

I, Simon Cook, Chief Executive Officer, certify that this and the following 29 pages is a true and correct copy of the Constitution of Western Suburbs Leagues Club Ltd (**Club**) as amended by special resolutions passed at the Annual General Meeting of the Club held on 25 March 2023.

.....
Simon Cook
Company Secretary

04/04/23
.....
Date

CORPORATIONS ACT 2001 (Cth)

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

CONSTITUTION

of

WESTERN SUBURBS LEAGUES CLUB LTD

ACN 000 154 736

NAME

1. The name of the company is "Western Suburbs Leagues Club Ltd".

DEFINITIONS

2. In this Constitution, unless there be something in the subject matter or context inconsistent therewith:

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

"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 and include regulations.

"the Club" means Western Suburbs Leagues Club Ltd.

"Club Licence" means a club licence held by the Club pursuant to the Liquor Act.

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

"Constitution" shall mean and include Rules.

"Full member" as defined in the Registered Clubs Act means a person who is an Ordinary member or a Life member of the Club.

"in writing" and **"written"** includes printing, typing, lithography, facsimile transmissions, electronic transmissions and other modes of representing or reproducing words in visible form in the English language.

"licensed premises" means those parts of the Club's premises licensed under the Liquor Act from time to time pursuant to a Club licence or Club licence(s) held under that Act.

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

"month" means calendar month.

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

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

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

"the Registered Clubs Regulation" means the Registered Clubs Regulation 2015 (NSW).

"Secretary" includes Chief Executive Officer, Acting Chief Executive Officer, General Manager, Acting General Manager, Secretary Manager and Acting Secretary Manager.

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

"Triennial Rule" means the procedure for election of the Board set out in Schedule 4 to the Registered Clubs Act.

3. A member shall be deemed to be an unfinancial member if:
- (a) at the expiration of the due date prescribed by the Board under Rule 38, the member's entrance fee and/or subscription or any part thereof payable on that date remains unpaid; or
 - (b) any money (other than the entrance fee and/or subscription) owing by the member to the Club has remained unpaid at the expiration of 14 days from service on the member of a written notice from the Club requiring payment thereof; and

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

INTERPRETATION

4. In this Constitution, the following rules of interpretation apply unless the context requires otherwise:
- (a) a decision of the Board on the construction or interpretation of this Constitution, or on any By-laws or regulations 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, subject to such interpretation being varied or revised by any Court of competent jurisdiction;
 - (b) the singular includes the plural and conversely;
 - (c) a reference to a gender includes the other genders;
 - (d) if a word or phrase is defined, then its other grammatical forms have a corresponding meaning; and

- (e) a reference to legislation includes but is not limited to a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument under it.

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

5. The "replaceable rules" which are contained in the Act are hereby excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.
6. The Club is established for the objects set out in this Constitution.
7.
 - (a) The Club shall be a non-proprietary Club.
 - (b) Subject to the provisions of Sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
 - (c) Subject to the provisions of Sections 10(1)(j) and 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the rules of the Club or otherwise to derive, directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the licensed premises of the Club.
 - (d) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
8.
 - (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
 - (b) Any profits or other income of the Club shall be applied only to the promotion of the objects of the Club and shall not be paid to or distributed among the members of the Club.
9.
 - (a) Liquor shall not be sold, supplied, or disposed of on the licensed premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply 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 of the Registered Clubs Act.
 - (b) Liquor shall not be sold, supplied or disposed of on the licensed premises of the Club to any person under the age of 18 years.
 - (c) A person under the age of 18 years shall not use or operate gaming machines on the licensed premises of the Club.

OBJECTS

10. The objects for which the Club is established are:
- (a) To provide for members and members' guests a social and sporting Club with all the usual facilities of a Club including residential and other accommodation liquid and other refreshment libraries and provision for sporting musical and educational activities and other social amenities.
 - (b) To assist generally in the promotion, conduct and propagation of Rugby League football in the Rugby League Football District of the Western Suburbs of Sydney or elsewhere and to provide or assist in the provision of training and conditioning and teaching facilities for football played in accordance with the rules of the New South Wales Rugby Football League.
 - (c) To purchase hire lease or otherwise acquire for the purposes of the Club any real or personal property and any rights or privileges which the Club may think necessary or convenient for carrying out its objects or any of them.
 - (d) To give sell mortgage exchange hire lease or otherwise dispose of the property of the Club or any part or parts thereof.
 - (e) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time vary and realise such investments.
 - (f) To make draw accept endorse discount execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
 - (g) To borrow money from time to time and for such purposes to give debentures, liens mortgages charges or other security over the whole or any part of the property real or personal of the Club.
 - (h) In furtherance of the objects of the Club to apply for and obtain and hold a Club Licence or any other licence or licenses under the Registered Act, Liquor Act, or any other Act or laws for the time being operative and for such purpose or purposes to appoint if necessary or desirable a secretary/manager or managers or other officer or officers to act as the holder of a Club Licence on behalf of the Club.
 - (i) In furtherance of the objects of the Club to obtain and hold any licence or permission necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco cigars and cigarettes and of all kinds of goods provisions etcetera required used or desired by members.
 - (j) To take or reject any gift of property money or goods whether subject to any special trust or not.
 - (k) To erect maintain improve or alter any building or buildings for the purposes of the Club.
 - (l) To render aid either financial or by other means to clubs or associations in the Rugby League Football District of the Western Suburbs of Sydney or elsewhere which clubs or associations are playing or conducting football played in accordance with the Rules of the New South Wales Rugby Football League.

