

I, David O'Neil, company secretary and group Chief Executive Officer, hereby certify that this and the following 36 pages is a true and correct copy of the Constitution of Castle Hill R.S.L. Club Limited as amended by Special Resolutions passed at Castle Hill R.S.L. Club Limited's Annual General Meeting held on 7 December 2021.



David O'Neil

8<sup>th</sup> December 2021

Date

## **CORPORATIONS ACT**

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

## **CONSTITUTION**

**of**

### **CASTLE HILL R.S.L. CLUB LIMITED**

**ACN 001 043 910**

#### **NAME**

1. The name of the company is "Castle Hill R.S.L. Club Limited".

#### **DEFINITIONS**

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

"the Act" means the Corporations Act. When any provision of the Act is referred to, that reference is to such provision as modified by any law for the time being in force.

"the Amalgamation" means the amalgamation (as contemplated by the Registered Clubs Act), of the Club and the City of Parramatta Returned Ex-Servicemen's Club Limited ABN 32 069 315 233.

"the Amalgamated Club" means the Club after the Amalgamation has been effected.

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

"By-law" means and includes regulations.

"the Club" means Castle Hill R.S.L. Club Limited.

"Club Licence" means a club licence held under section 10 of 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" means and includes Rules.

"financial member" means any member who has paid all money payable by him or her to the Club or to the R.S.L. (as the case may be) by the due date for payment thereof.

"Full member" means a person who is an Ordinary member or a Life member of the Club.

"General Meeting" includes Annual General Meeting.

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

"The Liquor Act" means the Liquor Act 2007. When any provision of the Liquor Act is referred to the reference is to that provision as modified by any law for the time being in force. "

"month" means calendar month.

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

"officer" means an officer as defined in the Act.

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

"Parramatta RSL" means the City of Parramatta Returned Ex-Servicemen's Club Limited ABN 32 069 315 233 as it was prior to the Amalgamation."

"Registered Clubs Accountability Code" means the code set out in schedule 2 of the Registered Clubs Regulation.

"the Registered Clubs Act" means the Registered Clubs Act 1976. When any provision of the Act is referred to, that reference is to such provision as modified by any law for the time being in force.

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

"the R.S.L." means the Returned and Services League of Australia (New South Wales Branch) or any Sub-Branch thereof.

"Seal" means the common seal of the Club.

"Secretary" includes Chief Executive Officer, General Manager, Secretary Manager or Honorary Secretary.

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

## INTERPRETATION

3. 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, is conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.

4. Words indicating the singular number include the plural number and vice versa, and words indicating the masculine gender include the feminine gender and vice versa.

## **REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT**

5. The "replaceable rules" contained in the Act are hereby excluded and do 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 is 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, is not 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 and any other applicable provision of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the rules of the Club or otherwise to derive, directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the licensed premises of the Club.
  - (d) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, is not 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 must 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 must be applied only to the promotion of the objects of the Club and must not be paid to or distributed among the members of the Club.
9.
  - (a) Liquor must not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply 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 must not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
  - (c) A person under the age of eighteen (18) years must not use or operate poker machines or any other forms of gaming devices on the premises of the Club.

## **OBJECTS**

10. The objects for which the Club is established are:

- (a) To take over and acquire and undertake the assets and liabilities of the unincorporated club known as "Castle Hill R.S.L. Sub-Branch Club" as at the 31st day of August, 1972.
- (b) To promote any or all of the objects of the Returned and Services League of Australia and to affiliate with any other organisation and pay any fees or moneys to any person or organisation having similar objects to those of the Club.
- (c) To promote and propagate all forms of sport to include providing facilities, amenities and support for members of sporting bodies actively engaged in sport within the Hills Shire and surrounding district to the extent determined by the Board.
- (d) To establish, maintain and conduct a club for the benefit of members of the Club and to provide club rooms and other conveniences and generally afford to members and their friends all the usual privileges, advantages, conveniences and accommodation of a club.
- (e) To construct, erect or alter any buildings, homes, houses, halls, pavilions, workshops, stables, garages, sheds and other conveniences and works necessary or convenient for the purposes of the Club and to furnish and maintain the same, and to provide, lay out, prepare and maintain erections, lawns, grounds and areas and means of recreation and to permit them to be used by residents and other persons either gratuitously or for payment.
- (f) To purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, easements, property real or personal, and any rights or privileges which may be necessary or convenient for the purposes of or capable of being conveniently used in connection with any of the objects of the Club.
- (g) To sell, convey, transfer, lease, assign, mortgage, charge or otherwise deal with all or any of the property real or personal of the Club, but if the Club takes or holds any property which may be subject to any trust it will only deal with such property in such manner as allowed by law having regard to such trust.
- (h) To borrow, raise or give security for any money on such terms as the Club may think fit, and in particular by the issue of bonds, bills of exchange, promissory notes, securities, mortgages, debentures or charges upon all or any part of the property of the Club, and to redeem or pay off any such securities.
- (i) To raise and collect funds by private subscriptions, public appeals, art unions, donations or otherwise and to accept any legacy, bequest, devise or gift of property, whether subject to any special trust or not, for all or any of the objects of the Club.
- (j) To invest and deal with the funds and moneys of the Club in and upon such securities and investments and in such manner and on such terms and conditions as may from time to time be determined and from time to time to vary and realise such securities and investments.

