

I certify that this and the following 38 pages is a true and correct copy of the Constitution of St George Rowing Club.

Dated: 01.12.2022



Lyndal Talarico  
Chief Executive Officer

# **CORPORATIONS ACT 2001**

## **CONSTITUTION**

**of**

## **ST GEORGE ROWING CLUB**

**ACN 000 990 063**

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|----|---------|-----------------|
| 1. | Adopted | 6 May, 2005     |
| 2. | Amended | 27 March, 2009  |
| 3. | Amended | 31 May 2013     |
| 4. | Amended | 21 May 2018     |
| 5. | Amended | 29 October 2018 |
| 6. | Amended | 30 October 2022 |

## CONSTITUTION

of

### ST GEORGE ROWING CLUB ACN 000 990 063

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#### NAME

1. The name of the Company is St George Rowing Club.

#### PRELIMINARY

2. The Company shall be a non-proprietary company.
3. The Company is established for the purposes set out in this Constitution.
4. 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.
- 4A. Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.
- 4B. The Constitution and By-laws of the Club have effect as a contract between:
  - (a) the Club and each member;
  - (b) the Club and each director; and
  - (c) each member and each other member.

under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.

#### DEFINITIONS

5. (a) In this Constitution unless there be something in the subject or context inconsistent therewith:

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

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

**“By-Laws”** shall mean the By-laws made in accordance with this Constitution.

**“The Club”** means the St George Rowing Club ACN 000 990 063.

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**“Club Notice Board”** means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.

**“Constitution”** means this Constitution.

**“Full member”** means any person who is in one of the categories of membership referred to in Rule 18.

**“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”** except where otherwise provided in this Constitution means calendar month.

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

**“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.

**“Rules”** means the rules comprising this Constitution.

**“Secretary”** includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager and General Manager and Chief Executive Officer.

**“Special Resolution”** has the meaning assigned thereto by the Act.

**“Sub club”** means any sporting club, incorporated or otherwise, that pursuant to a resolution of the Board under Rule 5555(p) is or has been established and is affiliated or becomes affiliated with the Club.

- (b) **“Financial member”**. A member shall not be a financial member of the Club if:
- (i) the member's subscription or any part thereof has not been paid in accordance with Rule 37; or
  - (ii) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of thirty 30 days from service on that member of a notice from the Club requiring payment thereof; or
  - (iii) if the Board does not charge a member a subscription, but the member has not renewed their membership by the date set by the Board for the renewal of that membership; and
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in either case that member shall be and remain un-financial until the full amount owing is paid to the Club or until the membership is renewed, whichever is applicable.

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

### OBJECTS

6. The objects of the Club are:

- (a) To promote and encourage amateur rowing and sculling of all kinds.
  - (b) To provide, obtain, lease or otherwise make available and lay out a course or courses for training rowers and scullers and for the holding of races and competitive events between members of the Club and/or other clubs, groups or associations and conveniences in connection therewith.
  - (c) To train amateur rowers, scullers, coxswains, coaches and officials in the sport and rules of amateur rowing and sculling.
  - (d) To buy, lease, hire or otherwise acquire racing and training shells, boats or other craft and all fittings, sculls, oars and equipment used in connection therewith and build and repair the same.
  - (e) To hold or arrange regattas and other matches, sporting events, trials and competitions and provide or contribute towards the provision of prizes, awards and distinctions. Provided that no member of the Club shall receive any prize, award or distinction except as a successful competitor at any regatta, match, sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said regatta, match, sporting event, trial or competition may be awarded to the member.
  - (f) In furtherance of the objects of the Club to apply for and obtain and hold a club licence under the Liquor Act and for the purposes of the Registered Clubs Act to appoint a manager or officer to act as the Secretary.
  - (g) In furtherance of the objects of the Club to obtain and hold any licence or permit necessary for the purposes of the Club.
  - (h) To subscribe to become a member of and co-operate with any other Association whether incorporated or not whose objects are altogether or in part similar to those of this Club.
  - (i) To buy sell and deal in all kinds of apparatus and all kinds of provisions either liquid or solid required by persons frequenting the Club's property and premises.
  - (j) To purchase, lease or otherwise acquire any easements buildings or property real or personal which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Club.
  - (k) To raise money by entrance and other fees and subscriptions or in any other manner, and to grant any rights and privileges to subscribers.
  - (l) To invest and deal with the moneys of the Club not immediately required upon such securities, and in such manner as may from time to time be determined, including power to invest on deposit in any bank.
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- (m) To receive on deposit, borrow, raise and secure payment of money in such manner and on such terms and conditions as the Club or the Board thereof shall think fit, and in particular to give mortgages and liens over the property, real and personal of the Club, and to issue debentures and debenture stock perpetual or otherwise charged upon all or any of the Club's property, both present and future.
  - (n) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with any or part of the property or rights of the Club subject to the requirements of the Registered Clubs Act and the Liquor Act.
  - (o) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
  - (p) To enter into any arrangements or co-operate with any Club or Clubs, person or persons, for the purpose of promoting any of the objects of the Club, upon such terms and conditions as shall be agreed upon.
  - (q) To lend money to such persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property both present and future.
  - (r) To establish and support or aid in the establishment and support of associations, institutions, funds or trusts calculated to benefit employees or ex-employees of the Club or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable and benevolent objects or for any exhibition or for any public general or useful object and to make donations to such person and in such cases as the Club may deem expedient.
  - (s) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, debentures or other negotiable or transferable instruments.
  - (t) To hire and employ and dismiss secretaries, clerks, managers, servants and workers, and to pay to them and other persons in return for services rendered to the Club, salaries, wages, gratuities and pensions.
  - (u) To sell or dispose of the undertaking of the Club or any part thereof for such considerations as the Club may think fit and in particular for shares debentures or securities of any other company having objects altogether or in part similar to those of the Club.
  - (v) To amalgamate or affiliate with any other company having objects altogether or in part similar to those of the Club.
  - (w) To raise funds by all lawful means for the attainment of these objects.
  - (x) To indemnify any person or person 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 charged or other securities over the whole or any part of the real or personal property present or future of the Club.
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- (y) To do all such other things as are incidental or conducive to the attainment of all or any of the above objects.

