

**COMPANY CONSTITUTION
OF
THE SYDNEY PORTUGAL
COMMUNITY CLUB LTD**

(as adopted – 2017 and amended on 28 October 2021)

ACN 002 690 799

A Company Limited by Guarantee and not having a Share Capital

[retype version 21/09/17]

**CONSTITUTION OF
THE SYDNEY PORTUGAL COMMUNITY CLUB LTD**

COMPANY INFORMATION

- 1 The name of the company is The Sydney Portugal Community Club Ltd [ACN 002 690 799] (which is to be more commonly known as “the Club”).

DEFINITIONS

- 2 In this Constitution, the following definitions will apply, unless there is something in the subject or context inconsistent with the below meaning:

“Act” means the *Corporations Act 2001* (Cth) (as amended) and any regulation made under that act.

“annual report” means an annual financial report that is produced in accordance with the requirements of the Act, the Registered Clubs Act and the Australian Accounting Standards.

“annual subscription” means the subscription paid by a member in accordance with the *Registered Clubs Act* and being paid either annually or otherwise.

“Australian Accounting Standards” means the standards issued by the Australian Accounting Standards Board, as in force for the time being, and including any modifications prescribed by the regulations made under the Act. Australian Accounting Standards is hereby deemed to include Reduced Disclosure Requirements (if applicable).

“Authority” means the Independent Liquor and Gaming Authority.

“Board” means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution and deemed the Directors of the Company.

“business day” means a day that is not a Saturday, a Sunday or a public holiday.

“By-law” means any by-law, rule, policy or regulation established by the Board under the provisions of this Constitution.

“close relative” of a person means:

- (a) a parent, child, brother or sister of the person; or
- (b) a spouse or de facto partner of the person or of a person referred to in paragraph (a).
[Note: “De facto partner” is defined in the *Interpretation Act 1987* (NSW)]

“Club” means The Sydney Portugal Community Club Ltd [ACN 002 690 799] and includes any registered business names owned by the Club.

“club licence” means a club licence granted under the Liquor Act.

“Constitution” means this company constitution of the Club which has been adopted and modified in accordance with the Act.

“contract” includes commercial arrangement.

“core property” means any real property owned or occupied by the Club that comprises:

- (a) the defined premises of the Club, or
- (b) any facility provided by the Club for the use of its members and their guests, or
- (b) any other property declared, by a resolution passed by a majority of the members present at a general meeting of the Ordinary Members of the Club, to be core property of the Club,

but does not include any property referred to in paragraphs (a)-(c) that is declared, by a resolution passed by a majority of the members present at a general meeting of the Ordinary Members of the Club, not to be core property of the Club.

“dispose” of property means to sell, lease or licence the property or to otherwise deal with the property in such manner as may be prescribed by the *Registered Clubs Act*.

“employ” and “employee” includes engage under a contract for services.

“Executive Officers” of the Club shall mean the President, Vice-President, Treasurer, and Secretary.

“financial member”, and the term “financial” when referring to a member, means a member who has paid all money payable by him or her to the Club by the due date for payment thereof.

“former club” means the unincorporated association or club known as “The Portuguese Club”.

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

“Gaming Machines Act” means the *Gaming Machines Act 2001 (NSW)* (as amended) and any regulation made under that act.

“gift” includes money, hospitality or discounts.

“Liquor Act” means the *Liquor Act 2007 (NSW)* (as amended) and any regulation made under that act.

“manager” shall mean the Secretary of the Club and such other persons approved by the Authority in accordance with the Liquor Act.

“month” means a calendar month.

“non-core property” means any real property owned or occupied by the Club that is not core property.

“notice board” means a board or boards designated as such and conspicuously located within the Club premises on which notices for the information of members are posted.

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

“Officer” shall have the meaning defined in the Act.

“Ordinary Member” (as defined in the *Registered Clubs Act*) means a member of the Club other than a Life Member, Honorary Member, Temporary Member, or Provisional Member of the Club.

“ordinary resolution” means a resolution that may be passed by a simple majority (being at least 50.01% per cent) of members present and entitled to vote at a general meeting.

“Registered Clubs Act” means the *Registered Clubs Act 1976* (NSW) (as amended) and any regulation made under that act.

“responsible adult” means a person of or over the age of eighteen (18) years who, in relation to the minor, is a parent, step-parent, guardian, legal spouse, or a person who for the time being has parental responsibility for the minor.