- (m) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (n) To establish support or aid in the establishment and support of associations funds, trust and conveniences calculated to benefit the members of the Club or the dependents or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions for any public general or useful objects.
- (o) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (p) To do all such acts deeds matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.
- (q) To make donations to such persons or institutions as the Club may from time to time think directly or indirectly conducive to any of its objects or otherwise expedient.
- (r) To do all or any of the abovementioned things either singly or in conjunction with any other corporation, company, firm, association, club or person and either as principals, agents, contractors, trustees, or otherwise.
- (s) To amalgamate with any other club having objects altogether or in part similar to those of the Club.
- (t) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

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

11. The income and property of the Club howsoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Club. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or employees of the Club or any member of the Club or other person in return for any services actually rendered to the Club, or reasonable and proper rent for premises demised or let by any member of the Club.

WINDING UP

12. The liability of the members of the Club is limited.
13. Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he or she is a member or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding \$4.

14. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions that is or are carried on predominantly for the encouragement of a game or sport and which has or have objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution hereof; such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

MEMBERSHIP

15. No person under the age of 18 years shall be admitted as a member of the Club other than as a Junior Sporting member.
16. The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of members of the Club and such other persons as the Board shall admit to membership in accordance with this Constitution shall be members of the Club.
17. A person shall not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member, Temporary member or Provisional member.
18. (a) Unless and until otherwise determined by the Board, Ordinary membership of the Club shall consist of the following classes:
- (i) General Members;
 - (ii) Social Members; and
 - (iii) Junior Sporting Members.
- (b) Those persons who were financial full members of Western Suburbs Leagues' Club Bowling Club Ltd ACN 000 756 801 trading as Wests Sports Club (**Wests Sports Club**), and whose names were entered in the Register of Members of Wests Sports Club on the date on which the Casino, Liquor and Gaming Control Authority transfers the club licence of Wests Sports Club to the Club shall, for the purposes of the Registered Clubs Act, be identified in the Club's Register of Members as "Wests Sports Club Members".
- (c) Those members who were financial full members of Balmain Leagues' Club Ltd (subject to deed of company arrangement) ACN 000 190 161 (**Balmain Leagues' Club**) and whose names were entered in the Register of Members of Balmain Leagues' Club on the date on which the Independent Liquor and Gaming Authority transfers the club licences of Balmain Leagues' Club to the Club shall, for the purposes of section 17AC(2) of the Registered Clubs Act, be identified in the Club's Register of Members as Balmain Members.
19. Each class of Ordinary membership shall be open to both sexes.
20. A majority of Full members of the Club must be entitled to vote at the election of the Board.

RIGHTS OF MEMBERS

21. (a) Financial General Members shall (subject to any further restrictions set out in this Constitution) be entitled to:

- (i) vote upon the election of the Board;
 - (ii) stand for election to the Board;
 - (iii) nominate, or second the nomination of, another eligible member for election to the Board;
 - (iv) vote upon any matters at General Meetings; and
 - (v) all social privileges and advantages for which the Club is established, as determined by the Board from time to time.
- (b) Financial Social Members of three (3) continuous years standing shall (subject to any further restrictions set out in this Constitution) be entitled only to:
- (i) vote upon the election of the Board;
 - (ii) vote on resolutions for the purposes of confirming election of nominees as Directors pursuant to Rule 54(h) or Rule 54(i);
 - (iii) vote on a resolution at a General Meeting upon which the Registered Clubs Act gives them a right to vote; and
 - (iv) all the social privileges of the Club, as determined by the Board from time to time,
- but shall not be entitled to:
- (v) vote on any resolutions at General Meetings except as specifically set out in this Rule 21;
 - (vi) stand for election to the Board; or
 - (vii) nominate, or second the nomination of, any other member for election to the Board.
- (c) Junior Sporting Members shall (subject to any further restrictions set out in this Constitution) be entitled to those sporting and social privileges of the Club as the Board may determine from time to time, but shall not be entitled to:
- (i) attend or vote at General Meetings;
 - (ii) stand for election to the Board;
 - (iii) nominate, or second the nomination of, any other member for election to the Board;
 - (iv) introduce guests to the Club; or
 - (v) have any part in the management, business and affairs of the Club in any way.

22. Subject to Rule 8(a), each financial member who is entitled to vote shall have one vote.

23. All members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's licensed premises or any other premises owned or occupied by the Club, of any member or other person (either with or without that member's or person's agreement) in accordance with:

- (a) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
- (b) the Club's responsible service of gaming policy (as adopted and amended by the Board from time to time).

