQ Limited held on Tuesday, 18 May 2021.


.....
Mr Richard Errington
Chief Executive Officer

26 MAY 2021
.....
Date

CORPORATIONS ACT 2001

A Company Limited by Guarantee

And not having a Share Capital

CONSTITUTION

OF

WEST HQ LIMITED

ACN 000 842 375

- 1 (a) The name of the Company (hereinafter called "the **Club**") is "West HQ Limited".
- (b) The Club shall maintain the registration of the business name "Rooty Hill RSL Club" for the purpose of naming of the licensed (clubhouse) premises trading under the Club Licence located at 55 Sherbrooke Street, Rooty Hill in accordance with an approval of the Independent Liquor and Gaming Authority and the requirements of the Liquor Act and *Liquor Regulation 2018* (NSW),

on and from the date such change of name is registered by the Australian Securities and Investments Commission pursuant to section 157(3) of the Corporations Act 2001 (Cth).

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

DEFINITIONS

- 3 (a) In this Constitution, unless there is something in the subject or context inconsistent therewith:

"**The Act**" means the Corporations Act 2001.

"**Associate Director**" means a Director who is an Associate Member.

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

"**By-Laws**" shall mean and include Rules.

"**The Club**" means West HQ Limited.

"**Club Licence**" means a club licence held by the Club under the Liquor Act.

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

"**Director**" means a member of the Board.

"**Executive**" means the Chairperson and Vice-Chairperson.

"**Full Member**" means a person who is an Ordinary Member (as defined in the Registered Clubs Act) or a Life Member of the Club

"**Gaming Machines Act**" means the *Gaming Machines Act 2001 (NSW)*.

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

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

"**Month**" means calendar month.

"**Officer**" means an officer as defined in the Act and includes the Executive, members of the Board and the Secretary but does not include the Auditor.

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

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

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

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

"**RSL Director**" means a Director who is an RSL Member.

"**Secretary**" includes Acting Secretary, Honorary Secretary or Acting Honorary Secretary.

"**Sub-Branch**" means Rooty Hill Sub-Branch of the Returned and Services League of Australia (New South Wales Branch).

- (b) A member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend or vote:
- (1) If at the expiration of 30 days from the due date the member's subscription or any part thereof payable on the date remains unpaid; or
 - (2) If any money (other than subscription) owing by the member to the Club has remained unpaid at the expiration of 30 days from service on them of a notice from the Club requiring payment thereof; and in

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

- 4 (a) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.
- (b) Headings and the index are included for convenience only and do not form part of this Constitution.
- (c) A reference to legislation includes but is not limited to a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument under it.
- 5 This Constitution is subject to the Act and the Registered Clubs Act. To the extent that any of the provisions in this Constitution are inconsistent with these Acts and might prevent the Club being registered under these Acts, those provisions will be inoperative and have no effect.

INTERPRETATION

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

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

- 7 The "replaceable rules" which are contained in the Act are hereby excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
- 8 The Club is established for the objects set out in this Constitution.
- (a) The Club shall be a non-proprietary Club.
- (b) Subject to the provisions of Section 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the governing body, or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered to every Full Member of the Club unless the benefit is not in the form of money, cheque or promissory note and is the subject of a current authorisation given by a General Meeting of members prior to the benefit being provided.
- (c) Subject to the provisions of sections 10(1)U and 10(7) of the Registered Clubs Act and any other applicable provision of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the rules of the Club or otherwise to derive, directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the licensed premises of the Club.
- (d) The Secretary or Manager, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under the rules of the

Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

- 9 (a) An employee of the Club shall not vote at any Meeting of the Club or of the Board or any election of the Board, or hold office as a member of the Board.
- (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
- 10 (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply if the Club has an authorisation under section 23 of the Registered Clubs Act in respect of the sale, supply or disposal of liquor to any person at a function.
- (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 gaming machines or any other forms of gaming devices on the premises of the Club.
- 11 Voting by proxy is not permitted:
- (a) at any election of the Board;
- (b) at any meeting of the Board or of a committee of the Club; or
- (c) at any General Meeting.

OBJECTS

- 12 The objects for which the Club is established are:
- (a) To provide for members and for members' guests a social and sporting Club with all the usual facilities of a Club including residential and other accommodation liquid and other refreshment libraries and provision for sporting musical and educational activities and other social amenities.
- (b) To purchase hire lease or otherwise acquire for the purpose of the Club any real or personal property and any rights and privileges which the Club may think necessary or convenient for the carrying out of its object or any of them.
- (c) To give sell mortgage exchange hire lease (not being premises covered by the Club Licence) or otherwise dispose of the property of the Club or any part or parts thereof.
- (d) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner

as may be deemed fit and from time to time to vary and realise such investments.