“Returning Officer” shall mean a person appointed by the Club to conduct an election on behalf of the Club, and shall include the State Electoral Commissioner or a representative when said Commissioner conducts an election.

“Rules”, unless otherwise inferred, means the paragraphs within this Constitution, and any By-laws and regulations of the Club.

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

“special resolution” means a resolution that in accordance with the Act:

- (a) Is passed at a general meeting of the Club of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and
- (b) Is passed by a majority of at least 75 per cent of members entitled to vote who are in attendance and vote in person at the meeting.

“teleconference” includes the use of telephone, computer, closed-circuit television, video based equipment, or any other suitable electronic means of communication.

“top executive” means each of the following:

- (a) the Secretary of the Club;
- (b) a person who is the manager (within the meaning of the Liquor Act) of any premises of the Club;
- (c) a person who is, or who is of a class, prescribed by the Registered Clubs Act for the purposes of this definition.

“written” and “in writing” include printing, typing, lithography, electronic communication and other modes of representing or reproducing words in visible form in the English language. Provided that information may only be given by means of electronic communication where at the time the information was given it was reasonable to expect that the information would be readily accessible and the person to whom the information is given has consented to the information being given by means of an electronic communication.

“year” when referring to matters dealing with elections means the period between successive Annual General Meetings.

INTERPRETATIONS

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- (a) References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.

- (b) The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
- (c) The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.
- (d) A decision of the Board on the construction or interpretation of the Constitution of the Club, or of any By-laws of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in general meeting or by the Supreme Court of New South Wales.
- (e) A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.
- (f) This Constitution shall be read and construed subject to the provisions of the *Registered Clubs Act* and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.
- (g) Words importing the singular number also include the plural and vice versa. Words importing the masculine gender shall include the feminine gender and vice versa. Words importing persons include corporations.

EFFECT OF CONSTITUTION

- 4 The Club's Constitution and any By-laws and other rules have effect as a contract between the Club and each member; and between the Club and each director and the Secretary; and between a member and each other member; under which each person agrees to observe and perform the Constitution, By-laws and rules so far as they apply to that person.

CLUB STRUCTURE AND NON-PROFIT STATUS

- 5 The Club is established for the purposes set out in the Constitution.
- 6 The Club is a non-proprietary company.
- 7 The profits and other income of the Club shall be applied to the promotion of the purposes for which the members of the Club are associated together and no payment of any dividends or distribution of profits or income to or amongst the members of the Club shall be made.

MEMBERSHIP

- 8 The membership of the Club shall consist of such persons as the Board shall admit to membership in accordance with the Constitution.
- 9 Unless otherwise determined by the Board, the membership of the Club shall consist of the following classes:
- (a) Full Members
 - (b) Life Members
 - (c) Social Members
 - (d) Junior Members

10 In accordance with the *Registered Clubs Act*, the Club shall also have the following classes of membership:

- (a) Provisional Members
- (b) Temporary Members
- (c) Honorary Members

11 Notwithstanding the classes of membership described in this Constitution, the Club may create such other classes or sub-classes of membership with appropriate rights and eligibility as defined in By-law as determined by the Board.

MEMBERSHIP – VOTING RIGHTS

12 The members of the Club entitled to vote at an election of the Board shall consist of such class or classes of membership as comprises not less than 25 per cent of the members of the Club.

13

- (a) Each member entitled to vote shall have one (1) vote.
- (b) No member shall be entitled to vote at any election or general meeting or to be member of the Board if his or her annual subscription or lifetime fee (as required) shall be unpaid.
- (c) A person shall not attend or vote at any meeting or election of the Club as the proxy of another person.

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- (a) Full Members and Life Members shall have full voting rights and shall be entitled to attend and to vote at general meetings of the Club and vote at all elections of the Club.
- (b) Social Members and Junior Members shall not be entitled to vote or attend meetings and elections of the Club.

15 An employee of the Club shall not vote at any general meeting of the Club or at any Board meeting or at any election of the Board or hold office as a member of the Board.

- (a) An employee of the Club must not vote at any election of the governing body of another club or association if any member of that governing body would, as the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of this Club.
- (b) An employee of the Club must not vote at any election of the governing body of another club or association if any member of that governing body would, as the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of this Club.

CLASSES OF MEMBERSHIP

16 Full Members

Full Membership of the Club shall be restricted to those persons:

- (a) Who were born in Portugal, or are Portuguese citizens.

- (b) Who are the descendants of parents and grandparents, one of whom was born in Portugal or is/was a Portuguese citizen.
- (c) Who were financial members of the former club and who meet the requirements in paragraphs (a) or (b).