- (k) To give any guarantee or enter into any bond in connection with the affairs of the Club and to indemnify any person or persons who may incur or have incurred any personal liability for the benefit of the Club.
  - (l) To obtain and hold a Club Licence or any other licence or licences as may be necessary for the carrying on of the Club's business under the Liquor Act, Registered Clubs Act or any other Act or law for the time being operative and for such purposes to appoint Licensees, Managers or other officers to hold such licences on behalf of the Club.
  - (m) To hold, promote, assist or encourage sales of work, bazaars, entertainments, competitions, displays, public and other meetings, and to take or hire any public hall or other building for any such purpose.
  - (n) To procure or authorise the delivery of lectures or addresses calculated to benefit the Club or any branch of its work, and to distribute gratuitously or otherwise literature of any kind connected with or calculated to assist any of the objects of the Club;
  - (o) To promote and hold alone or jointly with any other company, association, club or persons meetings or competitions, and to offer, give or contribute towards prizes, medals and awards.
  - (p) To promote or give or support dinners, balls, concerts and other entertainments.
  - (q) To establish, promote or assist in establishing or promoting and to subscribe or become a member of or co-operate with any other company, association or club whose objects are similar or in part similar to the objects of the Club or the establishment or promotion of which may be beneficial to the Club.
  - (r) To undertake and execute any trusts or any agency business which may seem to the Club conducive to any of its objects.
  - (s) To engage or appoint with or without remuneration such managers, superintendents or organisers, secretaries, organising secretaries, accountants, solicitors, employees of all kinds and others as may be required or found necessary for the proper working, administration or carrying on of the Club and any one or more at pleasure or otherwise to discharge.
  - (t) To do all such other lawful acts, deeds, matters and things and to enter into and make such arrangements as may be incidental or conducive to the attainment of the objects of the Club or any of them.
11. The income and property of the Club, howsoever derived, must be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Club. Provided that nothing herein prevents the payment in good faith of interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club. Provided further that no member of the Board or of any committee is to be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that

committee. Provided further that no remuneration is to be given by the Club to any member of the Board or of any committee; except that nothing herein is to be construed as preventing the payment of an honorarium in respect of special honorary services rendered, repayment of out-of-pocket expenses, payment of interest on money lent, payment for sale or hire of goods or payment of rent for premises demised to 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 the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding the amount of one year's annual subscription being then current.
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 must not be paid to or distributed among the members of the Club but must be given up or transferred to any sporting club or body carried on predominantly for the encouragement of the game of sport and that is not carried on for the profit or gain of its individual members and whose members cannot personally benefit upon a winding up, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

## **MEMBERSHIP**

15. The members of the Club entitled to vote at the election of the Board shall at all times comprise not less than 25% of the Full members of the Club.
16. A person must not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member, Temporary member or Provisional member.
17. A person who is under the age of eighteen (18) years must not be admitted to any class of Ordinary membership other than Junior Sporting membership.
18. 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 admits to membership in accordance with this Constitution are the members of the Club.
19. All classes of membership are open to both sexes.
20. (a) Unless and until otherwise determined by the Board, the classes of Ordinary membership are:
  - (i) Category 1 members;
  - (ii) Category 2 members;
  - (iii) Junior Sporting members;

- (iv) 40+ Year members; and
  - (v) Staff members.
- (b) Those persons who were financial full members of Parramatta RSL, and whose names were entered in the Register of Members of Parramatta RSL, on the date of conditional approval by the Licensing Court of New South Wales of the amalgamation of Castle Hill RSL Club Ltd shall, for the purposes of the Registered Clubs Act, be identified in the Register of Members of the Club as 'City of Parramatta Returned Ex-Servicemen's Club Members'.
- (c) Those persons who were financial full members of Lynwood Country Club Limited ABN 63 000 791 828 (**Lynwood Country Club**), and whose names were entered in the Register of Members of Lynwood Country Club on the date on which the Independent Liquor and Gaming Authority transfers the club licence of Lynwood Country 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 "Lynwood Country Club Amalgamation members.
- (d) Unless a member applies for and is transferred to another class of membership (subject to eligibility), each member from the existing class in the left column in the table below will be transferred to the class of Ordinary membership in the right column shown in the table, effective on and from the conclusion of the 2021 Annual General Meeting:

<b>Existing class at the commencement of the 2021 Annual General Meeting</b>	<b>Class to which the existing class will be transferred on and from the conclusion of the 2021 Annual General Meeting</b>
Parramatta RSL members	Category 2 members
Parramatta RSL Sub-Branch members	Category 2 members
Lynwood Country Club members (who have attained the age of 18 years)	Category 2 members
Lynwood Country Club members (who have not attained the age of 18 years)	Junior Sporting members

## **ELIGIBILITY FOR ORDINARY MEMBERSHIP**

21. The requirements for eligibility of persons for election or transfer to the following classes of Ordinary membership are:

### **Category 1 Members**

Any person who has attained the age of eighteen (18) years and is a financial Service or Ex-Service Member of the Castle Hill Sub-Branch of the RSL and who is elected or transferred to Category 1 membership by the Board.

## **Category 2 Members**

Any person who has attained the age of eighteen (18) years and who is elected or transferred to Category 2 membership by the Board.

## **Junior Sporting Members**

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

## **40+ Year Members**

- (a) Only a Category 1 member or Category 2 member is eligible to be elected as a 40+ Year member of the Club. The member must have a minimum of forty (40) years continuous or uninterrupted membership of the Club and/or its predecessor Castle Hill RSL Sub-Branch Club. Upon satisfying this eligibility criteria and subject to it the member shall become a 40+ Year member.
- (b) A 40+ Year member is relieved from payment of subscriptions except for the minimum prescribed by the Registered Clubs Act.
- (c) A 40+ Year member retains all rights and privileges of the class of membership to which he or she belonged immediately prior to becoming a 40+ Year member. A 40+ Year member shall be deemed to be a financial member of the Club of the class of membership to which he or she belonged immediately prior to becoming a 40+ Year member.

## **Staff Members**

- (a) Any person that has attained the age of eighteen (18) years who is employed by the Club and may be elected as a Staff member.
- (b) Staff membership ceases on termination of the Staff member's employment with the Club (for whatever reason including resignation).
- (c) A former Staff member may apply to become an Ordinary member of the Club in another class of membership by making an application in the form prescribed by the Board.
- (d) A Staff member may not participate in any Club promotion or raffle unless the Board expressly provides that Staff members are permitted to participate.

## **Parramatta RSL Members**

- (a) Any person who was a financial full member of Parramatta RSL, and whose name was entered in the Register of Members of Parramatta RSL, on the date of conditional approval by the Licensing Court of New South Wales for the amalgamation of the Club and Parramatta RSL shall be eligible to be elected as a Parramatta RSL member.
- (b) Any person who was a financial full member of Parramatta RSL, as at the time the application for conditional approval for the amalgamation between the Club



and Parramatta RSL was lodged with the Licensing Court and remained a full financial member of Parramatta RSL at the time of the liquidation of Parramatta RSL will be entitled to remain in the category of membership known as Parramatta RSL member.