- (e) To make draw accept endorse discount execute and issue promissory notes, bills of exchange, bills of lading, warrants debentures and other negotiable or transferable instruments.
- (f) To borrow money from time to time and for such purposes to give debentures liens mortgages charges or other security over the whole or any part of the property real or personal of the Club.
- (g) To apply for and hold a Club Licence and keep gaming machines under the Gaming Machines Act and/or such other licence or licences under the Liquor Act, Gaming Machines Act or any other Act or Law for the time being in force in furtherance of the objects of the Club and for such purpose to appoint if necessary or desirable a Chief Executive Officer, General Manager, Secretary-Manager or Managers or other officer or officers to act as approved managers under the Club Licence or hold other licences on behalf of the Club.
- (h) In furtherance of the objects of the Club to obtain and hold any licence or permit necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco, cigars and cigarettes and of all kinds of goods provisions required used or desired by Members.
- (i) To take or reject any gift of property money or goods whether subject to any special trust or not.
- (j) To erect, maintain, improve or alter any building or buildings for the purposes of the Club.
- (k) To promote all or any of the objects of the Returned and Services League of Australia (New South Wales Branch) Incorporated.
- (l) To hire and employ all classes of persons considered necessary for the purposes of the Club and subject to this Constitution to pay to them and to other persons in return for services rendered to the Club salaries, wages and gratuities.
- (m) To indemnify any person or persons whether members of the Club or not, who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (n) To establish support or aid in the establishment and support of associations funds trusts and convenience calculated to benefit the members of the Club or the dependents or connections of such members and to make payments toward insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.
- (o) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.

- (p) To do all such acts deeds matters and things and enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.
- 13 The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to or amongst the members of the Club provided that nothing herein contained shall prevent the payment in good faith of interest to such member in respect of moneys advanced by the member to the Club or otherwise owing by the Club to the member or of remuneration of any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club. Provided further that no member of the Board of Directors or Governing Body shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration shall be given by the Club to any member of such Board of Directors or Governing Body provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium to any such member of the Board of Directors in respect of special honorary services rendered or the repayment to any such member out-of-pocket expenses and interest on money lent or hire of goods or rent for premises demised to the Club. The amount of any honorarium shall be approved by the members of the Club at a General Meeting.
- 14 True accounts shall be kept of the sums of moneys received and expended by the Club and the matters in respect of which such receipts and expenditure take place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with this constitution same shall be open to inspection of the members. Once at least in every year the accounts of the Club shall be examined and the correctness of the Financial Report ascertained by one or more qualified members of a recognised Institute Association or Body of Accountants.

WINDING UP

- 15 The liability of the members is limited.
- 16 Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that they are a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which the member ceases to be a member and of the costs charges and expenses of winding up the Club and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Five Dollars (\$5.00).
- 17 If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to the Rooty Hill Sub-Branch of the Returned and Services League of Australia (New South Wales Branch) Incorporated.

MEMBERSHIP

- 18 Deleted.

- 19 A person shall not be admitted to membership of the Club except as an Ordinary Member, Life Member, Honorary Member, Provisional Member or Temporary Member.
- 20 (a) Ordinary Membership of the Club shall consist of the following classes:
- (1) RSL Members;
 - (2) Associate Members; and
 - (3) Junior Members.
- (b) On and from the date of the resolution adopting this Constitution members classified in the register of member of the Club and such other persons as the Board admits to membership in accordance with this Constitution are the members of the Club.
- 21 The members of the Club entitled to vote at the biennial election of the Board of the Club shall at all times comprise a majority of the Full Members of the Club.
- 22 All classes of membership are open to both genders.

RIGHTS OF MEMBERS & ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP

- 23 Subject to Rule 9(a), any other provision of this Constitution and the requirements of the Registered Clubs Act or any other law:
- (a) financial RSL Members shall be entitled to vote for the election of the Board and to vote on all matters at Annual General Meetings or General Meetings of members; and
 - (b) financial Associate Members shall be entitled to vote for the election of the Board and to vote on Life membership resolutions under Rule 26, but not with respect to any other resolution
- 24 (a) The rights of the members to use the facilities of the Club shall be as the Board may determine from time to time by By-Law or otherwise.
- (b) Without limiting the general powers of the Board conferred in Rule 24(a), all members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:
- (1) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
 - (2) the Club's responsible conduct of gambling policy (as adopted and amended by the Board from time to time).
- 25 The requirements for eligibility of persons for election to the following classes of Ordinary Membership shall be:

(a) RSL Members

Those persons who have attained the age of eighteen (18) years and are financial members of the Rooty Hill Sub-Branch of the RSL and who shall have made application for membership of the Club in accordance with this Constitution and have been duly admitted to RSL membership.

(b) Associate Members

Those persons who have attained the age of eighteen (18) years who shall have made application for membership in accordance with this Constitution and been duly admitted to Associate membership.

(c) Junior Members

(1) Any person who is under the age of 18 years and who satisfies the Board that they have an interest in taking an active part in the sporting activities of the Club on a regular basis, and from whose parent or guardian the Board receives written consent to that person becoming a Junior Member of the Club and taking part in the sporting activities of the Club and who, in the opinion of the Board, is suitable to be elected to Junior membership.

(2) Junior Members shall be ineligible to vote at the election of the Board, attend or vote at General Meetings except as required by the Registered Clubs Act, hold office or introduce guests to the Club. Junior Members shall have no part in the management of the Club. Junior members shall use only those areas of the licensed premises of the Club in respect of which an authority has been granted pursuant to Section 22 of the Registered Clubs Act.