#### **LIMITED LIABILITY**

7. The liability of the members is limited.

#### **MEMBERS GUARANTEE**

8. (a) Each member undertakes to contribute an amount not exceeding twenty dollars (\$20.00) if the Club is wound up:
- (i) while he or she is a member of the Club; or
  - (ii) within one year of the date that he or she ceases to be a member.
- (b) The contribution referred to in paragraph (a) of this Rule 8 shall be for the:
- (i) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
  - (ii) costs, charges and expenses of winding up.

#### **APPLICATION OF PROPERTY ON DISSOLUTION**

9. (a) If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities any property whatsoever remains, that property shall:
- (i) not be transferred, paid to or distributed among the members;
  - (ii) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.
- (b) The institution or institutions referred to in paragraph (a)(ii) of this Rule 9 shall be determined by:
- (i) the members of the Club in general meeting at or before the time of dissolution; or in default thereof
  - (ii) the Supreme Court of New South Wales.

#### **PROPERTY AND INCOME OF THE CLUB**

10. 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.
11. 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.
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12. 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.
13. 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.
14. Subject to Rule 15 nothing in this Constitution shall prevent the payment:
  - (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
  - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
  - (c) 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;
  - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
15. A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:
  - (a) honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act;
  - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
  - (c) interest at the rate referred to in Rule 14(c) above on any money lent by the director of the Club;
  - (d) a benefit provided in accordance with Section 10(6A) of the Registered Clubs Act.

#### **LIQUOR & GAMING**

16. (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 16(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
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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 subsection 2(b) of Section 73 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 subsection 2 of Section 74 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**

- 17. (a) The number of members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
- (b) No person under the age of 18 years shall be admitted as a member of the Club other than a Junior member in accordance with this Constitution.
- 18. The full membership of the Club shall be divided into the following categories:
  - (a) Ordinary members;
  - (b) Junior members;
  - (c) Honorary Life members.
- 19. Persons who are not full members may, in accordance with this Constitution, be admitted to the Club as:
  - (a) Provisional Members;
  - (b) Honorary Members;
  - (c) Temporary Members.
- 20. The number of Full members having the right to vote in election of the Board shall not be less than the minimum required by the Registered Clubs Act.

### **ELIGIBILITY AND RIGHTS OF CLASSES OF MEMBERSHIP**

#### **ORDINARY MEMBERS**

- 21. (a) Ordinary members shall be persons who have attained the age of eighteen (18) years and are elected to Ordinary membership of the Club.
  - (b) Ordinary members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
  - (c) Ordinary members who are also members of the Club's Rowing Sub Club are entitled to:
    - (i) all the social privileges and advantages of the Club; and
    - (ii) attend and vote at Annual General Meetings and general meetings of the Club;
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- (iii) 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 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 Honorary Life membership;
  - (viii) introduce guests to the Club.
- (d) Ordinary members who are not members of the Club's Rowing Sub Club are entitled to:
- (i) all the social privileges and advantages of the Club; and
  - (ii) vote in the election of the Board;
  - (iii) introduce guests to the Club;
  - (iv) subject to Rule 51(b), be elected to hold office on the Board.

#### **JUNIOR MEMBERS**

22. (a) Junior members shall be persons under the age of eighteen (18) years who have been elected as Junior members and have paid the entrance fee (if any) and the applicable annual subscription.
- (b) A person shall not be admitted as a Junior member of the Club unless the Board:
- (i) is satisfied that the person is joining the Club for the purposes of playing sport as a member of a sub club of the Club; and
  - (ii) has received from that persons parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by a sub club of the Club;
  - (iii) is satisfied that that person will take part in regular sporting activities organised by a sub club of the Club.
- (c) Subject to the provisions of the Registered Clubs Act, a Junior member shall be entitled to the use of such of the facilities of the Club as the Board shall determine from time to time but shall not be entitled to:
- (i) attend and vote at any meeting of the Club; or
  - (ii) take part in the management of the Club;
  - (iii) propose, second or nominate any eligible member for any office of the Club;
  - (iv) propose, second or nominate any eligible member for Honorary Life membership;
  - (v) introduce guests to the Club.
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- (d) Upon attaining the age of eighteen (18) years a Junior member shall be transferred to Ordinary membership.

#### **HONORARY LIFE MEMBERS**

23. (a) An Honorary Life member shall be any member who has rendered meritorious and outstanding service to the Club and has been granted Honorary Life membership of the Club in accordance with this Rule 23.
- (b) Honorary Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- (c) Candidates for Honorary Life membership shall be proposed by one Ordinary member or Honorary Life member and seconded by another Ordinary member or Honorary Life member.
- (d) If such nomination is approved by the Board, the nomination shall be referred to the next general meeting of the Club.
- (e) If such nomination is approved by a two-thirds majority of the members present and voting at that meeting the person nominated shall thereby be an Honorary Life member of the Club.
- (f) Every Honorary Life member shall be entitled to all the rights and privileges of an Ordinary member.
- (g) An Honorary Life member is relieved from the payment of any annual subscription.