ELIGIBILITY FOR VARIOUS CLASSES OF ORDINARY MEMBERSHIP

24. The requirements for eligibility of persons for election to the following classes of Ordinary membership shall be:

(a) **General Members**

A General Member shall be any person who has:

- (i) attained the age of eighteen (18) years;
- (ii) been a Social Member or Junior Sporting Member for not less than three (3) continuous years immediately prior to making the application; and
- (iii) made application for, and been transferred to, General membership in accordance with Rule 31,

provided that the qualification period in Rule 24(a)(ii) shall not apply to a person who is directly elected to General membership by the Board and who is nominated and appointed by the Board as a Director pursuant to Rule 50(b).

(b) **Social Members**

A Social Member shall be any person who has attained the age of eighteen (18) years and who has made application and been duly elected to Social membership in accordance with this Constitution.

(c) **Junior Sporting members**

A Junior Sporting Member shall be any person who:

- (i) is under the age of eighteen (18) years;
- (ii) has satisfied the Board that he or she has an interest in taking an active part in the sporting activities of the Club regularly and from whose parent or guardian the Board has received a written consent to that person joining the class of membership applied for and taking part in the sporting and other activities of the Club;
- (iii) in the opinion of the Board is suitable to be admitted to Junior Sporting membership of the Club; and
- (iv) is elected by the Board to Junior Sporting membership of the Club.

LIFE MEMBERS

25. The requirements for eligibility of persons for election as Life members of the Club shall be:

- (a) Life Membership may be conferred upon any member who has rendered outstanding service to the Club.

- (b) To be eligible for Life Membership a member must be nominated by one General member or Life member and seconded by another. The nomination shall then be forwarded to the Board for approval. If such nomination is approved by the Board the nomination shall be referred to the next Annual General Meeting of the Club (or the next General Meeting of the Club if deemed appropriate by the Board) and if such nomination is approved at such meeting of the Club by ordinary resolution, the person elected shall be a Life member of the Club.
- (c) Life members shall have all the rights and privileges of General membership together with such other rights and privileges as provided in this Constitution for Life membership but shall be relieved of the obligation to pay annual subscriptions.

HONORARY MEMBERS

- 26. The following persons may be admitted as Honorary members of the Club in accordance with procedures established by the Board from time to time:
 - (a) the Patron or Patrons for the time being of the Club;
 - (b) any prominent citizen or local dignitary visiting the Club.
- 27. Honorary members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and shall not be entitled to vote at any General Meeting, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- 28. (a) Honorary members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.
 - (b) The Board shall have power to cancel the membership of any Honorary member without notice and without being required to give reason.

TEMPORARY MEMBERS

- 29. The following persons may be admitted as Temporary members of the Club in accordance with procedures established by the Board from time to time:
 - (a) A person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's licensed premises or such 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 any other registered club (as defined in 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 or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full member of the Club, attends on any day at the licensed premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the licensed premises of the Club until the end of that day;
 - (d) An interstate or overseas visitor.
- 30. (a) Temporary members shall not be required to pay an entrance fee or subscription.

- (b) Temporary members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and shall not be entitled to attend or vote at any General Meeting, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (c) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the membership of any Temporary member at any time without notice and without being required to give reason.
- (d) No person under the age of 18 years may be admitted as a Temporary member of the Club other than pursuant to Rule 29(c).
- (e) In accordance with the Registered Clubs Act an eligible person may be admitted as a Temporary member for a period of up to, but not exceeding, 7 consecutive days (or for such longer period as the Independent Liquor and Gaming Authority may approve in writing). A person admitted under this Rule 30(e) is only required to complete and sign the register on the first day when they enter the licensed premises during that period.

TRANSFER OF MEMBERSHIP

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

ABSENTEE LIST

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

ELECTION OF MEMBERS

- 33. A person shall not be admitted as a member of the Club, other than as an Honorary member, Temporary member or Provisional member, unless that person is elected to membership at a meeting of the Board, or a duly appointed election committee of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary. The application must receive votes in its favour from at least 75% of the Directors voting otherwise the application is rejected. The election shall be by secret ballot if requested by any member of the Board or election committee. The Board or election committee may reject any application for membership without assigning any reason for such rejection.
- 34. Every candidate for membership of the Club must make application in accordance with this Constitution and any requirements of the Registered Clubs Act.
- 35. (a) In respect of every application for membership made pursuant to this Constitution there shall be completed an application form which shall be in a form and containing such particulars as are from time to time prescribed by the Board,

including the full name, address and occupation of the applicant and a statement that the applicant, if admitted, will be bound by the Constitution of the Club.

- (b) The application form shall be lodged with the Secretary who shall as soon as is practicable cause the name of the applicant to be displayed on the Club Notice Board or in some other conspicuous place in the licensed premises for a continuous period of not less than one week before the election of the applicant as a member of the Club, and an interval of at least 2 weeks shall elapse between the proposal of an applicant for election and such election.
36. (a) A person elected to membership in accordance with Rule 35, shall, upon payment of the entrance fee (if any) and first subscription, become an Ordinary member of the Club, provided nevertheless that if such entrance fee and subscription is not paid within one month after the date of such election to membership, the Board may at its discretion cancel its election of the person to membership of the Club.
- (b) A copy of this Constitution shall be supplied to a member on request being made to the Secretary and if demanded by the Secretary on payment of any fee that may be prescribed by the Act.