LIFE MEMBERSHIP

26 Life Membership may be confirmed upon any Ordinary Member who has rendered outstanding service to the Club. To be eligible for Life Membership a member must be nominated by one Ordinary Member and seconded by another. The nomination shall then be forwarded to the Board of the Club for approval. If such nomination is approved by the Board the nomination shall be referred to the next General Meeting of the Club and if such nomination is approved at such General Meeting the person nominated shall be a Life Member and such Life Member shall have all the rights and privileges of the class of membership to which they belonged immediately prior to becoming a Life Member but shall be relieved of the obligation to pay annual subscriptions.

PROVISIONAL MEMBERS

27 A person who has applied for membership as an Ordinary Member and has paid the subscription appropriate for the class of membership applied for and is awaiting decision on the application may be admitted as a Provisional Member. Provisional Members shall be entitled only to the social facilities and amenities of the Club but are not entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club.

HONORARY MEMBERS

- 28 A person shall not be admitted as an Honorary Member of the Club unless they are admitted in accordance with the provisions of this Constitution.
- 29 (a) The following, may in accordance with the procedures established by the Board, be made Honorary Members of the Club:
- (1) Any prominent citizen or local dignitary visiting the Club for some special occasion;
 - (2) The Patron and Patrons for the time-being of the Club, provided that this number will not exceed six (6); or
 - (3) Any person who is a member of the Australian Defence Force.
- (b) An Honorary Member shall be entitled only to the social privileges of the Club and to participate in such games, recreations and pastimes as are determined by the Board from time to time. Honorary Members are not entitled to vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (c) Honorary Members may be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions.
- (d) The Board or its authorised officer shall have the power to cancel the membership of any Honorary Member without notice and without assigning any reason.

TEMPORARY MEMBERS

- 30 A person shall not be admitted as a Temporary Member of the Club unless they are admitted in accordance with the provisions of this Constitution.
- 31 (a) The following may in accordance with the procedures established by the Board be made Temporary Members of the Club:
- (1) A Full member (as defined in the Registered Clubs Act) of any registered club which has objects similar to those of the Club.
 - (2) A Full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board or an Ordinary member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when the person so attends the premises of the Club until the end of the day.
 - (3) Persons whose ordinary place of residence is not within five (5) kilometres of the Club on payment of such fee, if any, as may be determined by the Board.
 - (4) An interstate or overseas visitor.

- (b) Temporary Members shall not be entitled to attend or vote at any Meeting of the Club, nominate for or be elected to the Board or any office of the Club, or participate in the management of the Club in any way.
- (c) The Board or its authorised officer may terminate the membership of any Temporary Member at any time without having to provide any reason.
- (d) In accordance with the Registered Clubs Act an eligible person may be admitted as a Temporary member for a period of up to, but not exceeding, 7 consecutive days (or for such longer period as the Independent Liquor and Gaming Authority may approve in writing) . Other than those members referred to in sub-paragraph (a)(2), a person admitted under this rule is only required to complete and sign the register on the first day when they enter the Club's premises during that period.
- (e) No person under the age of 18 years may be admitted as a Temporary Member to the Club other than pursuant to Rule 31(a)(2).

TRANSFER OF MEMBERSHIP

- 32 The Board, at its discretion, may transfer, on the written application, a member from any class of Ordinary membership to another class of Ordinary membership . Any member so transferred may at discretion of the Board receive a refund or reduction of any entrance fee or subscription paid by or payable by the member for the then financial year and may be required to pay the difference between the entrance and/or annual subscription applicable for their present membership and the entrance and/or annual subscription applicable to the class of membership to which the member desires to be transferred.

ABSENTEE LIST

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

ELECTION OF MEMBERS

- 34 A person shall not be admitted as a member of the Club, other than as an Honorary Member, a Temporary Member or a Provisional Member unless they are elected to membership at a meeting of the Board, or a duly appointed election committee of the Club by resolution passed by a majority, the names of those members present and voting at that meeting having been recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.
- 35 (a) In respect of every application for membership made pursuant to Rule 34 there shall be completed an application form which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by this Constitution.

- (b) The application form shall be lodged with the Secretary of the Club, together with the entrance fee, (if any), and the first annual subscription. The Secretary shall cause the name and address of the candidate to be exhibited in a conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the proposal of a person for election and their election.
- 36 A copy of this Constitution must be supplied to a member on request being made to the Secretary and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or such lesser fee as determined by the Board.
- 37 If a person fails to be elected to membership the Secretary shall cause written notification of such failure to be forwarded or posted promptly to such person and shall cause any moneys received in respect of the application to be refunded.
- 38 (a) No person whose application for membership has failed to receive the required number of votes shall again apply for Full membership of the Club until at least 12 months have elapsed from the previous ballot of the Board or membership election committee.
- (b) No person who has previously been expelled from membership shall again apply for Full membership of the Club until at least 5 years have elapsed from the date of their expulsion.