#### **TRANSFER BETWEEN CLASSES OF MEMBERSHIP**

24. (a) The Board shall have the power on the application of any member transfer that member to another category of membership if that member has the qualifications for that other category of membership.
- (b) The Board shall have the power to transfer a Junior member, who has attained the age of eighteen (18) years, to Ordinary membership.
- (c) Any application for transfer of membership pursuant to this Rule 24 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than one week before the transfer of the applicant to another class of membership of the Club.
- (d) A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- (e) Upon a member being transferred to another class of membership of the Club, the Secretary shall cause a notice of such transfer to be promptly forwarded or posted to such member. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

#### **PROVISIONAL MEMBERS**

25. A person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club and who has paid to the
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Club the entrance 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. If the person applied for membership electronically, they must provide evidence verifying their identity as required by Rule 33 to be eligible for Provisional membership.

26. Should a person who is admitted as a Provisional member not be elected to membership of the Club or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the entrance fee (if any) and subscription submitted with the nomination shall be forthwith returned to that person.
27. (a) Provisional members shall be entitled to:
- (i) the social facilities and amenities of the Club as the Board may determine from time to time; and
  - (ii) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.
- (b) Provisional members shall not be entitled to:
- (i) attend and vote at Annual General Meetings and general meetings of the Club; or
  - (ii) nominate for and be elected to hold office on the Board;
  - (iii) vote in the election of the Board;
  - (iv) vote on any special resolution to amend this 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.

#### **HONORARY MEMBERS**

28. (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 of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.
- (c) Honorary members who are not Full members 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 of the Club are not entitled to:
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- (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 this 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) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- (i) the name in full or the surname and initials of the Honorary Member;
  - (ii) the residential address of the Honorary Member;
  - (iii) the date on which Honorary membership is conferred;
  - (iv) the date on which Honorary membership is to cease.

#### **TEMPORARY MEMBERS**

29. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any person whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres radius from the Club if such a requirement is imposed 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.
  - (b) A full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club.
  - (c) 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.
  - (d) Any interstate or overseas visitor.
30. (a) Temporary members shall not be required to pay an entrance fee or annual subscription.
- (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (c) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 47.
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- (d) 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 therefore.
- (e) No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a Junior member of another registered club and satisfies the requirements of Rule 2929(c).
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 2929(c)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
  - (i) the name in full or the surname and initials of the Temporary member;
  - (ii) the residential address of the Temporary member;
  - (iii) the date on which Temporary membership is granted;
  - (iv) the signature of the Temporary member.
- (g) A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 38 on the first day that they enter the Club's premises during that period.
- (h) The Secretary or senior employee then on duty may refuse a person admission to the Club as a Temporary member and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason.

#### **VOTES OF MEMBERS**

- 31. (a) Subject to Rule 21(c) and Rule 21(d) only Honorary Life members and financial Ordinary members shall be entitled to attend and vote at any meeting of the Club.
- (b) Subject to Rule 94, every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.
- (c) No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.

#### **ELECTION OF MEMBERS**

- 32. (a) A person shall not be admitted as an Ordinary member or Junior member of the Club unless that person is elected to membership by the Board of the Club, or by a duly appointed election committee of the Club.
  - (b) The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
  - (c) The Board may reject any application for membership without assigning any reason for such rejection.
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33. (a) Every application for membership of the Club shall be in writing either in hard copy or created electronically and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
- (i) the full name of the applicant;
  - (ii) the residential address of the applicant;
  - (ii)(a) the email address of the applicant;
  - (ii)(b) the telephone number of the applicant;
  - (iii) the date of birth and the age of the applicant;
  - (iv) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
  - (v) the signature of the applicant;
  - (vi) such other particulars as may be prescribed by the Board from time to time.
- (b) Every form of application for membership made in a hard copy application shall be presented by the applicant, in person, to an authorised officer of the Club together with:
- (i) the entrance fee (if any) and the appropriate annual subscription;
  - (ii) identification such as (without limitation) a current driver's licence or a current passport held by that applicant.
- (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 and identity of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application form 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 paragraph (c) of this Rule 33 and who has paid the Club the entrance fee (if any) and the first annual subscription for the class of membership applied for shall become a Provisional member.
- (d1) A person who has lodged an electronic application for membership and who wishes to be a Provisional member must present to an authorized officer of the Club:
- (i) the entrance fee and the appropriate annual subscription if any; and
  - (ii) Identification such as (without limitation a current driver's licence or a current passport) held by that applicant.
- (d2) The authorised officer of the Club shall compare the particulars of the applicant as appearing in the online application with the particulars and identity of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the online application and in the form of identification correspond, the authorised officer shall note
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the forms of identification and cause the application to be sent to the Secretary.

- (d3) A person whose online application has been referred to the Secretary in accordance with paragraph (d3) of this Rule 33 and who has paid the Club the entrance fee (if any) and the first annual subscription (if any) for the class of membership applied for shall become a Provisional member.
  - (e) The full name of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
  - (f) An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
  - (g) If an applicant has made application for membership electronically, and has not become a Provisional member, the election by the Board for that person to be a member shall not have any effect unless and until the member provides to the Club forms of identification as required by Rule 33 to verify their identity.
34. (a) If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.
- (b) A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and, if demanded by the Secretary, on payment of any fee that may be prescribed by the Act.