PROVISIONAL MEMBERSHIP

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

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

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

amount payable by Ordinary members shall be not less than an amount as may be prescribed from time to time by the Registered Clubs Act.

40. Any person elected during the membership year to any class of membership shall in respect of that membership year pay one-half of the annual subscription only if the candidate is elected after the expiration of 6 months from the date of commencement of the membership year.
41. If the entrance fee and/or subscription or any part thereof, or any other money or part thereof, of any member is not paid within a period of one month from the date upon which it falls due for payment (or any later date permitted by the Board in its discretion), the defaulting member is from the end of that one month period debarred from all privileges of membership and ceases to be a member of the Club, and the Secretary must cause a notation to this effect to be made against that person's name in the Register of members. Neither the provisions of Rule 46 nor the rules of natural justice shall apply to any procedure taken pursuant to this Rule.
42. The Board shall have power to make charges and levies on Ordinary members for general or special purposes.

PATRONS

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

ADDRESSES OF MEMBERS

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

REGISTERS OF MEMBERS AND GUESTS

45. The Club shall keep the following registers in accordance with the Registered Clubs Act:
 - (a) A register of persons who are Full members of the Club.
 - (b) A register of persons who are Honorary members.
 - (c) A register of persons who are Temporary members.
 - (d) A register of persons of or above the age of 18 years who enter the licensed premises of the Club as guests of members.

DISCIPLINARY PROCEEDINGS

46. If a member refuses or neglects to comply with any of the provisions of this Constitution or the By-laws thereof or be in the opinion of the Board or the Board's duly constituted disciplinary committee (as referred to in paragraph (g) below), guilty of any conduct prejudicial to the interests of the Club or be in the opinion of the Board or the disciplinary committee, guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board or the disciplinary committee shall have power to reprimand, suspend from all privileges of membership for such period as it considers fit, expel or accept the resignation of such member and to make a notation to that effect against the person's name in the Register of members, provided that:
 - (a) Such member shall be notified of any charge against the member pursuant to this Rule by notice in writing to the member at least fourteen (14) clear days before the

meeting of the Board or disciplinary committee at which such charge is to be heard. The notice shall set out the facts, matters and circumstances giving rise to the charge. This notice may be issued by the Secretary or the Secretary's authorised delegate.

- (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in his or her defence.
 - (c) The voting by the members of the Board or disciplinary committee present at such meeting shall be by secret ballot if requested by any member of the Board or disciplinary committee, and no resolution by the Board or disciplinary committee to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the members of the Board or disciplinary committee present vote in favour of such resolution.
 - (d) After the Board or disciplinary committee has considered all the evidence put against the member it shall come to a decision as to the member's guilt or innocence in relation to the charge. Once it has decided the issue of guilt or innocence, the Board or disciplinary committee shall inform the member prior to considering any penalty.
 - (e) The member charged shall be given a further opportunity to address the Board or disciplinary committee in relation to the penalty appropriate to the charge of which the member has been found guilty.
 - (f) If the member fails to attend such meeting the charge may be heard and dealt with and the Board or disciplinary committee may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.
 - (g) The powers of the Board under this Rule may be exercised by a disciplinary committee appointed by the Board and comprising not less than 3 members of the Board. A quorum of the disciplinary committee shall be 3 members of the Board.
 - (h) Any decision of the Board or disciplinary committee at such hearing or any adjournment thereof is final and the Board or disciplinary committee is not required to assign any reason for its decision.
 - (i) In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Rule, the Board or disciplinary committee, or the Secretary or the Secretary's authorised delegate, has the power to immediately suspend that member from all privileges of membership until the charge is heard and determined. Notice of such suspension must be notified in writing to that member and may be included in the notice of charge referred to in paragraph (a) of this Rule.
 - (j) The Secretary, or in the Secretary's absence his or her delegate, shall not vote but may assist the Board or disciplinary committee in its deliberations.
47. (a) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty ("the senior employee"), has power to suspend any person's membership and/or remove any person from, or refuse them access to, the Club's licensed premises or any other property owned or occupied by the Club:
- (i) who in the opinion of the Secretary or the senior employee is then intoxicated, violent, quarrelsome, indecent or disorderly;