- (c) Any person who was not financial full member of Parramatta RSL, as at the time the application for conditional approval for the amalgamation of the Club was lodged with the Licensing Court but is, in accordance with this Constitution, eligible to be elected, and is elected, as a Parramatta RSL member, may only remain in the class of membership known as Parramatta RSL member until the date on which that person's membership with Parramatta RSL would have expired. However, such members will be entitled to apply for membership to another class of membership of the Club, upon expiry of their Parramatta RSL membership of the Club.
- (d) Parramatta RSL members have all rights and privileges, including voting rights and privileges as Category 2 members.
- (e) Full members of the Amalgamated Club in the class of members known as Parramatta RSL members will have the right to apply for a transfer to other classes of membership should they wish.

#### **Parramatta RSL Sub-Branch Members**

- (a) Any person who was a financial full member of the Parramatta RSL Sub-Branch, and whose name was entered in the Register of Members of the Parramatta RSL Sub-Branch and who was a financial member of Parramatta RSL, on the date of conditional approval by the Licensing Court of New South Wales for the amalgamation of the Club and the Parramatta RSL shall be eligible to be elected as a Parramatta RSL Sub-Branch member.
- (b) Any person who was a financial full member of the Parramatta RSL Sub-Branch and who was a financial member of Parramatta RSL, as at the time the application for conditional approval for the amalgamation between the Club and Parramatta RSL was lodged with the Licensing Court and remained a full financial member of the Parramatta RSL Sub-Branch and Parramatta RSL at the time of the liquidation of Parramatta RSL will be entitled to remain in the category of membership known as Parramatta RSL Sub-Branch member.
- (c) Any person who was not financial full member of Parramatta RSL Sub-Branch, as at the time the application for conditional approval for the amalgamation of the Club was lodged with the Licensing Court but is, in accordance with this Constitution, eligible to be elected, and is elected, as a Parramatta RSL Sub-Branch member, may only remain in the class of membership known as Parramatta RSL Sub-Branch member until the date on which that person's membership with the City of Parramatta Returned Ex-Servicemen's Club Ltd would have expired. However, such members will be entitled to apply for membership to another class of membership of the Club upon expiry of their Parramatta RSL Sub-Branch membership of the Club.
- (d) Parramatta RSL Sub-Branch members have all rights and privileges, including voting rights and privileges as Category 2 members.

- (e) Full members of the Amalgamated Club in the class of members known as Parramatta RSL Sub-Branch members will have the right to apply for a transfer to other classes of membership should they wish.

### **Lynwood Country Club Members**

Any person who is elected or transferred to Lynwood Country Club membership by the Board. The sub-categories of membership of this class of membership will be subject to By-Laws approved by the Board from time to time.

## **LIFE MEMBERSHIP**

- 22. (a) Only Category 1 members and Category 2 members may be elected as Life members of the Club. To be eligible for election as a Life member, the member must have a minimum of fifteen (15) years membership, ten (10) years of which must be outstanding service to the Club, and must be nominated and seconded by two (2) Category 1 members. The nomination must be submitted to the Board for approval. If approved, the Board will refer the nomination to the next Annual General Meeting of the Club for approval. If approved by a two-thirds majority of those financial Category 1 members and financial Category 2 members who are present and voting at the Annual General Meeting, that member will be elected as a Life Member.
- (b) Any person who at the date of the Special Resolution adopting this Constitution is entered in the Register of members as a Life member will continue to be a Life member.
- (c) A Life member is relieved from payment of any subscription.
- (d) A Life member retains all rights and privileges of the class of membership to which he or she belonged immediately prior to becoming a Life member. A Life member shall be deemed to be a financial member of the Club of the class of membership to which he or she belonged immediately prior to becoming a Life member.

## **RIGHTS OF MEMBERS**

- 23. A Life member retains all the rights and privileges of the class of membership to which he or she belonged immediately prior to becoming a Life member.
  - 24. (a) A financial Category 1 member is entitled to attend and to vote at any General Meeting.
  - (b) A financial Category 2 member is entitled to attend and to vote at any General Meeting on any Ordinary Resolution but not with respect to any Special Resolution.
  - (c) A financial Junior Sporting member is entitled only to those playing privileges, facilities and amenities of the Club as determined by the Board from time to time, subject to the Registered Clubs Act. However, a Junior Sporting member is not entitled to attend or vote at any General Meeting, nominate persons for membership, introduce guests to the Club or participate in the management of the Club in any way.
25. Each member who is entitled to vote has one vote, but cannot vote by proxy.

26. (a) The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.
- (b) Without derogating from the general powers of the Board conferred in paragraph (a) of this Rule, all members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:
- (i) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
  - (ii) the Club's responsible service of gaming policy (as adopted and amended by the Board from time to time).

### **HONORARY MEMBERS**

27. 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.
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) Honorary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (c) The Board has power to cancel the membership of any Honorary member without notice and without being required to give reason.
- (d) When Honorary membership is conferred on any person, the following particulars must 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 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 ordinary place of residence in New South Wales is at least five (5) kilometres from the Club's 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 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 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 premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;
  - (d) an interstate or overseas visitor.
- 30.
- (a) Temporary members are not required to pay an entrance fee or subscription, but may be required to pay a Temporary membership fee as determined by the Board from time to time.
  - (b) Temporary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
  - (c) The Secretary, or in the Secretary's absence the delegated 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) A person under the age of eighteen (18) years must not be admitted as a Temporary member of the Club, other than pursuant to Rule 29(c).
  - (e) When a Temporary member (other than a Temporary member admitted pursuant to Rule 29(c)) first enters the Club's premises on any day, the following particulars must 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.
  - (f) Notwithstanding rule 30(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(f) is only required to complete and sign the register on the first day when they enter the Club's premises during that period.