#### **ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND LEVIES**

35. Annual subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time prescribe.
36. Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time.
37. (a) Any subscription imposed by the Board shall be due and payable on such date as determined by the Board.
- (b) Any person who has not paid any such subscription by the due date shall cease to be entitled to the privileges of membership of the Club, and by resolution of the Board;
- (c) Any person who has not paid any subscription within one (1) month of the due date may by resolution of the Board be removed from membership of the Club and the provisions of Rule 40 shall not apply to such a resolution.
- 37A. Notwithstanding any Rule contained in this Constitution, a Non-Financial member shall not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
  - (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
  - (c) attend or vote at any meeting of the Club or any Sub club;
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- (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
- (e) vote in the election of the Board or any committee of a Sub club;
- (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
- (g) propose, second or nominate any eligible member for Life membership.

#### **REGISTERS OF MEMBERS AND GUESTS**

38. The Club shall keep the following registers:

- (a) A register of persons who are full members. This register shall set forth in respect of each of those members:
  - (i) the name in full
  - (ii) deleted
  - (iii) the address
  - (iv) the date of being first elected to membership of the Club
  - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Honorary 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.
- (c) A register of persons who are Temporary members other than Temporary members referred to in Rule 29(c) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.
- (d) A register of persons of or over the age of 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.

#### **ADDRESSES OF MEMBERS**

39. Members must advise the Secretary of the Club of any change in their address within seven days of changing their contact details, including address, email address and phone number as recorded in the register referred to in Rule 38(a).

#### **DISCIPLINARY PROCEEDINGS**

40. Subject to Rule 41, the Board shall have power to reprimand, suspend, expel or accept the resignation of any member, if that member:

- (a) wilfully refuses or neglects to comply with any of the provisions of this 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; or
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- (iii) guilty of conduct which shall render the member unfit for membership.
- 40A. For the purposes of Rule 40(b)(ii) but without limiting the generality of Rule 40(b)(ii) a member who is indebted to the Club otherwise than in respect of his or her annual subscription and who fails to discharge such debt within 48 hours of receiving a written notice, is deemed to have engaged in conduct which is unbecoming of member.
41. (a) A member shall be notified of:
- (i) any charge against the member pursuant to Rule 40; and
  - (ii) the date, time and place of the hearing of the charge.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 40 by notice in writing by a prepaid letter posted to the member's last known address at least seven (7) clear days before the meeting of the Board at which a charge is to be heard.
- (c) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
- (c1) the member charged shall be entitled to call witnesses provided that:
- (i) if the proposed witness fails to attend the hearing or provide evidence at the hearing, the board could still hear and determine the charge; and
  - (ii) the club cannot force any person, including a member, proposed by the member charged as a witness to attend and provide evidence at the hearing;
- (c2) The member charges must act in an appropriate manner at the meeting and in particular without limitation the member must not act in an offensive or disruptive manner.
- (c3) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.
- (c4) If the member charged does not comply with the warning given in accordance with paragraph (e) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.
- (d) If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, and the Board may impose 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.
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- (f) When the Board has determined the issue of guilt, if the member charged is at the meeting, the Board must inform the member whether or not the member has been found guilty.
  - (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 the 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 simple majority of the directors present in person vote in favour of such motion.
  - (i) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
  - (j) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 41.
  - (k) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting.
  - (l) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 41 is not strictly complied with provided that there was no substantive injustice for the member charged.
42. If a notice of charge is issued to a member pursuant to Rule 41(a), the Board or the Secretary independent of the Board shall have power by resolution to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.
- 42A. (a) If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that:
- (i) is unbecoming of a member; or
  - (ii) is prejudicial to the interests of the Club,
- then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.
- (b) In respect of any suspension pursuant to Rule 42A(a), the requirements of Rules 40 to 41 shall not apply.
- (c) If the Secretary (or his or her delegate) exercises the power pursuant to Rule 42A, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:
- (i) the member has been suspended as a member of the Club; and
  - (ii) the period of suspension;
  - (iii) the privileges of membership which have been suspended; and
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- (iv) if the member wishes to do so, the member may request by notice in writing sent to the Secretary) the matter be dealt with by the Board pursuant to Rules 40 to 41.
  - (d) If a member submits a request under Rule 42A(d):
    - (i) the member shall remain suspended until such time as the charge is heard and determined by the Board; and
    - (ii) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 42.
  - (e) The determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).
43. Any member suspended pursuant to Rules 40, 41 and 42 shall during the period of such suspension not be entitled to:
- (a) attend at the premises of the Club or any sub club for any purpose without the permission of the Board; or
  - (b) participate in any of the social and sporting activities of the Club or any sub club;
  - (c) attend or vote at any meeting of the Club or any sub club;
  - (d) nominate or be elected or appointed to the Board;
  - (e) propose, second or nominate any eligible member for any office of the Club or any sub club;
  - (f) propose, second or nominate any eligible member for Honorary Life membership.

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

44. (a) In accordance with Section 77 of the Liquor Act, the Secretary or subject to paragraph (c) of this Rule 44 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.
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- (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 paragraph (a) of this Rule 44 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 paragraph (c) of this Rule 44) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (c) Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution is 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.
- (d) Without limiting Rule 44(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 44(a), 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.
- (e) Without limiting Rule 44(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 44(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.

#### **RESIGNATION AND CESSATION OF MEMBERSHIP**

- 45. (a) A member may at any time by giving notice in writing to the Secretary, or by returning their membership card to the Club and indicating that they are resigning their membership, resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
- (b) Any member who has resigned pursuant to this Rule 45 will not be entitled to any refund of membership fees or any part thereof unless the Board considers that there are circumstances warranting an ex gratia payment of the unexpired portion of his or her membership fees from the date of resignation.