- (ii) whose presence on the licensed premises or any other property owned or occupied by the Club in the opinion of the Secretary or the senior employee may render the Club or the Secretary liable to a penalty under any applicable law;
 - (iii) who in the opinion of the Secretary or the senior employee has engaged or used any part of the licensed premises or any other property owned or occupied by the Club for an unlawful purpose;
 - (iv) who, within the meaning of the Smoke-free Environment Act 2000 (NSW), smokes while on any part of the licensed premises or any other property owned or occupied by the Club that is a smoke-free area;
 - (v) who uses, or has in his or her possession, while on the licensed premises or any other property owned or occupied by the Club any substance that the Secretary or senior employee suspects of being a prohibited drug or prohibited plant;
 - (vi) whom the Secretary or the senior employee, under the conditions of the Club Licence or according to a term (of the kind referred to in section 134 of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the licensed premises or any other property owned or occupied by the Club; or
 - (vii) who in the opinion of the Secretary or the senior employee has engaged in conduct which may be prejudicial to the Club's interests, which may be conduct unbecoming of a member, or which may render the person unfit for membership.
- (b) The Secretary or the senior employee who has exercised the power of suspension referred to in paragraph (a) of this Rule shall make a written report to the Board or the Board's duly constituted disciplinary committee within 7 days of the date of the suspension of the member. The report will set out the facts, matters and circumstances giving rise to the suspension.
- (c) Any suspension of a member by the Secretary or the senior employee pursuant to paragraph (a) of this Rule shall continue until further notice is given to the member in accordance with Rule 46 or for 5 weeks (whichever is sooner).

RESIGNATION AND CESSATION OF MEMBERSHIP

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

GUESTS

49. (a) All members other than Junior Sporting members shall have the privilege of introducing guests to the Club. However, Temporary members may only introduce guests who are under the age of 18 years.
- (b) The member introducing a guest to the Club must ensure that the register of guests is completed as required by the Registered Clubs Act.
- (c) No member shall introduce guests more frequently or in a greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any entrance fee and/or subscription or who is currently under suspension.
- (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) 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.
- (g) A guest shall not remain on the licensed premises of the Club any longer than the member who countersigned the entry in the Register of guests in respect of that guest.
- (h) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.

THE BOARD

50. (a) The business and affairs of the Club and the custody and control of its funds and property shall be managed by a Board of Directors which, subject to Rule 50(b), shall consist of seven (7) Directors who shall appoint one of their number as Chairman and another as Deputy Chairman and may do so from time to time as the occasion may require. A Director may not hold the office of Chairman for any continuous and unbroken period exceeding six (6) years calculated after the conclusion of the 2019 Annual General Meeting. For the purposes of determining a member's eligibility to hold the office of Chairman any period of:
- (i) office held as Chairman prior to the conclusion of the 2019 Annual General Meeting shall not be counted towards their term of office; and
- (ii) time during which the member ceases to hold the office of Chairman will mean there is a break in counting of the period of six (6) continuous years they have held that office (and therefore if the Director holds the office of Chairman after the break, the counting of the period of continuous service in office would commence from the date on which they regained office as Chairman).
- (b) Pursuant to section 30(1)(b1) of the Registered Clubs Act and clause 31 of the Registered Clubs Regulation, the elected Board members and any Board members appointed to fill the position of an elected Board member (arising because of a casual vacancy pursuant to Rule 67) may appoint up to two (2) additional persons

as members of the Board. In accordance with clause 31 of the Registered Clubs Regulation, a person appointed:

- 1) may be appointed for a term of no more than three (3) years; and
- 2) must be an Ordinary member of the Club at the time of, and for the duration of, his or her appointment; and
- 3) is not eligible for reappointment under this Rule 50(b), including reappointment after the end of their term.

51. (a) No member under suspension or who is unfinancial shall be elected or appointed as a Director or a member of any committee of the Club.

(b) A member is not eligible to be elected or appointed as a Director for a further term or period if at the time immediately preceding their election or appointment they have held office as a Director for a continuous and unbroken period of twelve (12) or more years calculated after the conclusion of the 2019 Annual General Meeting. For the purposes of determining a member's eligibility for election or appointment as a Director under this Rule, any period of:

(i) office held prior to the conclusion of the 2019 Annual General Meeting shall not be counted towards a member's term of office; and

(ii) time during which the member ceases to hold office as a Director will mean there is a break in counting of the period of twelve (12) continuous years they have held office (and therefore if the Director holds office after the break, the counting of the period of continuous service in office would commence from the date on which they regained office).

52. The Directors of the Club holding office at the date of the Special Resolution adopting this Constitution shall hold office subject to this Constitution until their current term of office expires but shall be eligible for re-election.

53. Debentures may with the consent of the Board be transferred only to persons who are members of the Club and debenture holders shall at no time be more than twenty (20) in number.

54. (a) Subject to appointments of Directors under Rule 50(b), the Board of Directors shall be elected by the general body of Full members pursuant to the operation of the Triennial Rule as provided for in Schedule 4 of the Registered Clubs Act.

(b) Nominations for the offices of Director shall be delivered to the Secretary by 6.00pm on that day which is at least twenty-eight (28) clear days prior to the date of the Annual General Meeting.

(c) Nominations for election of Directors shall be made in writing and signed by two (2) General Members or Life Members of the Club and by the nominee who thereby shall signify consent to the nomination.

(d) The Secretary shall immediately, after receiving nominations, post the names of the candidates and their proposers on the Club Notice Board.