## **ELECTION OF MEMBERS**

31. A person must not be admitted as an Ordinary member of the Club unless that person is elected to membership at a meeting of the Board or a duly appointed election committee of the Club by a majority of the Board members or election committee members present and voting, the names of those members present and voting at that meeting being recorded by the Secretary.
32. (a) In respect of every application for membership made pursuant to this Constitution there must be completed a nomination form which must be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club.
- (b) The nomination form must be signed by the candidate.
- (c) The appropriate entrance fee (if any) and subscription must be lodged with the nomination form.
- (d) The nomination form must be deposited at the Office. The Secretary must cause the name and address of the candidate to be displayed on the Club Notice Board or in some other conspicuous place in the Clubhouse for a continuous period of not less than seven (7) days before the election of the candidate as a member of the Club. An interval of at least fourteen (14) days must elapse between the proposal of a candidate for election and the candidate's election.
- (e) The Board may reject any application for membership without assigning any reason for such rejection. The Secretary will as soon as practicable return to a rejected candidate the amount of the entrance fee (if any) and subscription lodged with the application.
- (f) The Board has the power to make By-laws regulating all matters in connection with the election of a member not otherwise provided by this Constitution.
33. When a person has been elected to membership, the Secretary must cause notice of such election to be given personally or promptly forwarded or posted to that person. The member so elected is deemed to have agreed to be bound by this Constitution and the By-laws from time to time in force.

## **PROVISIONAL MEMBERSHIP**

34. (a) Any person who has lodged with the Secretary a nomination 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 Ordinary membership referred to in the nomination 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) A Provisional member may be issued with such form of acknowledgment of his or her application and for identification for admission to the Club's premises as the Board may determine from time to time.

- (c) A person may by notice in writing withdraw his or her application for membership at any time before the decision on the application is made by the Board or the election committee. If such notice is given, the Club will make a refund of the entrance fee (if any) and subscription to that person, who will thereby cease to be a Provisional member.
- (d) Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of depositing the nomination form at the Office or should that person's application for membership be refused (whichever is the earlier), that person will cease to be a Provisional member and the entrance fee (if any) and subscription submitted with the nomination form will be returned to that person.
- (e) If the Board or the election committee approves the application for membership, that person will cease to be a Provisional member and from the date of approval the person will be admitted to the class of Ordinary membership applied for.
- (f) Provisional members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

#### **TRANSFER OF MEMBERSHIP**

- 35. The Board or the election committee, at its discretion, may on the written application of a member who has the qualifications for and wishes to become a member of a different class, transfer that member from any class of Ordinary membership to another class of Ordinary membership and may, if thought appropriate, make an adjustment in the entrance fee (if any) and subscription paid or payable by that member so transferred for the membership year in which the transfer takes place.

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

- 36. Membership subscriptions must be paid annually in advance or, if the Board so directs and approves, by quarterly or half-yearly instalments in advance or 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 are as prescribed by the Board from time to time.
- 37. The entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club are such as the Board may from time to time prescribe, provided that the amount payable by Ordinary members is not less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.
- 38. The Board may at any time or times suspend the payment of entrance fees either generally or in respect of individual cases, and has the discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.
- 39. (a) If a member has not paid the subscription or any other money due to the Club on or before the due date for payment, the member ceases to be a financial member and the Secretary may cause a written notice of default to be sent to

that member. The member may also be disqualified from all Club competitions and promotions in which that member may be participating.

- (b) If the member pays any such subscription or other money within one month after the due date for payment, that member will again be a financial member.
- (c) If any such subscription or other money remains unpaid after one month from the due date for payment, the defaulting member will be debarred from all privileges of membership and will cease to be a member of the Club. The Secretary must cause a notation to this effect to be made against that person's name in the Register of members.
- (d) In addition to paragraphs (a) through (c) of this Rule, any Category 1 member who fails to pay the subscription or other money due to the Castle Hill Sub-Branch of the R.S.L. within one month after the due date for payment will cease to be a member of the Club.

40. The Board has power to make charges and levies on Ordinary members for general or special purposes. In particular, the Board may fix a charge or levy for the use of the property or services of the Club by members and other persons and may at any time amend or remove any such charge or levy.

#### **PATRON**

41. The members in General Meeting may appoint one or more Patrons from time to time upon a recommendation being made by the Board to the meeting.

#### **ADDRESSES OF MEMBERS**

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

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

43. The Club must keep the following registers:

- (a) A register of persons who are Full members of the Club. This register must set forth the name in full, the occupation and address of each Full member and, if the member is an Ordinary member, the date on which that member last paid the fee for membership 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 eighteen (18) years who enter the premises of the Club as guests of members.

#### **DISCIPLINARY PROCEEDINGS**

44. If a member refuses or neglects to comply with any of the provisions of this Constitution or the By-laws thereof or is in the opinion of the Board or the Board's duly constituted disciplinary committee (as referred to in paragraph (i) 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 renders the member unfit for membership, the Board or the disciplinary committee has the 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 remove the person's name from the Register of members, provided that:

- (a) Such member must be notified of any charge against the member pursuant to this Rule by notice in writing to the member at least seven (7) clear days before the meeting of the Board or disciplinary committee at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.
- (b) The member charged is 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 will be in such manner as is decided by the Board or disciplinary committee. No resolution by the Board or disciplinary committee to reprimand, suspend or expel a member is deemed to be passed unless at least a two-thirds majority of the members of the Board or disciplinary committee present vote in favour of such resolution.
- (d) 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.
- (e) After the Board or disciplinary committee has considered all the evidence put against the member it must 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 must, if the member has been found guilty, inform the member prior to considering any penalty.
- (f) The member charged must be given a further opportunity at the hearing to address the Board or disciplinary committee in relation to the penalty appropriate to the charge of which the member has been found guilty.
- (g) Any decision of the Board 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.
- (h) 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 has the power to immediately suspend that member from all privileges of membership until the charge is heard and determined or for eight (8) weeks, whichever is the sooner. Notice of an immediate suspension imposed by the Board or disciplinary committee on a member must be notified in writing to that member.
- (i) The powers of the Board under this Rule may be exercised by a disciplinary committee appointed by the Board and comprising not less than three (3) members of the Board. A quorum of the disciplinary committee is three (3) members of the Board.



45. (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 remove that member from the Club's premises:
- (i) who in the opinion of the Secretary or the senior employee is then intoxicated, violent, quarrelsome or indecent; or
  - (ii) whose presence on the Club's premises in the opinion of the Secretary or the senior employee may render the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act; or
  - (iii) who in the opinion of the Secretary or the senior employee has engaged or used any part of the Club's premises for an unlawful purpose;
  - (iv) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free or
  - (v) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
  - (vi) whom the Secretary or the senior employee then on duty, 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 Club's premises
  - (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 or which may be conduct unbecoming of a member.
- (b) The Secretary or the senior employee of the Club who has exercised the power referred to in paragraph (a) of this Rule must make a written report to the Board or the Board's duly constituted disciplinary committee within seven (7) days of the date of the suspension and removal of the member. The report must set out the facts, matters and circumstances giving rise to the suspension and removal.
- (c) Any suspension of a member by the Secretary or the senior employee pursuant to paragraph (a) of this Rule is to continue until further notice is given to the member by the Board or the Board's duly constituted disciplinary committee in accordance with Rule 44.