ENTRANCE FEES & ANNUAL SUBSCRIPTIONS & LEVIES

- 39 Members' subscriptions shall be paid annually and in advance or for more than one year and in advance. The time and manner of payment thereof and all other matters pertaining thereto, not especially provided for by this Constitution, shall be prescribed by the Board from time to time.
- 40 The entrance fees and subscriptions or payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription payable by Ordinary members shall be not less than Two Dollars or such other minimum subscription provided from time to time by the Registered Clubs Act
- 41 If the entrance fee or subscription or any part therefore any member shall not be paid by the due date the member shall be notified in writing of the default. If such subscription remains unpaid for a further period of one month from that date the member shall be debarred from all privileges of membership and their name shall be removed from the Register of Members of the Club.
- 42 The Board shall have power to make charges and levies on Members for general or special purposes.

PATRONS

- 43 The members in General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting and such Patron or Patrons shall thereupon be deemed to be Honorary members of the Club and subject to this Constitution shall remain Honorary members while they remain a Patron.

ADDRESSES OF MEMBERS

- 44 Members shall advise the Secretary of the Club of any change in their address.

REGISTERS OF MEMBERS & GUESTS

- 45 The Club shall keep the following registers:

- (a) A register of persons who are Ordinary or Provisional Members of the Club. This Register shall set forth: the name in full, the occupation and address of each Ordinary or Provisional Member and the date on which they last paid the Annual Fee for membership of the Club.
- (b) A register of persons who are Honorary members. This register shall set forth:
 - (1) the name in full, or the surname and initial of the Honorary Member and in the case of members of the Australian Defence Force, the signature of the Honorary Member;
 - (2) the residential address of the Honorary Member;
 - (3) the date on which Honorary membership is conferred;
 - (4) the date on which Honorary membership is to cease.

Note: A separate register is to be kept of Honorary Members who are members of the Australian Defence Force.

- (c) A register of persons who are Temporary Members other than Temporary members referred to in Rule 31(a)(2). This register shall set forth:
 - (1) the name in full, or the surname and initials, of the Temporary Member;
 - (2) the residential address of the Temporary Member;
 - (3) the date on which temporary membership is granted;
 - (4) the signature of the Temporary Member.
- (d) A Register of persons of or over the age of 18 years who enter the premises of the Club as guests of members. Such Register shall have entered therein on each occasion on any day on which a person of or above the age of 18 years enters the premises of the Club as the guest of a member the name in full or the surname and initials of the given names, and the address, of that guest, the date on that day and the signature of that member provided always if an entry in this Register is made on any day in respect of the Guest of a member, it is not necessary for an entry to be made in that Register in respect of that guest if they subsequently enters the premises of the Club on that day as the guest of that Member.

DISCIPLINARY PROCEEDINGS

- 46 If any member shall refuse or neglect to comply with any of the provisions of this Constitution of the Club or the By-Laws thereof or be in the opinion of the Board or the Board's duly constituted Disciplinary Committee consisting of three (3) members of the Board of Directors guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which in the opinion of the Board or the Disciplinary Committee is unbecoming of a member or which shall render the member unfit for membership, the Board or the Disciplinary Committee shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to remove the member's name from the register of members provided that:
- (a) Such member shall be notified of any charge against them pursuant to this paragraph by notice in writing by a prepaid letter posted to their last known address at least fourteen clear days before the meeting of the Board at which such charge is to be heard.
 - (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.
 - (c) The voting by the members of the Board or Disciplinary Committee present at such meeting shall be in such manner as is decided by the Board or Disciplinary Committee and no motion by the Board or Disciplinary Committee to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the members of the Board or Disciplinary Committee present vote in favour of such a motion.
 - (d) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board or Disciplinary Committee may decide on the evidence before it, the member's absence notwithstanding, having regard to any representations made to it in writing, by the member charged.
 - (e) Any decision of the Board or Disciplinary Committee of such hearing or any adjournment thereof shall be final and the Board or Disciplinary committee shall not be required to assign any reason for its decision.
 - (f) In the event that a Notice of Charge is issued to a member pursuant to Rule 46(a) of the Constitution, the Secretary, Board or Disciplinary Committee shall have the power to immediately suspend that member from all privileges of membership of the Club until the charge is heard and determined, or for 1 month whichever is the sooner. An immediate suspension imposed by the Secretary, Board or Disciplinary Committee on a member under this Rule shall also be notified in writing to that member.
 - (g) The powers of the Board under this paragraph may be exercised by a disciplinary committee appointed by the Board. A quorum of the Disciplinary Committee is three (3) members of the Board.
- 47 (a) The Secretary or a delegated 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 and may immediately suspend any person including any member:

- (1) who is then intoxicated, violent, quarrelsome, disorderly or commits conduct unbecoming of a member; or
 - (2) who for the purposes of prostitution, engages or uses any part of the Club premises of the Club; or
 - (3) whose presence on the premises of the Club renders the Secretary liable to a penalty under the Registered Clubs Act or Liquor Act; or
 - (4) who hawks, peddles or sells any goods on the premises of the Club; or
 - (5) who uses, or has in their possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant (within the meaning of the Drug Misuse and Trafficking Act 1985); or
 - (6) who smokes, within the meaning of the Smoke-Free Environment Act 2000, whilst on any part of the premises of the Club that is a smoke-free area within the meaning of that Act; or
 - (7) whom the Club, under the conditions of its Club Licence, or a term (of the kind referred to in Section 76A(1) of a local liquor accord, is authorised or required to refuse access to the Club; or
 - (8) whose presence on the premises of the Club will be in breach of a requirement or exclusion under the Liquor Act including a self exclusion agreement under section 76 of the Liquor Act or a banning order under section 77 of the Liquor Act.
- (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 Club, the Secretary of the Club or a delegated employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn out, or cause the person to be turned out of the premises of the Club.
- (c) The Secretary and any other employee who has exercised any of the powers referred to in the Rule shall within 48 hours of doing so make a full written report to the Board or Disciplinary Committee of all facts, matters and relating to the exercise of the power.
- (d) Any suspension pursuant to Rule 47(a) shall be for a period of 7 days or such other period permitted or required under the Liquor Act.
- (e) The Rules of Natural Justice shall not apply in relation to the exercise of the power referred to in Rule 47(a).

RESIGNATION & CESSATION OF MEMBERSHIP

- 48 (a) A member may at any time by giving notice in writing to the Secretary resign from their membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay

the entrance or subscription fee or otherwise) shall ipso facto forfeit all rights as a member of the Club provided that such person shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of their membership of the Club or for which they are or may become liable under this Constitution.

GUESTS

- 49
- (a) All Ordinary Members and Provisional members shall have the privilege of introducing guests to the Club and when a member brings a guest to the Club they shall complete the Register of Guests as required by this Constitution. No Member shall introduce any guest more frequently or in greater numbers than may for the time being be provided by By-Law, nor shall they introduce any person as a guest whose name has been removed from the Register of Members for misconduct or non-payment of subscription or fees or who has been suspended by the Board of the Club.
 - (b) Temporary Members may only introduce guests who are under the age of 18 years.
 - (c) Members shall be responsible for the conduct of any guests they may introduce to the Club and such guests must, at all times whilst on Club premises, remain in the reasonable company of the Member introducing them and must not remain on the Club premises any longer than the member.
 - (d) The Board shall have power to make By-Laws from time to time regulating the terms and conditions on which guests may be admitted to the Club.
 - (e) 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.

BOARD OF DIRECTORS

- 50
- (a) The business of the Club and custody of its funds and property shall be managed by a Board of nine (9) Directors, consisting of:
 - (i) eight (8) RSL Directors and one (1) Associate Director of the Club up to the conclusion of the 2022 Annual General Meeting. The eight (8) RSL Directors of the Board shall, at all times consist of a Chairperson, Vice-Chairperson and six (6) Ordinary Directors; and
 - (ii) seven (7) RSL Directors and two (2) Associate Directors of the Club on and from the conclusion of the 2022 Annual General Meeting. The seven (7) RSL Directors of the Board shall, at all times consist of a Chairperson, Vice-Chairperson, and five (5) Ordinary Directors.
 - (b) In the election of the Board of Directors, RSL Members nominated for an Executive office of Chairperson and Vice Chairperson or as Ordinary Director shall also be nominated as an RSL Director.
 - (c) The RSL Members who are candidates for election to the Board who receive the greatest number of votes shall be elected as RSL Directors.

- (d) The Associate Members who are candidates for election to the Board who receive the greatest number of votes shall be elected as Associate Directors.
 - (e) An RSL Member may only nominate for election or appointment as an RSL Director and may not nominate for election or appointment as an Associate Director.
 - (f) A candidate shall not be eligible for election or appointment to the offices of Chairperson and Vice-Chairperson unless they have held the office of Director for at least one (1) term of two (2) years at any time prior to their election or appointment. However, this qualification for the offices of Chairperson and Vice-Chairperson shall not apply if there is no nominee available with this qualification or because they are unable, ineligible or unwilling to accept such nomination.
- 51
- (a) No member of the Club shall be eligible to be a member of or to be elected to the Board unless the member has, immediately preceding their appointment or election to the Board:
 - (i) held at least three (3) continuous years' membership of the Club in the case of the position of Associate Director;
 - (ii) held at least three (3) continuous years' membership of the Club in the case of the position of an RSL Director, where the RSL Member was a member of the Club immediately prior to the conclusion of the Club's 2019 Annual General Meeting; and
 - (iii) held at least three (3) continuous years' membership of both the Club and the Sub-Branch in the case of the position of an RSL Director, where the RSL Member became a member of the Club after the conclusion of the Club's 2019 Annual General Meeting.
 - (b) No member of the Club who is also an employee of the Club shall be eligible to be a member of or to be elected to the Board of the Club.
 - (c) A member who, pursuant to this Constitution, is unfinancial or is currently under suspension shall not be eligible to be nominated to or elected to the Board or to any other office of the Club not being on the Board. Any office of the Club not being on the Board shall be vacated whilst that member remains unfinancial or during the period of such suspension. However, if the member is currently under suspension and is also currently a member of the Board, that member shall remain as a member of the Board but perform only those duties as a member of the Board which are referred to in the Act. Any suspended member who remains a director shall not be entitled to use the social facilities of the Club whilst suspended.