(e) Out of the persons nominated the general body of members shall elect the Directors for the next ensuing period provided that if and while any moneys are owing and unpaid for advances present, past or future, and secured by debenture,

five of the number of Directors shall be persons nominated by the said debenture holders.

- (f) The remaining two Directors shall be nominated from the general membership. Debenture holders cannot be nominated for nor hold these two positions.
- (g) At least twenty-eight (28) days prior to the Annual General Meeting a notice shall be given by the Secretary to the debenture holders of the meeting and the fact that Directors are to be elected thereat.
- (h) If at the close of nominations the number of candidates is less than the number required to fill the vacancies each of those candidates nominated (if any) may be confirmed for election by the passing of an ordinary resolution presented to the Annual General Meeting and after the Annual General Meeting the Directors elected at the meeting and those who continue in office under the Triennial Rule shall fill any vacancy as a casual vacancy in accordance with the Triennial Rule.
- (i) If at the close of nominations the number of candidates nominated for the Director positions to be filled by debenture holders or the Director positions to be filled by general members are equal to the number of vacancies at that election, then ordinary resolutions may be proposed at the Annual General Meeting to confirm the election of each of those members.
- (j) If at the close of nominations more than the required number of candidates are nominated than there are vacancies to be filled an election by ballot shall be conducted in accordance with By-laws not inconsistent with this Constitution made by the Board.
- (k) The Board has the power to make By-laws regulating all matters in connection with the conduct of any election not otherwise provided by this Constitution.

POWERS OF THE BOARD

- 55. The Board shall be responsible for the management of the business and affairs of the Club.
- 56. 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 law 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. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
 - (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such member or members of the Board or such Full members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The Chairman shall have the right to be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman shall have a second or casting vote. The meetings and proceedings of any committee consisting of 2 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 or by any regulation made by the Board pursuant to this Rule.

- (b) To make such By-laws not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:
 - (i) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
 - (ii) the general management and control of the trading activities of the Club;
 - (iii) the management and control of the Club's premises;
 - (iv) the management and control of play and dress;
 - (v) the upkeep and control of the grounds;
 - (vi) the management and control of all competitions;
 - (vii) the conduct of members and guests of members;
 - (viii) the privileges to be enjoyed by each class of member;
 - (ix) the relationship between members and the Club's employees;
 - (x) and generally all such matters as are commonly the subject matter of Club Rules or By-laws or which are not reserved either under the Act, the Registered Clubs Act, this Constitution or the By-laws for decision by the Club in General Meeting.
- (c) To enforce the observance of all By-laws by suspension from enjoyment of any or all privileges of membership or otherwise as it 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 thinks fit.
- (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as it thinks 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 money of the Club not immediately required for the objects of the Club upon such securities and in such manner as it thinks fit and from time to time to vary or realise such investments.
- (i) To borrow or secure the payment of any sum or sums of money for the objects of the Club and raise or secure the payment of such sum or sums from time to time

and in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon or over all or any part of the Club's property both present and future or not so charged, or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.

- (j) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club; to sell, exchange or otherwise dispose of all or any of the lands or buildings or other property or rights to which the Club may be entitled from time to time; and subject to the Registered Clubs Act to lease any property of the Club. However, any sale or exchange of the Club's property known as 'West's Sports Croydon' situated at 114 Church Street Croydon, New South Wales, must be sanctioned by an ordinary resolution passed at a General Meeting prior to such sale or exchange being effected.
- (k)
 - (i) 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.
 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract of service or for service or otherwise.
- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (m)
 - (i) To create sections and committees for the conduct, management and control of all or any games or sporting activities in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections and committees, and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections and committees or any of them, and from time to time to prepare or approve and amend By-laws for the control and regulation of such sections and committees and the conduct and activities thereof and also to terminate and dissolve any such sections or committees or to reconstitute the same on a similar or different basis.
 - (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the relevant State or Australia on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.
 - (iii) The Board may empower each such section to open and operate an account in the name of the section in such bank or financial institution as the Board may from time to time approve, provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.

- (iv) Subject to the absolute control and supervision by the Board each such section 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 the section shall also be produced promptly each month to the Secretary at the Office for inspection by or on behalf of the Board.
- (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.
- (vi) The Board shall have power to impose an additional annual subscription on members of any sporting section in order to defray some of the Club's costs in providing and/or maintaining the sporting facilities and amenities used by the members of that sporting section.
- (vii) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons.
- (n) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises.
- (o) To recommend the amount of honorarium payable to any person in respect of his or her services rendered to the Club and subject to approval by a General Meeting to pay such honorarium.
- (p) To repay out-of-pocket expenses incurred by any member of the Board or any other person in the course of carrying out his or her duties for the Club.

BY-LAWS

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

PROCEEDINGS OF THE BOARD

58. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board shall meet whenever it deems it necessary but at least once in each quarter, being a period of 3 months ending 31 March, 30 June, 30 September or 31 December for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The Chairman shall chair every meeting of the Board or if at any meeting he or she is not present or is unwilling or unable to act, then the Deputy Chairman shall act as Chairman. If the Deputy Chairman is not present or is unwilling or unable to act, then the members of the Board present may elect their own Chairman.
59. The quorum for meetings of the Board shall be four (4) members of the Board.
60. The Chairman may at any time and the Secretary upon the request of not less than 3 members of the Board shall convene a meeting of the Board.