## **RESIGNATION AND CESSATION OF MEMBERSHIP**

46. (a) A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation will take effect from the date on which it is received by the Secretary.
- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the entrance fee or subscription or otherwise) upon and by reason of such cessation of membership forfeits all rights as a member of the Club, provided that such person remains 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

47. (a) All members other than Junior Sporting members have the privilege of introducing guests to the Club. Temporary members who have attained the age of eighteen (18) years may only introduce guests who are under the age of eighteen (18) years.
- (b) A member must not introduce guests more frequently or in a greater number than may for the time being be provided by By-law, and must not introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any subscription or other money due to the Club or who is currently under suspension.
- (c) A member is responsible for the conduct of any guest that he or she may introduce to the Club.
- (d) The Board has 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.
- (e) A guest must at all times remain in the reasonable company of the member who introduced that guest.
- (f) A guest must not remain on the Club's premises any longer than the member who introduced that guest.
- (g) The Secretary, or in the Secretary's absence the delegated 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.
- (h) On each occasion on any day on which a person of or above the age of eighteen (18) years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of guests:
- (i) the name in full, or the surname and initials of the given names, of the guest;
  - (ii) the residential address of the guest;
  - (iii) the date of that day;
  - (iv) the signature of that member,

provided that if any entry in the Register of guests is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in that Register in respect of that guest if he or she subsequently enters the Club's premises on that day as the guest of that member.

## THE BOARD

48. The business and affairs of the Club and the custody and control of its funds and property is to be managed by a Board of Directors consisting of nine (9) Directors who will comprise a President, a Vice-President and seven (7) other Directors.
49. (a) Subject to this rule 49 and any other restriction or qualification contained in this Constitution, only the following classes of members are eligible to be nominated for, elected to and hold office on the Board:
- (i) Category 1 members;
  - (ii) Life members;
  - (iii) Category 2 members; and
  - (iv) 40+ Year members.
- (b) The following classes of members must have been must have been Full Members for at least three (3) continuous years immediately prior to their nomination to a position on the Board:
- (i) Category 1 members;
  - (ii) Life members (who were Category 1 members immediately before becoming Life members); and
  - (iii) 40+ Year members (who were Category 1 members immediately before becoming 40+ Year members).
- (c) At any one time, up to three (3) members of the Board may be Category 2 members. For the avoidance of doubt, Category 2 members may hold no more than three (3) Board positions as at any one time but noting in this Rule 49(c) reserves any positions on the Board for Category 2 members.
- (d) Category 2 members must have been Full Members for at least three (3) continuous years immediately prior to their nomination to a position on the Board.
- (e) No member who was a Staff member or an employee of the Club within the three (3) years immediately preceding their proposed nomination, election or appointment may hold office on the Board and shall be ineligible for such nomination, election or appointment.
- (f) No member who:
- (i) occupies a senior's independent living unit, assisted care living unit or is a resident of a residential aged care living facility which is owned, licensed, leased or operated by or on behalf of the Club; or
  - (ii) owns a senior's independent living unit or assisted care living unit developed by the Club and which was originally owned by the Club or a joint venture party or developer engaged by the Club;
- shall be eligible for nomination, election or appointment to the Board.

50. (a) The members of the Board will hold office until the conclusion of the second Annual General Meeting after that at which they were elected when they will retire but will be eligible for re election.
- (b) A member who, pursuant to this Constitution, is not a financial member or is currently under suspension is ineligible to be nominated for or elected to the Board or to any office or committee or to perform duties as holder of an office or member of any committee, while the member remains not financial or during the period of such suspension. Any member who is already an elected Director of the Club and who is not a financial member or is under suspension will be able to perform only their duties as a Director until their term of office expires.

## ELECTION OF THE BOARD

51. Financial Category 1 members, financial Category 2 members, financial 40+ Year members and Life members are entitled to vote in the election of the Board.
52. The election of the Board will be conducted in the following manner, in every second year:
- (a) Nominations for election of Directors must be made in writing and signed by two (2) financial Category 1 members and by the nominee who must signify his or her consent to the nomination.
- (b) Nominations must be lodged with the Secretary at least six (6) weeks before the Annual General Meeting.
- (c) The Secretary will as soon as practicable after the time set down for the closing of nominations cause the names of the candidates to be posted on the Club Notice Board.
- (d) If more than the required number of candidates is nominated for the offices of Director, a ballot will be held which will close not later than three (3) days before the Annual General Meeting. The ballot will be conducted in such manner as the Board may determine and will be by the first past the post voting system.
- (e) If there shall be an equality of votes for any candidate then the Returning Officer shall conduct a secret ballot at the Annual General Meeting to determine the candidate or candidates who is, or are, to be elected. If there remains an equality of votes for any candidates following the ballot conducted at the Annual General Meeting, then the Returning Officer shall determine by lot the candidate who is, or the candidates who are, to be elected.
- (f) If the full number of candidates is not nominated for the office of Director, additional nominations may with the consent of the nominee or nominees be made at the Annual General Meeting. If more than the required additional nominations are received, an election by ballot of those members in attendance at the meeting will be held, and such election will be under the control of the Returning Officer appointed for the election.
- (g) After the election of the Directors is completed and the result is declared, the Directors so elected will from their own number elect the Club Executive, which will consist of the President and the Vice-President. Any one Director

may nominate for the positions of President and Vice-President. If more than one Director is nominated for a position, a secret ballot will be held at the first meeting of the Directors, and such ballot will be under the control of the Returning Officer.

- (h) No member shall issue to members by circular or letter or otherwise distribute within the premises or the surrounding precincts of the Club any "how to vote ticket" or any written material advocating either for or against the election of any candidate or candidates for the Board of the Club.

- 53. The Board may from time to time make such By-laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection therewith.