#### **GUESTS**

- 46. (a) All members except Junior members shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 47.
  - (b) 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 name and address of the guest and that member shall countersign that entry.
  - (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who is then suspended or who has been expelled from
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the Club pursuant to Rule 40(a) or Rule 40(b) or who has been refused admission to or turned out of the Club pursuant to Rule 44.

- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
  - (e) 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.
  - (f) 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.
  - (g) 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.
  - (h) 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.
  - (i) 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.
47. A Temporary member may bring into the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
  - (b) who does not remain on the Club premises any longer than that Temporary member;
  - (c) in relation to whom the member is a responsible adult.
48. For the purposes of Rule 47 "responsible adult" means an adult who is:
- (a) a parent, step-parent or guardian of the minor;
  - (b) the minor's spouse or de facto;
  - (c) for the time being standing in as the parent of the minor.

#### **BOARD OF DIRECTORS**

49. (a) Subject to Rule 49(b) and Rule 79, the Board shall consist of seven directors who shall comprise a Chairperson and 6 Ordinary Directors. A director holding office as the President, Vice President, Captain or Vice Captain on 29<sup>th</sup> October 2018 will as from the passing of the Special Resolution passed on that date will hold office as an Ordinary Director.
- (b) For the purposes of section 30(1)(b)(i) of the Registered Clubs Act, the Board may appoint up to two (2) persons to be members of the Board and the provisions of the Regulations to the Registered Clubs Act shall apply in respect of those two persons.
- 49A. The Board shall be elected triennially in accordance with Rule 52 and with Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule will be the Annual General Meeting held in 2013.
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SCHEDULE 4**Definitions**

1. In this Schedule -

**"general meeting"** means a meeting of the members of the club at which members of the governing body are to be elected;

**"triennial rule"** means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

**"year"** means the period between successive general meetings.

2. Repealed.

**First general meeting under triennial rule**

3. (1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.

(2) The groups -

(a) shall be determined by drawing lots; and

(b) shall be as nearly as practicable equal in number; and

(c) shall be designated as group 1, group 2 and group 3.

(3) Unless otherwise disqualified, the members of the governing body -

(a) in group 1 shall hold office for 1 year; and

(b) in group 2 shall hold office for 2 years; and

(c) in group 3 shall hold office for 3 years.

**Subsequent general meetings**

4. At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

**Casual vacancies**

5. (1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.

(2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the

general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

**Re-election**

6. A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.

**Revocation of triennial rule**

7. If the triennial rule is revoked -
- (a) at a general meeting - all the members of the governing body cease to hold office; or
  - (b) at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,

and an election shall be held at the meeting to elect the members of the governing body.

50. Subject to Rule 51, only Honorary Life members and financial Ordinary members who have been members for the two (2) consecutive calendar years immediately preceding the date on which they are to be elected or appointed to the Board shall be entitled to stand for and be elected or appointed to the Board.
51. (a) A member who is an employee or who is currently under suspension pursuant to Rule 40 shall not be eligible to stand for or be elected to the Board.
- (b) As and from 29<sup>th</sup> October 2018, no more than two (2) members who are not members of the Club's Rowing Sub Club may be directors of the Club at any one time.
- 51A. A member shall not be eligible to stand for or be elected or appointed as the Chairperson unless that member is a current director of the Club, provided however that this shall not apply if a current director does not stand for election or appointment as the Chairperson.
- 51B. A member shall not be eligible to stand for or be elected or appointed as the Captain or Vice-Captain unless the member satisfies the Secretary that they are a member of Rowing New South Wales Incorporated (INC 9895249), provided however that this shall not apply if a member who is also a member of Rowing New South Wales Incorporated (INC 9895249) does not stand for election or appointment.
- 51C. For the purposes of section 73(1)(m) of the Registered Clubs Act and unless otherwise exempted, any person elected or appointed to the Board must complete the mandatory training requirements for directors within the prescribed period.
- 51D. A member shall not be eligible to stand for or be elected or appointed to the Board unless they have completed a pre-nomination information session conducted by the Club.
- 51E. A member shall not be eligible to stand for or be elected or appointed to the Board unless they have a director identification number and given that number to the Club prior to the close of nominations.
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**ELECTION OF BOARD**

52. References to election of the Board in this Rule 52 refer to positions on the Board to be elected in any one year in accordance with the triennial rule set out in Rule 49A and Rule 49(a). The election by ballot of the Board shall be conducted in the following manner:
- (a) Nominations for election to the Board shall close on a date to be determined by the Board from time to time provided that the day is not greater than twenty-one (21) days prior to the date fixed for the Annual General Meeting.
  - (b) Nominations shall be made in writing and signed by two Ordinary members who are members of the Club's Rowing Sub club or Honorary Life members and by the nominee who shall thereby signify his or her consent to the nomination. The nomination may be in a form of a statutory declaration as determined by the Board from time to time and must be required to be accompanied by a document from the candidate in relation to his/her candidacy in a format approved by the Board.
  - (c) Nominations shall be delivered to the office of the Secretary for the attention of the Returning Officer not later than 6:00 pm on the day so fixed for the close of nominations.
  - (c1) A nomination may be withdrawn by the nominee at any time up until voting commences.
  - (d) The Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board.
  - (e) If the full number of candidates for the various positions on the Board is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and all remaining positions will be casual vacancies.
  - (f) If there be only the requisite number nominated for the various positions those candidates shall be declared duly elected.
  - (g) If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of that position.
  - (h) The Board shall appoint a Returning Officer and at least two scrutineers to take charge of the ballot. The Returning Officer shall not be a candidate in the election or a proposer or seconder of a candidate in the election.
  - (i) Any election required by this Rule 52 may be conducted using ballot papers or may be conducted electronically.
  - (j) The Returning Officer shall control the issue of ballot papers and the safe custody of any ballot papers returned and be responsible for the electronic conduct of any election.
  - (k) The order of names to appear on the ballot paper and any electronic platform for electronic voting will be determined by lot conducted by the Returning Officer.
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- (l) If there be more than the required number nominated for the available positions an election by secret ballot shall take place in respect of that position.
- (m) The order in which names appear or electronic voting record on the ballot paper shall be determined by lot which shall be conducted before members:
  - (i) as soon as practicable after the close of nominations; and
  - (ii) in a conspicuous place on the Club's premises.
- (n) The ballot shall be conducted during such times as shall be determined by the Board from time to time.
- (o) The ballot shall be conducted on a "first past the post" basis.
- (p) The Returning Officer shall supervise the issue of ballot papers.
- (q) 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.
- (r) The Returning Officer shall supervise the examination of ballot papers.
- (s) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- (t) The Returning Officer shall supervise the counting of votes.
- (u) 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.
- (v) The Returning Officer shall report the result of the ballot to the meeting.
- (w) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 52.
- (x) 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 52.
- (y) If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 79