17 Life Members

- (a) Any member of the Club who has been a member for a period exceeding ten (10) years of either the Club or of the former club or of both the Club and former club and has rendered distinguished exceptional and valued service to the Club may be at any general meeting be elected as a Life Member of the Club provided that such election is made with the consent of three-fourths of the voters present voting at the meeting.
- (b) The following conditions shall be observed in the election of a Life Member of the Club:
 - (i) Notice of nomination signed by at least two (2) Full Members of the Club and also by the nominee consenting thereto shall be given to the secretary.
 - (ii) Such nomination shall be reported to a Board meeting after receipt thereof at which meeting the Board shall have resolved with the consent of three-fourths of voters present and voting to forward such nomination to the next annual general meeting for consideration.
 - (iii) Upon the request of any member of the Board all voting shall be by secret ballot.

A Life Member shall be relieved of the payment of the annual subscription payable in accordance with this Constitution.

18 Social Members

Social Members shall be persons who have attained the age of eighteen (18) years and who are elected as Social Members of the Club or transferred by the Board from another class of membership to Social Membership of the Club and who have paid the joining fee (if any) and the appropriate subscription for such class of membership.

19 Junior Members

Junior Members shall be persons under the age of eighteen (18) years who have been admitted to membership for the purpose of participating in regular sporting competitions organised by the Club. Junior Members shall NOT be entitled to introduce Guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club.

PROVISIONAL MEMBERS

- 20 Provisional Members shall be persons who have applied for membership and shall have paid the relevant entrance fee, annual subscription and any other fees and charges, and are currently awaiting a decision on their membership application. Provisional Members shall have the same privileges as other members holding the same class of membership as applied for excluding the right to vote, the right to hold office and the right to attend meetings. A person shall cease to be a Provisional Member immediately upon the decision of the Board on the application for membership.

TEMPORARY MEMBERS

21

- (a) "Temporary Member" shall mean a person who has attained the age of eighteen (18) years and who has been admitted to Temporary Membership of the Club and who meets at least one of the following conditions:
- (i) A person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the registered Club (and includes a person whose ordinary place of residence is in an excepted area as approved by the Director-General);
 - (ii) A person who is a member of another registered club with similar objects to those of this Club;
 - (iii) Any person who is attending the Club for the purpose of taking part in an organised sport or competition as provided in Section 30 (10) of the *Registered Clubs Act*;
 - (iv) An interstate or overseas visitor.
- (b) The duration of Temporary Membership shall be as determined by the Board from time to time provided that Temporary Membership shall be for a period of up to, but not exceeding, seven (7) consecutive days (or for such longer period no more than thirty (30) consecutive days as the appropriate authority may approve in writing in relation to the Club) PROVIDED that a person who is attending the Club for the purpose of taking part in an organised sport or competition shall be a Temporary Member from the time on that day when that person attends the premises of the Club until the end of that day.
- (c) The Temporary Membership of any person may be cancelled by the Club at any time without assigning any reason and the person concerned shall, if present, be required to leave the Club premises.
- (d) A Temporary Member (other than a Temporary Member who is exclusively attending the Club for the purpose of taking part in an organised sport or competition) is required to complete and sign the Temporary Member Register when entering the Club premises for the first time. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
- (e) Temporary Members shall not be required to pay a joining fee or an annual subscription unless determined otherwise by the Board from time to time.
- (f) Temporary Members shall have such rights and privileges as determined by the Board from time to time. Temporary Members shall NOT be entitled to introduce guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, nominate members for officer of the Club, or nominate members for Life Membership of the Club.
- (g) A Temporary Member may be accompanied at the premises of the Club by a minor (person under the age of eighteen (18) years) provided that the Temporary Member is a responsible adult in relation to that minor and that such minor remains in the immediate presence of the Temporary Member. A minor's details must NOT be entered into the Temporary Member Register or the Guest Register of the Club.

HONORARY MEMBERS

22

- (a) "Honorary Member" (as defined in the *Registered Club Act*) shall mean a person who has attained the age of eighteen (18) years and who is either the current Patron of the Club, or a prominent citizen or dignitary visiting the Club for some special occasion. The period of such Honorary Membership shall be as determined by the Board.
- (b) An Honorary Member shall have such other rights and privileges as shall be determined by the Board PROVIDED that an Honorary Member shall NOT attend any meetings of the Club, vote at any election, hold any position of office, nominate members for officer of the Club, or nominate members for Life Membership of the Club.