61. 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 members of the Board shall for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
62. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.
63. All acts done by any meeting of the Board or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person 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.
64.
 - (a) A resolution may be passed without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by the Directors if the wording of the resolution and statement is identical in each document. The resolution is passed when the last Director signs. An electronic signature will be acceptable for this purpose.
 - (b) 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.
65.
 - (a) A Director must in accordance with Sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. "Material personal interest" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.
 - (b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the Minutes of that meeting of the Board.
 - (c) Without limiting the application of Section 191(2) of the Act, paragraph (b) does not apply to an interest:
 - (i) which the Director has as a member of the Club and which is held in common with the other members of the Club; or
 - (ii) which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).
 - (d) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
 - (i) must not vote on the matter (or in relation to a proposed resolution under paragraph (e)(i) in relation to the matter, whether in relation to that or a different Director); and
 - (ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.

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

VACANCIES ON THE BOARD

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

GENERAL MEETINGS

69. A General Meeting called the Annual General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the end of the Club's financial year. All general meetings other than Annual General Meetings shall be called General Meetings.
70. (a) The Board may whenever it thinks fit convene a General Meeting.
- (b) The Board shall, on the request of not less than 5% members of the Club having at the date of the deposit of the request at the Office of the Club a right to vote at General Meetings of the Club, within 21 days proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case not later than 2 months after the deposit of the request and in the case of such request the following provisions shall have effect (but only to the extent that they are consistent with section 249D and section 249E of the Act):
- (i) The request shall state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office of the Club and may consist of several documents in identical wording each signed by one or more of those members.
 - (ii) If the Board does not within 21 days from the date of the request being so deposited duly proceed to convene the meeting, the members who made the request or any of them representing more than 50% of the members who made the request may themselves convene the meeting but any meeting so convened shall not be held after the expiration of 3 months from the date of such deposit.
 - (iii) In the case of a meeting at which a resolution is to be proposed as a Special Resolution the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.
 - (iv) Any meeting convened under this Rule by the members shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
 - (v) Any reasonable expenses incurred by the members in convening any meeting under this Rule shall be repaid to the members by the Club.
- (c) A General Meeting convened by the Board under Rule 69 or Rule 70(a) may be postponed or cancelled at any time before the day of the meeting by the Board as it may determine.
- (d) A General Meeting called by the Board on the request of the members under Rule 70(b) may be cancelled by the Board at any time before the day of the meeting, on the request of those members. Those members must pay the expenses of the cancellation unless the Board determines otherwise.
- (e) A General Meeting called by the members under the Act, may be cancelled by those members so notifying the Club in writing at least 14 days prior to the date for which the General Meeting has been called. Those members must pay the expenses of the cancellation unless the Board determines otherwise.
- (f) The Club may hold a General Meeting using technology in accordance with the requirements of section 30C of the Registered Clubs Act, the requirements of the

Act and the provisions of this Constitution. If a General Meeting is held using technology, the notice of General Meeting must include:

- (i) information about how members will be able to attend and/or participate in the General Meeting;
- (ii) information about how members can vote and ask questions;
- (iii) any other information members need to know in order to participate using the technology.

71. Subject to the provisions of the Act relating to Special Resolutions, at least 21 days notice specifying the place, day and hour of a General Meeting and in the case of special business the general nature of that business shall be given in the manner provided by this Constitution to all members entitled to attend and vote at General Meetings of the Club, but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

QUORUM FOR GENERAL MEETINGS

72. (a) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at a General Meeting convened by or on the request of members shall not be less than 5% of members entitled to vote (and such quorum must be present at all times during the meeting) and at all other General Meetings and at all Annual General Meetings shall not be less than 30 members present and entitled to vote.
- (b) If a General Meeting is held at more than one venue using any form of technology, including any form of technology which allows members to participate remotely from their home or other place (that is, to participate without being physically present in the same place), the contemporaneous linking together by the technology of a number of members sufficient to constitute a quorum constitutes a quorum for the purposes of rule 72(a).
73. If within 15 minutes from the time appointed for any General Meeting a quorum is not present the meeting if convened by or upon the request of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine but such period shall be less than one month. If at such adjourned General Meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

PROCEEDINGS AT GENERAL MEETINGS

74. The ordinary business of any Annual General Meeting shall be to receive and consider the reports prescribed by Section 317 of the Act and to elect in the manner provided in this Constitution the members of the Board, and subject to the Act, to appoint an Auditor or Auditors.
75. The Chairman shall be entitled to take the Chair at every General Meeting. If the Chairman is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then a Deputy Chairman shall act as Chairman. If the Deputy Chairman is not present within 15 minutes after the time appointed for holding the meeting

or is unwilling or unable to act, then the members of the Club present shall elect a member of the Board or one of their number to be Chairman of the meeting.