#### **POWERS OF THE 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 this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made.
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55. Without derogating from the general powers conferred by Rule 54, the Board shall have power from time to time:
- (a) (i) To delegate any of its powers to committees consisting of such director or directors and/or such Full members of the Club together with persons who are not members but who have particular skills or expertise which they may apply to the relevant committees and senior management staff of the Club as the Board may from time to time think fit and may from time to time revoke such delegation.
  - (ii) Junior members of or over the age of sixteen years may serve on any committee provided:
    - (A) the function of the committee is limited to the organisation of any sporting activity being conducted by the Club; and
    - (B) the office bearers and a majority of the committee are members of or over the age of eighteen (18) years;
    - (C) no meeting of the committee shall be validly constituted or any business of the committee transacted unless a majority of the members present at a committee meeting are of or over the age of eighteen (18) years.
  - (iii) 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.
  - (iv) The Chairperson shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.
  - (v) 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 of the meeting shall have a second and casting vote.
  - (vi) 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 Rule 54 or by any regulation made by the Board pursuant to this Rule 54.
  - (vii) Any Committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.
- (b) To make such By-Laws not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
- (i) Such matters as the Board are specifically by this Constitution empowered to regulate by By-Law.
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- (ii) The general management control and trading activities of the Club.
  - (iii) The control and management of the Club premises.
  - (iv) The conduct of members and guests of members.
  - (v) The privileges to be enjoyed by each category of members.
  - (vi) The relationship between members and Club employees.
  - (vii) And generally all such matters as are commonly the subject matter of the Constitution or By-Laws or which by the Constitution are not reserved for decision by the Club in general meeting.
- (c) To enforce or procure the enforcement 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 fulfillment 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 award.
  - (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
  - (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
  - (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 the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
  - (j) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, chattels or other property rights to which the Club may be entitled provided that the power of the Board to lease, licence, sell or otherwise dispose of all or any of the land of the Club shall be subject to the requirements of the Registered Clubs Act and the Liquor Act.
  - (k) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.
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- (l) 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. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
  - (m) To set the entrance fees and annual or other subscriptions and fees payable by all members.
  - (n) To fix a charge or charges for the use of property or services of the Club by its members.
  - (o) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
  - (p) To establish sub clubs with such objects, powers and composition as the Board may by resolution determine from time to time.
  - (q)
    - (i) To allow each of the sub clubs established pursuant to paragraph (p) or those already in existence to conduct, manage and control sport or other activities for which they were respectively established within the Club;
    - (ii) To allow the sub clubs to create rules and by-laws for the control and regulation of the sporting and social activities of such sub clubs.
    - (iii) To permit any such sub club to adopt a name distinctive of such sub club (provided it be described as a sub club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
    - (iv) The Board may empower each such sub club 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.
    - (v) Subject to the general control and supervision of the Board each such sub club shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of each sub club and its governing body shall also be produced promptly to the Board which shall review and preserve such minutes and records.
    - (vi) Subject as hereinafter provided the constitutions and rules or by-laws of each such sub club may be amended from time to time by a majority of the members for the time being of such sub club at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the sub club shall have
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effect unless and until it shall have been approved by resolution of the Board. Such approval shall not be unreasonably withheld.

- (vii) Any disciplinary action by a sub club in respect of any member of such sub club 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.
  - (viii) To dissolve any such sub club.
  - (r) To affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.
  - (s) To appoint a selector or selectors whose duty it will be to select crews to represent the Club in regattas and races
  - (t) To appoint a coach or coaches to train any crew selected to represent the Club in regattas and races.
- 55A. Any sub club must conform to any regulation or restriction that the Board may impose.

#### **PATRONS**

56. The Board may appoint or remove a patron or patrons from time to time. A patron who is not a full member of the Club shall be deemed to be an Honorary member of the Club and subject to this Constitution shall remain an Honorary member while they remain as a patron.

#### **BY-LAWS**

57. (a) Any By-law made under Rule 55 (b) or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the notice board.
- (b) The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

#### **PROCEEDINGS OF THE BOARD**

58. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each quarter for the transaction of business, where quarter means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December in each year.
59. A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
60. The Chairperson shall preside as chairperson at every meeting of the Board. If the Chairperson is not present within ten (10) minutes of the time appointed for holding the meeting or is unwilling or unable to act then the directors present shall elect one of their number as chairperson for that meeting.
61. The quorum for meetings of the Board shall be four (4) directors present.
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62. The Chairperson may at any time and the Secretary upon the request of a director shall convene a meeting of the Board.
63. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
64. The continuing directors on 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 this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
65. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
66. A resolution in writing signed by all the directors 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 directors. The resolution shall be passed when the last director signs the document containing the resolution.
- 66A. In addition to Rule 66, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.
67. 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.