PATRONS

23 A patron and two vice-patrons may be appointed from time to time.

ADMISSION TO MEMBERSHIP

24 A person shall not be admitted as a member of the Club, other than as an Honorary Member, Temporary Member or Provisional Member unless elected to membership at a meeting of the Board of the Club, the names of whose members present and voting at that meeting are recorded by the secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.

25 Candidates for membership of the Club shall complete and sign an application form. The application form shall set out the full name, address and occupation of the candidate and the class of membership to which the candidate wishes to be admitted. The application form shall be in the form and contain such further particulars as are from time to time determined by the Board. The application form for Junior Membership shall be endorsed and signed by a responsible adult for the minor.

26 The name and address of each candidate for membership shall be displayed on the notice board for at least one (1) week before the election. An interval of at least two (2) weeks shall elapse between the application for membership and the election.

27 Every person elected to membership shall be deemed to agree to pay the joining fee (if any) and annual subscription and other fees and charges as prescribed in the Constitution and to be bound by the Constitution of the Club and By-laws from time to time in force and the payment of the said joining fee or part thereof and/or the said annual subscription or part thereof shall be conclusive evidence of such agreement. Provided nevertheless that if such payment is not made within one (1) month after the date of the election to membership, the Board may at its discretion cancel its election of the person to membership of the Club.

TRANSFERRING BETWEEN CLASSES OF MEMBERSHIP

28

- (a) The Board, at its discretion, may on the written application of a member transfer that member from any class of membership to another class of membership. Any member so transferred may at the discretion of the Board receive a refund or reduction of any subscription paid by or payable by him for the then financial year and may be required to pay the difference between the annual subscription applicable for the present membership and the annual subscription applicable to the class of membership to which the member desires to be transferred.
- (b) A Junior Member who has attained the age of eighteen (18) years may be transferred by the Board, without the need for application, from Junior Membership to another

class of membership, subject to payment (if any) by the member of an additional annual subscription and/or other fees.

SUBSCRIPTIONS, FEES AND CHARGES

29

- (a) Subject to 29(b) below, members' subscriptions and any other fees or charges payable by any class of members shall be paid in advance either annually or if the Board so directs and approves, for such number of years as provided for in the By-laws. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time provided always that the amount of annual subscription paid shall be not less than Two Dollars (\$2.00) or such other minimum subscription provided from time to time by the *Registered Clubs Act*.
- (b) Within 28 days of approval of Life Membership, Life Members must pay the lifetime subscription fee.
- (c) In addition to the fee payable for membership of the Club, the Board may prescribe an entrance fee which shall be payable upon election to membership of the Club.
- (d) All annual subscriptions shall become due and payable in advance on the first day of July in every year.
- (e) Subject to the provisions of the *Anti-Discrimination Act 1977*, a member may in relation to age be granted special privileges and discounts on the annual subscription, and/or any other fees and levies.

NON-FINANCIAL MEMBERS

30

- (a) Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a Guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-laws of the Club.
- (b) If the subscription or any part thereof of any member shall not be paid within a period of one (1) month from the date upon which it shall fall due for payment the Secretary may cause the member's name to be removed from the register of members without notice and such person shall cease to be a member.

DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS

31

If any member refuses to or neglects to comply with any of the provisions of the Constitution, By-laws or other Rules of the Club or is in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or is guilty of conduct which in the opinion of the Board is unbecoming of a member or which renders the member unfit for membership, the Board (including a properly constituted judiciary committee) shall have the power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to erase the member's name from the register of members provided that at all times the principles of procedural fairness are upheld and that:

- (a) At least seven (7) days' notice in writing of the meeting at which a resolution to reprimand, fine, suspend or expel such member is to be proposed is given to such member.
- (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and may be accompanied at the hearing by a person of the member's choice, or the member may answer the charge in writing.

- (c) Witnesses may be reasonably called to attend and to give evidence or may give a written statement.
- (d) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board or committee may decide on the evidence before it, the member's absence notwithstanding, having regard to any representations made to it in writing by the member charged.
- (e) No member shall be expelled from the Club unless the resolution for expulsion is passed by a majority of two-thirds of those members of the Board present and voting.
- (f) No appeal whatsoever shall lie from a decision of the Board pursuant to this rule nor shall any member reprimanded, suspended or expelled or upon whom a fine has been imposed pursuant to this rule have any right of action whether at law or in equity or other remedy whatsoever against the Club or the Board or any member thereof by reason of such reprimand, suspension, expulsion or fine or by reason of any act done or notice given prior to or consequent on or incidental to the same.
- (g) The member shall be notified in writing of any decisions and penalties imposed by the Board or by a judiciary committee.
- (h) Any member notified or any member proposed in accordance with this Rule to be notified may immediately be suspended from all privileges of the Club until such time as the meeting is held. Such immediate suspension of membership shall be advised to the member in writing. The meeting of the Board to hear the charge against the member shall be heard within six (6) weeks of the notification to the member of the immediate suspension.