## **POWERS OF THE BOARD**

- 54. The Board is responsible for the management of the business and affairs of the Club.

- 55. 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 regulations not being inconsistent with this Constitution from time to time made by the Club in General Meeting, provided that no such regulation will invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board has 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 must 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 President or his or her nominee, who must be a member of the Board, has the right to be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. The meetings and proceedings of any committee consisting of two (2) or more members are to be governed by the provisions of this Constitution which regulate 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 appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (c) 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.
- (d) 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.

- (e) 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.
- (f) To determine who will 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.
- (g) 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.
- (h) 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.
- (i) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods belonging to the Club and to sell, exchange or otherwise dispose of any of the land or buildings belonging to the Club and to grant leases and licenses over such lands or buildings subject however to compliance with the provisions of section 41E of the Registered Clubs Act relating to the disposal of land by registered clubs and any Act or law amending or replacing same.
- (j) 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.
- (k) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect of 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.
- (m) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested and to define and limit the persons 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.

- (n) To set the entrance fees, subscriptions and other fees, charges and levies payable by members.
- (o) 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. However, the Board is not empowered to allow members to enter the Club's premises or attend any Club function whilst that member is wearing any article of clothing or object identifying that member as a member of a bikie gang. Members are, whilst on the Club's premises or at a Club function, prohibited from wearing any article of clothing or object identifying that member as a member of a bikie gang.
- (p) To recommend the amount of honorarium payable to any member of the Board or to any other person in respect of his or her services rendered to the Club and subject to approval by a General Meeting to pay such honorarium.
- (q) To repay out-of-pocket expenses that are of a kind authorised by a current resolution of the Board and are reasonably incurred by any member of the Board or any other person in the course of carrying out his or her duties in relation to the Club.

## **BY-LAWS**

56. The Board has power 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. Without limiting the generality of the Board's power, the By-laws may relate to the following matters:
- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
  - (b) the general management and control of the trading activities of the Club;
  - (c) the management and control of the Club's premises;
  - (d) the management and control of play and dress on the Club's premises;
  - (e) the upkeep and control of the Club's property;
  - (f) the management and control of all competitions;
  - (g) the conduct of members and guests of members;
  - (h) the privileges to be enjoyed by members;
  - (i) the relationship between members and the Club's employees;
  - (j) generally all such matters as are commonly the subject matter of club constitutions or by-laws or which are not reserved either under the Act, the

Registered Clubs Act or this Constitution for decision by the Club in General Meeting.

57. The Board has power to enforce the observance of all By-laws in accordance with the disciplinary proceedings provisions of this Constitution.
58. Any By-law made under this Constitution comes into force and has the full authority of a By-law of the Club on being posted upon the Club Notice Board.

## **SECTIONS AND COMMITTEES**

59. (a) Subject to Rules 59(b) and 59(c), the Board may permit any section created under this Constitution to become affiliated with an external organization / association controlling a game, sport or other activity (controlling body) on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) required by the relevant body controlling the game, sport or activity.
  - (b) Subject to Rules 61 and 62 and any applicable by-laws, the section is permitted to pay from its own funds or from funds raised from members of the section , any:
    - (i) affiliation fees applicable to the section's affiliation with the controlling body; and
    - (ii) any capitation fees charged by the controlling body for the participants in the relevant game, sport or activity.
  - (c) Payment of and liability for affiliation or capitation fees to the controlling body will not be the responsibility of the Club but will be the responsibility of the relevant section and its individual members and/or participants in the relevant game, sport or activity. The section and its committee may not bind the Club for payment of or liability for the relevant controlling body's affiliation or capitation fees or any other charges.
60. A person is ineligible to be a member of any section created under this Constitution unless he or she is a financial member of the Club.
61. The Board may empower any section or committee created under this Constitution 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 must be approved by the Board which from time to time may remove and replace such persons or any of them.
62. Subject to the absolute control and supervision of the Board, each such section or committee created under this Constitution may manage its own affairs but must 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 or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.
63. Subject to this Rule, the constitutions and rules or by-laws of each such section created under this Constitution 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 the



members of the section will have effect unless and until it has been approved by resolution of the Board.

64. Any disciplinary action which is taken by a section or committee created under this Constitution in respect of any member of such section or committee must at once be reported to the Board together with the reasons for such action and with a recommendation as to further action (if any) to be taken by the Board.

## PROCEEDINGS OF THE BOARD

65. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary but at least once in each calendar month for the transaction of business. A record of all members of the Board present and of all resolutions and proceedings of the Board must be entered in a Minute Book provided for that purpose.
66. The President is entitled to preside as the Chairman at any meeting of the Board. If the President is not present or being present is unwilling or unable to act, then the Vice-President will be the Chairman of the meeting. If the Vice-President is not present or being present is unwilling or unable to act, then the members of the Board present may elect their own Chairman of the meeting.
67. The quorum for meetings of the Board is five (5) Directors.
68. The President at any time may convene a meeting of the Board. The Secretary upon the request of not less than three (3) Directors must convene a meeting of the Board.
69. Subject to this Constitution, questions arising at any meeting of the Board must be decided by a majority of votes and a determination by a majority of the members of the Board will 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 will have a casting vote in addition to a deliberative vote.
70. All acts done by any meeting of the Board or by any person acting as a member of the Board will, 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.
71. (a) The Board may pass a resolution without a meeting of the Board 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. Such a resolution is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- (b) 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 copy.
- (c) The resolution is passed when the last Director signs.
72. (a) 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 (d) 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.
- (b) Paragraph (a) does not apply to an interest that the Director has:
- (i) as a member of the Club; and
  - (ii) in common with other members of the Club.
- (c) For the purposes of paragraph (a), a Director does not have an interest in a matter relating to an existing or proposed contract of insurance merely because the contract insures, or would insure, the Director against a liability incurred by the Director as an officer of the Club.
- (d) Paragraph (a) does not apply if:
- (i) the Board has at any time passed a resolution that specifies the Director, the interest and the matter and states that the Directors voting for the resolution are satisfied that the interest should not disqualify the Director from considering or voting on the matter; 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.
- (e) A Director is not disqualified by reason of his or her office from contracting with the Club, but it is the duty of the Director to disclose his or her material personal interest in a matter at a meeting of the Board in accordance with section 191 of the Act and clause 8(1)(a) of the Registered Clubs Accountability Code and it is the duty of the Secretary to record such declaration in the minutes of the meeting.
- (f) Nothing in this rule 72 derogates from each Director's disclosure obligations under section 41C of the Registered Clubs Act and clause 8 of the Registered Clubs Accountability Code.