76. (a) Subject to rule 76(b), every question submitted to a General Meeting shall be decided by a show of hands (unless a poll is demanded) by the Chairman or by not less than 5 members) and in the case of an equality of votes whether on a show of hands or on a poll the Chairman shall have a second or casting vote.
- (b) If a General Meeting is held at more than one venue using any form of technology, which allows members to participate remotely from their home or other place (that is, to participate without being physically present in the same place):
- (i) the meeting is taken to be held at the place determined by the Chairman provided that at least of one of the members present at the meeting was at the place for the duration of the meeting;
 - (ii) votes taken at the meeting must be taken by a poll, and not on a show of hands, using one or more technologies to give each person entitled to vote the opportunity to participate in the vote in real time and, where practicable, by recording their vote in advance of the meeting;
 - (iii) if the technology used for the meeting and referred to in this rule 76(b) encounters a technical difficulty, whether before or during the General Meeting, which results in a member not being able to participate in the meeting, the Chairman may, subject to the Corporations Act:
 - (A) allow the meeting to continue; or
 - (B) adjourn the meeting either for a reasonable period of time as may be required to fix the technology or to such other date, time and location as the Chairman of the meeting considers appropriate.
- (c) For the avoidance of doubt, where the Chairman has allowed the General Meeting to continue in accordance with rule 76(b)(iii)(A), any resolution passed at that meeting is valid.
- (d) Subject to the Act, Registered Clubs Act and this Constitution, the Board may from time to time make such By-Laws as it thinks necessary for the conduct of General Meetings using any form of technology.
- (e) A person shall not:
- (i) attend or vote at any meeting of the Club or of the Board or any committee thereof; or
 - (ii) vote at any election of, or of a member of, the Board,
- as the proxy of another person.
- (f) If a member challenges another member's right to vote at a General Meeting, that challenge:
- (i) may only be made at the General Meeting; and
 - (ii) must be determined by the Chairman of the meeting, whose decision is final.

77. At any General Meeting (unless a poll is demanded), a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of the proceedings of the Club, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
78. (a) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman 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 Chairman or on a question of adjournment shall be taken immediately.
- (b) A demand for a poll may be withdrawn.
79. The Chairman of a General Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for one month or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
80. Minutes of all resolutions and proceedings at General Meetings shall be entered within one month of the meeting in a book provided for that purpose and any such Minutes shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDIT

81. 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.
82. The books of account shall be kept at the Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other Act to inspect such records.
83. Subject to the Act, the Club must, within four (4) months after the end of the Club's financial year or not less than twenty-one (21) days before each Annual General Meeting (whichever is the earlier), send, or make available, to each member of the Club:
- (a) a copy of the financial report required under section 295 of the Act,
- (b) a copy of the directors' report required under sections 298 and 300B of the Act; and
- (c) a copy of the auditor's report required under section 308 of the Act.
84. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

FINANCIAL YEAR

85. The financial year of the Club shall commence on the first day of November and end on the last day of October in each year or, subject to the Act, be for such other period as the Board may determine.

SECRETARY

86. (a) The Board shall appoint a Secretary who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.
- (b) Should the office of Secretary become vacant, or should the Secretary be temporarily absent or unwilling to act, the Board shall have the power to appoint any person to perform such duties.
- (c) At any time there shall only be one Secretary of the Club.

87. The Secretary will hold office on the terms and conditions (including as to remuneration) that the Board determines. **NOTICES**

88. A notice may be given by the Club to any member either:

- (a) personally; or
- (b) by sending the notice by pre-paid post to the address of the member recorded that member in the Register of Members kept pursuant to this Constitution; or
- (c) by sending the notice to the facsimile number or electronic address (if any) recorded for that member; or
- (d) by sending the notice to the member by other electronic means (if any); or
- (e) by notifying the member via physical or electronic communication that the notice is available and how it may be accessed electronically (in accordance with the Act and the Registered Clubs Act).

- (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on the day of receipt by that member.
- (b) Where the Club sends a notice by post (including a notice of meeting), the notice is taken to have been given to the member, on the day following that on which the notice was posted.
- (c) Where a notice is sent under Rule 88(e), the notice is taken to have been given on the day following that on which the member is notified that the notice is available.
- (d) Where the Club sends a notice by facsimile or by other electronic means, the notice is taken to have been given to the member on the day following that on which the notice was sent.

90. If a member has an address outside the State of New South Wales and has not supplied the Club an address within New South Wales for the giving of notices to him or her, a notice posted up on the Club Notice Board shall be deemed to be notice to such member at the expiration of 24 hours after it is so posted up. For the purpose of this Rule, the Australian Capital Territory shall be deemed to be within New South Wales.

INDEMNITY TO OFFICERS

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

READING OF CONSTITUTION

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

AMENDMENTS TO CONSTITUTION

93. This Constitution may be altered or amended only by a resolution passed by a three-quarters majority of Life members and General members who are present and voting at a General Meeting, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with this Constitution.

WESTERN SUBURBS LEAGUES CLUB LTD

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