- 52 (a) The Board of Directors shall be elected at an election at which the members entitled to vote consist of a majority of the Full Members of the Club. The Directors shall be elected every second year in the manner provided in this Constitution to hold office until the conclusion of the second Annual General Meeting following that at which they were elected when they shall retire but shall be eligible for re-election.
- (b) Except as hereinafter provided nominations for election to the Board shall be made in writing signed by two (2) Ordinary Members of the Club and signed by the nominee and be delivered to the Secretary by a date determined by the Board but not later than the 31st March in the year in which an election of the Board is held. The proposer, seconder and nominee shall be financial members of the Club at the time the nomination form is signed. The Secretary shall forthwith post notification of such nominations on the Club Notice Board.
- (c) Subject to Rule 50, Members eligible for election to the Board may be nominated for more than one office and in the event of their being elected to the senior office as hereinafter provided, shall be deemed to have been eliminated for election to any junior office. For the purpose of this Rule, the order of seniority of offices shall be:
- (1) Chairperson
 - (2) Vice-Chairperson; and
 - (3) Ordinary Director.
- (d) Subject to Rule 50, if the number of candidates nominated shall exceed the number required to be elected, a ballot shall be conducted under the system of voting described in the sub-paragraphs following:
- (1) The Secretary shall cause to be prepared a ballot paper in respect of each position in respect of which a ballot is to be held. The names of the nominees shall be listed on the respective ballot papers in order as is determined by lot such lot having been conducted by the Secretary and Returning Officer.
 - (2) A member shall record their vote on the ballot paper for each position on the Board the subject of an election, by showing their true intention as to which candidate or candidates are to be elected to each Executive position or the positions of Ordinary Director.
 - (3) The duly appointed Returning Officer of the Club shall count the votes after the close of the ballot and transmit the result of the count to the Secretary not later than the hour fixed for the commencement of the Annual General Meeting.
 - (4) In the case of an equality of votes for any candidate or candidates the Returning Officer shall determine by lot the candidate to be elected by applying a procedure whereby the names of the candidates concerned, having been written on similar sheets of paper and the slips folded so as to prevent identification and mixed and drawn at

random, the candidate whose name is first drawn shall be the candidate elected.

- (5) If no or insufficient nominations be received for the Executive positions or positions of Ordinary Director, the candidate or candidates, if any nominated, shall be declared elected at the Annual General Meeting and nominations made, with the consent of the nominee, be made orally at the Meeting for any vacancy then remaining.

If more than one candidate is nominated for such vacancy, an election by ballot for such vacancy remaining shall be held in accordance with sub-paragraphs (d)(1), (2) and (4) of this Rule.

- (6) The Board may from time to time make such regulations consistent with this Constitution as they think necessary for the conduct of any election and all matters in connection therewith.

POWER OF BOARD

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

54 The Board may exercise its powers and do all such acts and things as the Club is by its Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendments shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:

- (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such member or members of its body and/or such Ordinary Members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The Chairperson shall be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairperson shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this sub-paragraph or by any regulation made by the Board pursuant to this sub-paragraph.
- (b) To make such By-Laws not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the

members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:

- (1) Such matters as the Board is specifically by this Constitution empowered to regulate by By-Law.
 - (2) The general management control and trading activities of the Club.
 - (3) The control and management of the Club premises and grounds.
 - (4) The management and control of Club recreations and dress rules pertaining thereto.
 - (5) The upkeep and control of the Club's facilities.
 - (6) The control and management of all competitions.
 - (7) The conduct of Members.
 - (8) The privileges to be enjoyed by each category of members.
 - (9) The relationship between members and Club employees.
 - (10) And generally all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by the Constitution are not reserved for decision by the Club in General Meeting.
- (c) To enforce the observance of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (f) To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the Awards.
 - (g) To determine who shall be entitled to sign or endorse contracts, cheques, bills of exchange, promissory notes and other documents or instruments on the Club's behalf.
 - (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such security and in such manner as the Board may think fit and from time to time to vary or realise such investments.

- (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (j) To sell, exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels but not including land or buildings belonging to the Club and to lease any property of the Club and with the sanction of a General Meeting of the Club to exchange or sell any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease shall not be exercised with respect to any part of the Club's premises which may be licensed under the provisions of the Liquor Act and Registered Clubs Act.
- (k)
 - (i) To appoint, discharge and arrange the duties and powers of the Chief Executive Officer, General Manager, Secretary/Manager or Secretary and to determine the remuneration and terms of employment of such Chief Executive Officer, General Manager, Secretary/Manager or Secretary and to specify and define their duties.
 - (2) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise.
- (l) To fix the maximum number of persons who may be admitted to the total membership of the Club in accordance with this Constitution.
- (m)
 - (i) To create sections and committees for the conduct, management and control of all or any game or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate or dissolve any such section or committee or to reconstitute the same on a similar or different basis.
 - (2) For the purpose of this sub-paragraph to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in any State or territory of Australia on

such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.