## **VACANCIES ON THE BOARD**

73. Subject to the provisions of this Constitution, the members in General Meeting may by ordinary resolution of which at least two (2) months notice to the Club has been given, 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 or ordinary resolutions appoint another person or persons in his or her or their place. Any person so appointed will 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.
74. The office of a member of the Board is immediately vacated, and a casual vacancy is thereby created, if that person:

- (a) becomes insolvent under administration or assigns his or her estate for the benefit of or compounds with his or her creditors;
- (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) 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;
- (d) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board;
- (e) by notice in writing given to the Secretary, resigns from office;
- (f) becomes prohibited from being a member of the Board by reason of any order made under the Act or the Registered Clubs Act;
- (g) becomes an employee of the Club;
- (h) ceases to be a member entitled to hold office on the Board;
- (i) fails to declare the nature of material personal interest in a matter referred to in Section 191 of the Act;
- (j) fails to complete any training for a registered club director that the person is required to complete, within the prescribed period, pursuant to the Registered Clubs Act (provided that this Rule 74(j) shall not apply to any Director who is exempt from completing such training under the Registered Clubs Act; or
- (k) becomes an:
  - (i) occupant of a senior's independent living unit, assisted care living unit or is a resident of a residential aged care living facility which is owned, licensed, leased or operated by or on behalf of the Club; or
  - (ii) owner of a senior's independent living unit or assisted care living unit developed by the Club and which was originally owned by the Club or a joint venture party or developer engaged by the Club.

75. The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The member so appointed will hold office only until the conclusion of the Annual General Meeting in the year in which an election of the Board is required.

76. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.

## GENERAL MEETINGS

77. A General Meeting called the Annual General Meeting must be held at least once in every calendar year at such time and place as may be determined by the Board but

within five (5) months of the end of the Club's financial year. All general meetings other than Annual General Meetings are called General Meetings.

78. The Board may whenever it thinks fit convene a General Meeting and it must, on the request of not less than 5% of the members of the Club having at the date of the deposit of the request at the Office a right to vote at the General Meeting of the Club, within twenty-one (21) days proceed to convene a General Meeting to be held as soon as practicable, but in any case not later than two (2) months after the deposit of the request and in the case of such request the following provisions will have effect:
- (a) The request must state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office and may consist of several documents in identical wording each signed by one or more of those members.
  - (b) If the Board does not within twenty-one (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 must not be held after the expiration of three (3) months from the date of such deposit.
  - (c) In the case of a meeting at which a resolution is to be proposed as a Special Resolution, the Board will 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.
  - (d) Any meeting convened under this Rule by the members must be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
  - (e) Any reasonable expenses incurred by the members in convening any meeting under this Rule must be repaid to the members by the Club.
- 78A. (a) A General Meeting convened by the Board may be postponed or cancelled at any time before the day of the meeting by the Board as it may determine.
- (b) A General Meeting called by the Board on the request of the members 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.
- (c) A General Meeting called by the members in accordance with the Corporations 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.
79. (a) Subject to the provisions of the Act relating to Special Resolutions, at least twenty-one (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 must 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 will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by

any member, unless the Court on 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.

- (b) The Board may determine that a meeting may be held using any form of technology whereby members will be able to participate remotely from their home for other place (that is, to participate without being physically present in the same place, notice of such a General Meeting must include:
    - (i) information about how members will be able to attend and/or participate in the General Meeting;
    - (ii) information explaining how members can vote and ask questions;
    - (iii) any other information members need to know in order to participate using the technology.
80. (a) No business is to 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 on the request of members is not less than 5% of the members of the Club or one-hundred (100) members of the Club (whichever is the lesser) who are present and entitled to vote. A quorum at all other General Meetings and at all Annual General Meetings is not less than twenty (20) members of the Club who are present and entitled to vote.
- (b) If a General Meeting is held at more than one venue using any form of technology, including where the Board calls a General Meeting which is to be conducted in accordance with Rule 79(b) 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), 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 80(a).

#### **QUORUM FOR GENERAL MEETINGS**

81. No business is to 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 on the request of members is not less than 5% of the members of the Club or one-hundred (100) members of the Club (whichever is the lesser) who are present and entitled to vote. A quorum at all other General Meetings and at all Annual General Meetings is not less than twenty (20) members of the Club who are present and entitled to vote.
82. If within fifteen (15) minutes from the time appointed for any General Meeting a quorum is not present, the meeting if convened upon the request of members will be dissolved. In any other case it will 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 must 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 will be a quorum and may transact the business for which the meeting was called.

## PROCEEDINGS AT GENERAL MEETINGS

83. The business of any Annual General Meeting may include:
- (a) confirmation of the Minutes of the previous General Meeting;
  - (b) receipt and consideration of the reports of the Board;
  - (c) receipt and consideration of the reports prescribed by Section 317 of the Act;
  - (d) election of the members of the Board;
  - (e) appointment of the Auditor;
  - (f) any business of which due notice has been given.
84. (a) Subject to rule 84(b), every question submitted to a General Meeting will be decided by a show of hands (unless a poll is demanded by the Chairman of the meeting or by not less than five (5) members) and in the case of an equality of votes whether on show of hands or on a poll the Chairman of the meeting will have a casting vote in addition to a deliberative vote.
- (b) If a General Meeting which is held in accordance at more than one venue using any form of technology, including where the Board calls a General Meeting which is to be conducted in accordance with Rule 79(b) 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 Chair provided that at least 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 on a poll, and not on a show of hands, by 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 84(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 Chair 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 Chair of the meeting considers appropriate.
- (c) For the avoidance of doubt, where the Chair has allowed the General Meeting to continue in accordance with rule 84(b)(iii)(A), any resolution passed at that meeting is valid.
- (d) Subject to the 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.