REMOVAL OF PERSONS FROM THE CLUB PREMISES

32

- (a) In this Rule: "authorised person" means the Secretary, an employee or agent of the Secretary, or a police officer; "vicinity of the Club premises" means any place less than 50 metres from any point on the boundary of the licensed premises. The functions that may be exercised under this Rule may only be exercised in relation to the licensed premises to which the club licence relates. A reference in this Rule to turning a person out of the Club premises includes a reference to causing the person to be turned out.
- (b) The Secretary or an authorised person may refuse to admit to, or may turn out of, the Club premises any person, including a member: who is at the time intoxicated, violent, quarrelsome or disorderly; whose presence on the Club premises renders the Secretary liable to a penalty under the Liquor Act; who smokes, within the meaning of the *Smoke-free Environment Act 2000* (NSW), while on any part of the Club premises that is a smoke-free area within the meaning of that Act; who uses, or has in his or her possession, while on the premises, any substance that the authorised person suspects of being a prohibited plant or a prohibited drug; or whom the authorised person, under the conditions of the club licence or a term of a liquor accord, is authorised or required to refuse access to the Club premises.
- (c) If pursuant to this Rule a person (including a member) has been refused admission to, or has been turned out of the Club premises, an authorised person may at any time refuse to admit that person into the Club premises or may turn the person out of the Club premises.
- (d)
 - (i) In accordance with the Liquor Act, if a person is required to leave the Club premises under this Rule, the said person must leave the Club premises.

- (ii) In accordance with the Liquor Act for the purposes of this Rule, such reasonable degree of force as may be necessary may be used to turn a person out of the Club premises.
- (e)
- (i) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule, must not re-enter or attempt to re-enter the Club premises within 24 hours of being refused admission or being turned out. After the 24-hour period ends in relation to any such person, an authorised person is not prevented from exercising the powers under this Rule in relation to the person.
 - (ii) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule, must not, without reasonable excuse, remain in the vicinity of the Club premises, or re- enter the vicinity of the Club premises within six (6) hours of being refused admission or being turned out. In accordance with the Liquor Act, a person has a reasonable excuse for remaining in, or re-entering, the vicinity of the Club premises if, the person reasonably fears for his or her safety if he or she does not remain in, or re-enter, the vicinity of the Club premises, or the person needs to remain in, or re-enter, the vicinity of the Club premises in order to obtain transport, or the person resides in the vicinity of the Club premises.
- (f) An incident register may be maintained (and shall be maintained if required under the Liquor Act) for the purpose of recording in writing and relaying the facts, matters and circumstances relating to the exercise of powers referred to in this Rule. In accordance with the Liquor Act, any incident, whether under this Rule or otherwise, that occurs outside of the standard trading period for the Club and results in a patron of the Club premises requiring medical assistance is an incident that must be recorded in the incident register. All reports must be recorded in the incident register as soon as practical after the incident.

RESIGNATION AND CESSATION OF MEMBERSHIP

33

- (a) A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation shall take effect from the date on which such notice in writing is received by the Secretary.
- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Member Register, neglecting to pay the annual subscription or otherwise) shall ipso facto forfeit all rights as a member of the Club provided that such person shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of membership of the Club and any other moneys due by the member at the date of cessation of membership of the Club or for which the member is or may become liable under this Constitution or under the Act.