- (3) The Board may empower each such sections to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
- (4) Subject to the general control and superv1s1on of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as maybe required from time to time by the Board). The Minutes and records of the section shall also be produced regularly and promptly for inspection by or on behalf of the Board.
- (5) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such sections at a general meeting either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.
- (6) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.

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

PROCEEDINGS OF THE BOARD

56 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose.

- 57 (a) The Chairperson shall preside at every meeting of the Board or if at any meeting the Chairperson is not present or is unwilling or unable to act then the Vice-Chairperson shall act as Chairperson, however if the Vice-Chairperson is not present or is unwilling or unable to act then the Board shall appoint a member of the Board to act as Chairperson.
- (b) The quorum for meetings of the Board shall be six (6) members personally present.

- 58 The Chairperson may at any time and the Secretary upon the request of not less than five members of the Board shall convene a meeting of the Board.
- 59 Subject to this Constitution, votes arising at any meeting of the Board shall be determined by votes by a majority of the members of the Board present at the Board Meeting, irrespective of whether all members of the Board cast a vote on the resolution. In the case of an equality of votes, the Chairperson shall have a second or casting vote.
- 60 Deleted.
- 61 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had duly appointed and was qualified to be a member of the Board.
- 62 A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.
- 63 (a) A Director must in accordance with Sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. "Material personal interest" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.
- (b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the Minutes of that meeting of the Board.
- (c) Without limiting the application of Section 191(2) of the Act, Paragraph (b) of this Rule does not apply to an interest:
- (1) which the Director has as a member of the Club and which is held in common with the other members of the Club; or
 - (2) which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).
- (d) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
- (1) must not vote on the matter (or in relation to a proposed resolution under Paragraph (i) of this Rule in relation to the matter, whether in relation to that or a different Director); and

- (2) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
 - (e) Paragraph (d) of this Rule does not apply if:
 - (1) The Board has passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its affairs of the Club, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
 - (2) The Australian Securities and Investments Commission has declared or ordered in accordance with Section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.
- 64 A director is subject to the requirements of section 41C of the Registered Clubs Act and the Registered Clubs Accountability Code contained in Schedule 2 of the *Registered Clubs Regulation 2015* (NSW).

VACANCIES ON BOARD

- 65 Subject to the provisions of this Constitution the members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given remove any member or members of the Board or the whole of the Board before the expiration of their period of office and may by ordinary resolution appoint another person or persons in their stead. Any person so appointed shall hold office during such time only as the person in whose place they are appointed would have held the same if the person had not been so removed.
- 66 The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (a) dies;
 - (b) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under sections 206F or 206G of the Act;
 - (c) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club;
 - (d) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
 - (f) by notice in writing given to the Club, resigns from office;
 - (g) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act;
 - (h) becomes an employee of the Club;

- (i) ceases to hold a qualification by which that person was appointed to or elected to office;
 - (j) ceases to be a financial member; or
 - (k) ceases to be a full member.
- 67 (a) The Board shall have power at any time and from time to time, to appoint a member to fill a casual vacancy on the Board. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting in the year in which an election for the Board of Directors is held.
- (b) The Board may appoint the Vice-Chairperson to fill the vacancy of Chairperson and if the Vice-Chairperson is unwilling or unable to fill the vacancy of Chairperson, then the Board shall elect from, amongst their number, an eligible Director to fill the vacancy of Chairperson. If the Vice-Chairperson accepts an appointment to fill the vacancy of Chairperson, then the Board shall elect, from amongst their number, an eligible Director to fill the vacancy of Vice-Chairperson.
- 68 The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.

GENERAL MEETINGS

- 69 A General Meeting called the Annual General Meeting shall be held at least every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called General Meetings.
- 70 (a) The Board may whenever it thinks fit call a General Meeting.
- (b) Not less than 5% of the members of the Club who have a right to vote at a General Meeting, may request the Board to call the General Meeting, in which case the Act and the following sub paragraphs will apply:
- (1) the request must be in writing, state any resolution to be proposed at the meeting, be signed by the members making the request and be deposited at the office;
 - (2) separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy;
 - (3) if the Board does not within 21 days from the date of deposit of the request duly proceed to call the meeting to be held not later than 2 months after the deposit, members with more than 50% of the votes of all the members who made the request may themselves call and arrange to hold the meeting;

- (4) any meeting called by the members must be called in the same manner or as nearly as possible as that in which meetings are called by the Board, and must be held not later than 3 months from the date of deposit of the request.
- 71 (a) Subject to the Act, the Club must give each member who is entitled to attend and to vote at a General Meeting at least 21 days written notice specifying the date, time and place for the meeting. The Club's Auditor must also receive notice of the meeting.
- (b) A notice of a General Meeting will specify the general nature of the meeting's business and, if applicable, will set out an intention to propose a special resolution and state that special resolution.
- (c) A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court, on the application of the member concerned or any other person entitled to attend the meeting or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.
- 72 Any member having a motion to submit to an Annual General Meeting shall give written notice thereof to the Secretary not less than six weeks before the Annual General Meeting and subject to the approval of the Board for the Motion to be presented to the Annual General Meeting, the motion shall be considered at the Annual General Meeting.