85. Voting by proxy is not allowed:
- (a) at any election of the Board;
  - (b) at any meeting of the Board or of a committee of the Club; or
  - (c) at any General Meeting.
86. At any General Meeting (unless a poll is demanded), a declaration by the Chairman of the meeting 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, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
87. (a) If at any General Meeting a poll is demanded, it must be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman of the meeting directs and the result of the poll will be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of the Chairman of the meeting or on a question of adjournment must be taken immediately.
- (b) A demand for a poll may be withdrawn.
  - (c) In the case of any dispute as to the admission or rejection of a vote, the Chairman of the meeting will determine the same, and such determination made in good faith will be final and conclusive.
88. The Chairman of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business will 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 must for all purposes be treated as having been passed on the date when it was in fact passed and must not be deemed to have been passed on any earlier date. It is not 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 must be given as in the case of an original meeting.
89. Minutes of all resolutions and proceedings at General Meetings must be entered within one month of the meeting in a book provided for that purpose. Any such Minutes must 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 is prima facie evidence of the proceedings to which it relates.

## **ACCOUNTS AND AUDIT**

90. The Board must 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.
91. The books of account must be kept at the Office or at such other place as the Board thinks fit. The Club must 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.

92. Subject to sections 298, 315 and 316A of the Act, the Club must, within four (4) months after the end of the Club's financial year or not less than twenty-one (21) days before each Annual General Meeting (whichever is the earlier), send, or make available, to each member of the Club:
- (a) a copy of the financial report required under section 295 of the Act,
  - (b) a copy of the directors' report required under sections 298 and 300B of the Act; and
  - (c) a copy of the auditor's report required under section 308 of the Act.
93. The financial year of the Club commences on the first day of July and ends on the last day of June in each year or, subject to the Act, is for such other period as the Board may determine.
94. An Auditor must be appointed in accordance with the Act. The Auditor's duties will be regulated in accordance with the Act and the Registered Clubs Act. The Auditor's remuneration will be fixed by the Board.

#### **SECRETARY**

95. The Board must appoint one but not more than one Secretary who is the Chief Executive Officer of the Club.

#### **EXECUTION OF DOCUMENTS**

96. The Board must provide for the safe custody of the Seal.
97. (a) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) two (2) members of the Board; or
  - (ii) one member of the Board and the Secretary.
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) two (2) members of the Board; or
  - (ii) one member of the Board and the Secretary.
98. (a) The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.
- (b) The Secretary will keep a register of executed documents.

#### **NOTICES**

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



- (a) personally; or
  - (b) by sending the notice by pre-paid post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution; or
  - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member; or
  - (d) by sending the notice to the member by other electronic means (if any) nominated by the member; or
  - (e) by notifying the member that the notice is available and how it may be accessed, if the member nominates electronic means by which the member may be notified that the notice is available and an electronic means by which the member may access the notices.
100. (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on the day of receipt by that member.
- (b) Where a notice is sent under Rule 99(e), the notice is taken to have been given on the day following that on which the member is notified that the notice is available.
- (c) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
- (d) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
101. If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Club Notice Board is deemed to be notice to such member at the expiration of twenty-four (24) hours after it is so posted up.

## **INDEMNITY TO OFFICERS**

102. (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 in relation to:
- (i) a liability owed to the Club or a related body corporate; or
  - (ii) 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) 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 in relation to:
- (i) conduct involving a willful breach of duty in relation to the Club; or
  - (ii) a contravention of sections 182 or 183 of the Act.

#### **COPY OF CONSTITUTION**

103. A copy of this Constitution must be supplied to a member on request being made to the Secretary and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or such lesser fee as determined by the Board.

#### **READING OF CONSTITUTION**

104. This Constitution must 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 will be inoperative and have no effect.

#### **AMENDMENTS TO CONSTITUTION**

105. This Constitution may be amended only by a resolution passed by a three-quarters majority of financial Category 1 members who are present and voting at a General Meeting, being a meeting of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with the Act.

#### **HISTORICAL PROVISIONS**

106. The "Old Club" means the former unincorporated club known as "Castle Hill R.S.L. Sub-Branch Club" which is referred to in Rule 10(a).
107. On the 1st day of September, 1972 all the then members of the Old Club who have paid all subscriptions and other monies payable by them as such members of the Old Club will be and become members of the Club unless any of them has before

the 31st day of August, 1972 notified the Secretary of the Old Club in writing of his desire to the contrary. All such members will be subject to the same conditions of membership as if they had been duly elected members of the Club and will be deemed to have agreed to and be bound by the Club's original Memorandum of Association and Articles of Association. No such member who has paid his subscriptions to the Old Club for the period ending the 31st day of December, 1972 will be liable to pay any further sum by way of annual subscription for the period before the 1st day of January, 1973.

108. The full names, address and occupations of the first subscribers to the Club's original Memorandum of Association and Articles of Association dated the 23rd day of August, 1972 are:

<b>Name</b>	<b>Address</b>	<b>Occupation</b>
Frank Bedford Vyner Isaacs	35 Excelsior Avenue, Castle Hill, NSW, 2154	District Clerk
Mervyn Cummings	Old Northern Road, Dural, NSW, 2158	Carrier
Charles Williams	Cnr. Windsor & Wrights Roads, Kellyville, NSW, 2153	Machinery Dealer
John Benjamin Thompson	107 Glenhaven Road, Glenhaven, NSW, 2154	Retired
Frank William Dillon	39 Old Castle Hill Road, Castle Hill, NSW, 2154	Public Servant
Colin Edward White	13 Vincent Street, Baulkham Hills, NSW, 2153	Builder
William Michael O'Brien	2 Ackling Street, Baulkham Hills, NSW, 2153	Government Buyer
William Woodhall	325 Old Castle Hill Road, Castle Hill, NSW, 2154	Asphalt Contractor
Thomas Ord Stanfield	7 Dan Crescent, Castle Hill, NSW, 2154	Foreman
Edward Walter Bourke	38 Old Castle Hill Road, Castle Hill, NSW, 2154	Timber Salesman
Arthur Edward Higson	Lot B Boronia Road, Glenorie, NSW, 2157	Taxi Proprietor
Dudley Ernest Collings	4 Curtis Road, Kellyville, NSW, 2153	Builder
(Witness to Signatures) John F. Cartwright	260 Old Northern Road, Castle Hill, NSW, 2154	Solicitor

**CASTLE HILL R.S.L. CLUB LIMITED  
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