#### **MATERIAL PERSONAL INTERESTS OF DIRECTORS**

68. 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:
  - (a) declare the nature of the interest at a meeting of the Board; and
  - (b) comply with Rule 69.
69. Notwithstanding anything contained in 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.

#### **REGISTERED CLUBS ACCOUNTABILITY CODE**

70. The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Rules 70 to 76H. If there
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is any inconsistency between the Registered Clubs Accountability Code and those Rules, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.

71. For the purposes of this Rules 70 to 76H, the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

#### **CONTRACTS WITH TOP EXECUTIVES**

72. The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- (a) the top executive’s terms of employment; and
  - (b) the roles and responsibilities of the top executive;
  - (c) the remuneration (including fees for service) of the top executive;
  - (d) the termination of the top executive’s employment.
73. Contracts of employment with top executives:
- (a) will not have any effect until they approved by the Board; and
  - (b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

#### **CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES**

74. Subject to any restrictions contained in the Registered Clubs Act and Rule 75, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
75. A “pecuniary interest” in a company for the purposes of Rule 74 does not include any interest exempted by the Registered Clubs Act.

#### **CONTRACTS WITH SECRETARY AND MANAGERS**

76. Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
- (a) the Secretary or a manager; or
  - (b) any close relative of the Secretary or a manager;
  - (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

#### **LOANS TO DIRECTORS AND EMPLOYEES**

- 76A. The Club must not:
- (a) lend money to a director of the Club; and
  - (b) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of
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the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

**RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES**

- 76B. A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
- 76C. If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

**DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB**

- 76D. A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
  - (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
  - (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
  - (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.
- 76E. The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule **Error! Reference source not found.**

**TRAINING DISCLOSURES**

- 76F. The Club must make available to members:
- (a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
  - (b) the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.
- 76G. The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

**PROVISION OF INFORMATION TO MEMBERS**

- 76H. The Club must:
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- (a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates: and
- (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

#### **REMOVAL FROM OFFICE OF DIRECTORS**

77. (a) The members in general meeting may by ordinary resolution:
- (i) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office;
  - (ii) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.
- (b) Any person appointed pursuant to sub paragraph (a)(ii) of this Rule 77 shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.
- (c) Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

#### **VACANCIES ON BOARD**

78. The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) if disqualified for any reason referred to in Section 206B of the Act.
  - (b) fails to complete the mandatory training requirements for directors within the prescribed period (unless otherwise exempted by this Constitution or the Registered Clubs Act).
  - (c) 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.
  - (d) is absent from meetings of the Board for a continuous period of three months without leave of absence from the Board and the Board resolves that the office be vacated.
  - (e) by notice in writing given to the Secretary resigns from office as a director.
  - (f) 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 Liquor Act.
  - (g) ceases to be a member of the Club.
  - (h) becomes an employee of the Club.
  - (i) ceases to hold a qualification by which that person was appointed or elected to office.
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79. 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 until the conclusion of the following Annual General meeting in accordance with the triennial rule set out in Rule 49A.

### **GENERAL MEETINGS**

80. A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.

81. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.

- (a1) The Board shall determine when, where and how all general meetings of the Club will be held provided the time of the meeting is reasonable and such meetings may be held:

- (i) at one or more physical venues;
- (ii) at one more physical venues using virtual meeting technology; or
- (iii) using virtual meeting technology.

- (b) The Board must call and arrange to hold a general meeting of the Club on the request of:

- (i) members with at least 5% of the votes that may be cast at the general meeting; or
- (ii) at least 100 members who are entitled to vote at the general meeting.

In this Rule 81 the term "the request" shall mean the request referred to in this paragraph (b).

- (c) The request must:

- (i) be in writing; and
- (ii) state any resolution to be proposed at the meeting;
- (iii) be signed by the members making the request;
- (iv) be given to the Secretary.

- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.

- (e) The Board must call the meeting within 21 days after the request is given to the Secretary. The meeting is to be held not later than 2 months after the request is given to the Secretary.

- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Secretary.

- (g) The meeting referred to in paragraph (f) of this Rule 81 must be called in the same way, so far as is possible, in which general meetings of the Club may
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be called. The meeting must be held not later than three months after the request is given to the Club.

- (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
  - (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 81. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
82. (a) At least 21 days notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all full members who are entitled to attend and vote at that meeting and to the auditor.
- (b) A notice of a general meeting of the Club's members must:
- (i) set out the place, date and time of the meeting; and
  - (ii) state the general nature of the meeting's business; and
  - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution; and
  - (iv) if the general meeting is to be held with technology, information on how members can participate in the meeting by technology;
- (c) A copy of a notice of a general meeting of the members of the Club shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.
- (d) Notice of an Annual General Meeting and of the last day for receiving nominations for office, shall be posted on the Club Notice Board at least fifty (50) days prior to the date fixed for such Annual General Meeting.
- (e) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

### **ANNUAL GENERAL MEETINGS**

83. The business of the Annual General Meeting shall be as follows:
- (a) to confirm the Minutes of the previous Annual General Meeting;
  - (b) to receive and consider the reports referred to in Rule 100;
  - (c) to declare the results of the election of directors to the vacancies on the Board caused by the operation of the triennial rule referred to in Rule 49A;
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- (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
  - (e) to approve the reimbursement of directors' expenses.
  - (f) to deal with any other business of which due notice has been given to the members.
84. (a) Notwithstanding Rules 86, 87 and 88, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.
- (b) The Secretary shall cause all items of business and notices of motion referred to in paragraph (a) to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.
85. (a) The Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.
- (c) If virtual meeting technology is used to hold a general meeting, the technology must give the persons entitled to attend the meeting, as a whole, the reasonable opportunity to participate without being physically present in the same place.