PROCEEDINGS AT GENERAL MEETING

- 73 The Ordinary business of the Annual General Meeting shall be:
- (a) To confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since the last Annual General Meeting.
- (b) To receive and consider the Reports prescribe by Section 317 of the Act.
- (c) To declare the ballot for the members of the Board.
- (d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor .
- (e) To discuss any matters of general interest which may be admitted for discussion at the discretion of the Chairperson.
- 74 All other business shall be deemed special.
- 75 The Annual General Meeting may transact special business of which notice is give in accordance with Rule 72.
- 76 No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum if convened on the requisition of members shall not be less than thirty-five (35) RSL members present and entitled to vote and at all other General Meetings and at all Annual General Meetings shall not be less than ten (10) RSL members present and entitled to vote.

- 77 If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present the Meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine but such period shall be less than one month. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
- 78 The Chairperson shall be entitled to take the Chair at every General Meeting. If the Chairperson is not present within fifteen minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Vice-Chairperson shall act as Chairperson. If the Vice-Chairperson is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or one of their number to be Chairperson of the meeting.
- 79 (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the Chairperson of the Meeting shall have a second or casting vote.
- (b) A person shall not:
- (1) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
 - (2) Vote at any election including an election of a member or of the Board, as the proxy of another person.
- 80 At any General Meeting (unless a poll is demanded) a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 81 (a) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairperson or on a question of adjournment shall be taken forthwith.
- (b) A demand for a poll may be withdrawn.
- 82 The Chairperson of a Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for thirty (30)

days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

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

ACCOUNTS AND AUDIT

- 84 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.
- 85 The financial records shall be kept at the 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 by directors and any other persons authorised or permitted by or under the Act the Registered Clubs Act or any other law to inspect such records.
- 86 Subject to sections 298, 315 and 316A of the Act, the Club must, within four (4) months after the end of the Club's financial year or not less than twenty-one (21) days before each Annual General Meeting (whichever is the earlier), send, or make available, to each member of the Club:
- (a) a copy of the financial report required under section 295 of the Act,
 - (b) a copy of the directors' report required under sections 298 and 300B of the Act; and
 - (c) a copy of the auditor's report required under section 308 of the Act.
- 87 The financial year of the Club shall commence on the first day of January and end on the last day of December in each year or such other period as having regard to the Act, the Board may determine.
- 88 Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

SECRETARY

- 89 At any time there shall be only one Secretary of the Club who shall be appointed by the Board. The Secretary shall perform such duties and do such acts and things as are required to be performed and done by a Secretary in accordance with the Registered Clubs Act, or any Act amending the same. The Secretary shall be the Chief Executive Officer of the Club. It shall be the Secretary's duties to conduct and manage the affairs of the Club under the direction of the Board.

EXECUTION OF DOCUMENTS

- 90 The Board must provide for safe custody of the Seal.

- (a) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
 - (1) 2 members of the Board; or
 - (2) one member of the Board and the Secretary.
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
 - (1) 2 members of the Board; or
 - (2) one member of the Board and the Secretary.
- (c) The Club may only execute a document (whether with or without using the Seal) after a resolution of the Board to that effect.
- (d) For the purposes of this Rule, "**document**" means any document that binds the Club other than in the ordinary and regular course of business.

NOTICES

- 91 A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending the notice by pre-paid post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution; or
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member; or
 - (d) by sending the notice to the member by other electronic means (if any) nominated by the member; or
 - (e) by notifying the member that the notice is available and how it may be accessed, if the member nominates electronic means by which the member may be notified that the notice is available and an electronic means by which the member may access the notices.
- 92 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the notice shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- 93
- (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on the day of receipt by that member.
 - (b) Where a notice is sent under Rule 91(e), the notice is taken to have been given on the day following that on which the member is notified that the notice is available.

- (c) Where the Club sends a notice by facsimile or by other electronic means, the notice is taken to have been given to the member on the day following that on which the notice was sent.

INDEMNITY TO OFFICERS

- 94 (a) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except:
- (1) In relation to a liability owed to the Club or a related body corporate; or
 - (2) In relation to a liability for a pecuniary penalty order under Section 1317G of the Act or a compensation order under Section 1317H of the Act; or
 - (3) In relation to a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.
- (b) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an officer except:
- (1) In defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Act; or
 - (2) In defending or resisting criminal proceedings in which the person is found guilty; or
 - (3) In defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - (4) In connection with proceedings for relief to the person under the Act in which the Court denies the relief.
- (c) The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against liability (other than one for legal costs) arising out of that person's conduct as such an officer except:
- (1) In relation to conduct involving a wilful breach of duty in relation to the Club; or
 - (2) In relation to a contravention of Sections 182 or 183 of the Act.

GENERAL

- 95 Deleted.

AMENDMENTS TO CONSTITUTION

- 96 This Constitution may be altered or amended at an Annual General Meeting or General Meeting of which due notice has been given to members of the Club. The majority required for passing of a resolution relating to such alterations or amendments to the Constitution shall be seventy-five (75) per cent of the RSL members present and entitled to vote at the said meeting. Only RSL members shall be entitled to vote on any resolution relating to alterations or amendments to the Constitution.

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