#### **MEMBERS' RESOLUTIONS**

86. (a) The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
  - (ii) at least 100 members who are entitled to vote at a general meeting;
- (b) The notice must:
- (i) be in writing; and
  - (ii) set out the wording of the proposed resolution; and
  - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy;
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
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87. (a) If the Secretary has been given notice of a resolution under Rule 86, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given;
- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting;
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting;
- (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.
- (e) The Club need not give notice of the resolution:
- (i) if it is more than 1,000 words long or defamatory; or
  - (ii) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
88. (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
- (i) a resolution that is proposed to be moved at a general meeting; or
  - (ii) any other matter that may be properly considered at a general meeting;
- (b) The request must be made by:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
  - (ii) at least 100 members who are entitled to vote at the meeting.
- (c) The request must be:
- (i) in writing; and
  - (ii) signed by the members making the request; and
  - (iii) given to the Secretary.
- (d) 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;
- (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary;
- (f) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting;
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- (g) The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.
- (h) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (i) The Club need not comply with the request:
  - (i) if the statement is more than 1,000 words long or defamatory; or
  - (ii) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

89. A general meeting of the members of the Club must be held for a proper purpose.

#### **AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS**

- 90. (a) The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club;
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor;
- (c) The auditor is entitled to be heard even if:
  - (i) the auditor retires at the meeting; or
  - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 91. The Chairperson shall be entitled to take the Chair at every general meeting. If the Chairperson is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Directors of the Club present shall elect a member of the Board as chairperson of the meeting.
  - 92. (a) At any general meeting of the Club (including an Annual General Meeting), twenty-five (25) members present in person and eligible to vote shall be a quorum. All members participating in such a meeting are taken for all purpose to be present in person at the meeting while so participating.
  - (b) If a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the meeting shall:
    - (i) be dissolved if it was convened at the request of members pursuant to Rule 81; or
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- (ii) 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.
  - (c) If at any meeting adjourned pursuant to this Rule 92 a quorum is not present, the members present (being not less than two) shall be a quorum and may transact any business for which the meeting was called.
- 93.
- (a) Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on 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) 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.
  - (c) A demand for a poll may be withdrawn.
  - (d) 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.
  - (e) If a general meeting is being conducted exclusively or partly through the use of technology, every resolution submitted to such a meeting shall be decided by a poll.
  - (f) The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.
  - (g) The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.
  - (h) The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.
  - (i) If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.

**PROXY VOTING PROHIBITED**

94. A person shall not:
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- (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
- (b) Vote at any election including an election of a member or of the Board as the proxy of another person.

#### **ADJOURNMENT OF GENERAL MEETINGS**

95. (a) 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.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at a meeting resumed after an adjournment 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.
- (d) It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except 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.

#### **MINUTES**

96. (a) The Club must keep minute books in which it records:
- (i) proceedings and resolutions of general meetings of the Club; and
  - (ii) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
  - (iii) resolutions passed by directors without a meeting.
- (b) The Club must ensure that:
- (i) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting.
  - (ii) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.
- (c) A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

#### **ACCOUNTS**

97. 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.
98. 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
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and any other persons authorised or permitted by or under the Act to inspect such records.

99. 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.
100. 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 March immediately prior to the Annual General Meeting:
- (a) the financial report of the Club;
  - (b) the directors' report; and
  - (c) the auditors' report on the financial report.

#### **FINANCIAL YEAR**

101. The financial year of the Club and any sub club or other entity created under this Constitution shall commence on the first day of April in each year and end on the last day of March in the following year or such other period as having regard to the Act, the Board may determine.

#### **AUDITORS**

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

#### **SECRETARY**

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

#### **EXECUTION OF DOCUMENTS**

104. (a) The Club shall have a Seal.
- (b) The Board must provide for the safe custody of the Seal.
- (c) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) two members of the Board; or
  - (ii) one member of the Board and the Secretary.
- (d) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) two members of the Board; or
  - (ii) one member of the Board and the Secretary.
- (e) A director or the secretary may sign a document pursuant to this Rule 104 either by signing a physical form of the document, or signing an electronic form of the document using electronic means and the two officers signing a
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document on behalf the Club can sign different copies of the document and all use different methods to sign the document.

### **NOTICES**

105. A notice may be given by the Club to any member either:
- (a) personally; or
  - (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
  - (c) by sending it by any electronic means; or
  - (d) by notifying the member, either by post, electronically, or notice displayed on the Club's website that the notice is available and how the member can access the notice.
106. Where a notice is sent by post to a member in accordance with Rule 105 the notice shall be deemed to have been received by the members:
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
  - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- 106A. Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.
- 106B. Where a member is notified of a notice in accordance with Rule 105(d), the notice is taken to have been received on the day following that on which the notification was sent.

### **INDEMNITY TO OFFICERS**

107. 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.
108. 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 can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

### **INTERPRETATION**

109. A decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.

### **AMENDMENTS TO CONSTITUTION**

110. This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Honorary Life members and financial
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Ordinary members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.