ADDRESSES OF MEMBERS

- 34 Every person shall notify the Secretary of a current address if that information has not already been stated on the application for membership and shall, as soon as practical, notify the Secretary of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

REGISTER OF MEMBERS AND GUESTS

- 35 The Club shall keep the following registers in accordance with the Act and the *Registered Clubs Act*:

- (a) Full Member Register. The register of members shall contain the name, address and occupation of each member, the date on which the entry of the member's name in the register is made, and the date on which the member last paid the annual subscription for membership of the Club. The Club must include in the register an up-to-date index of members' names. The index must be convenient to use and allow a member's entry in the register to be readily found. A separate index need not be included if the register itself is kept in a form that operates effectively as an index.
- (b) Temporary Member Register of persons who are Temporary Members other than Temporary Members who are exclusively attending the Club for the purpose of taking part in an organised sport or competition. At the commencement of the Temporary Membership, the register shall have entered in it the full name, or the surname and initials, and the address, of the Temporary Member together with his or her signature. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
- (c) Honorary Member Register. This register shall have entered in it the full name or the surname and initials, and the address, of each Honorary Member and the date or period of Honorary Membership.
- (d) Guest Register of persons over the age of eighteen (18) years who enter the premises of the Club as the guest of a member. Such register shall have entered therein on each day the guest enters the premises of the Club, the name and address of the guest, the date of that day, and the signature of the accompanying member. A guest entering the Club more than once on the same day with the same member need only enter his or her name in the register once. It is offence to make an entry in the Guest Register relating to a person under the age of eighteen (18) years.

36 A register referred to in this section shall be retained by the Club for a period of at least three (3) years after the date of the last entry in the register.

GUESTS

37

- (a) All members excluding Temporary Members and Junior Members shall have the privilege of introducing guests to the Club who are over the age of eighteen (18) years.
- (b) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (c) Guests shall be required to remain in the reasonable company of the introducing member at all times while on the Club premises and shall not remain on the Club premises any longer than the member.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) No member shall introduce any guest more frequently or in greater numbers than may for the time being be provided by By-law, nor shall the member introduce any person as a guest whose name has been removed from the Member Register for misconduct or who has been suspended by the Board of the Club.
- (f) The Board shall have power to make By-laws from time to time regulating the terms and conditions on which guests may be admitted to the Club, provided that at all times such By-laws are not inconsistent with this Constitution and the *Registered Clubs Act*.

- (g) Members introducing persons under the age of eighteen (18) years to the Club shall ensure that such persons remain in the designated permissible areas as defined by the Board.

BOARD OF DIRECTORS

38

- (a) The Board shall consist of five (5) members comprising a President, a Vice-President, a Treasurer, a Secretary, and one (1) other Director.
- (b) At least one (1) member of the Board must be a female, but only if a female is validly nominated and eligible for at least one of the five (5) Board member positions.
- (c) Only the following members are eligible to be nominated and elected to the Board:
 - (i) Life Members; or
 - (ii) Full Members that have held a Full Membership for at least two years' as at the date of their election to the Board.
- (d) All such members of the Board are Directors of the Club within the meaning of the Act.
- (e) Two additional Directors may be appointed to the Board in the special appointment provisions of the *Registered Clubs Act*. [see Rule 45]

39 The Board shall be elected every three years (for a three (3) year term of office).

40 Members of the Board shall not hold office for more than two (2) consecutive terms following the person's appointment as a Director. and shall only be eligible for re-election after the passing of one (1) term following the person's removal from the Board.

41 Each member elected or appointed to the Board may be required to undergo training courses relating to financial management and other relevant matters in order for the Club to meet the requirements of the Registered Clubs Act.

NOMINATION AND ELECTION OF THE BOARD

42 The election of the Board of Directors shall take place in the following manner:

- (a) The Board shall be elected either at the Annual General Meeting of the Club by ballot held at the meeting or at a ballot held during a period preceding the Annual General Meeting in such usual and proper manner as determined in the By-laws of the Club.
- (b) Any two (2) Full or Life Members of the Club shall be at liberty to nominate any other Full or Life Member (subject to 38(c) above) to serve as a member of the Board. The nomination which shall be in writing and signed by the member and the proposer and seconder shall be lodged with the secretary at least fourteen (14) days before the meeting at which the election is to take place.
- (c) A list of such nominations, with the proposers' and seconders' names, shall be posted on the Club noticeboard at the close of nominations.
- (d) In case there shall not be a sufficient number of candidates nominated, additional nominations may be made orally with the consent of the nominee at the meeting at which the election is to take place.

- (e) If there is more than the required number nominated an election by ballot shall take place but if there be only the requisite number nominated the members nominated shall declare duly elected.
- (f) In the event of an equality of votes in favour of two or more candidates, the Returning Officer (or in his or her absence the chairperson of the meeting) shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.

43

- (a) The election of the Board shall be conducted and counted by a Returning Officer and at least two (2) scrutineers appointed by the Board.
- (b) A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.

44 The State Electoral Commissioner shall conduct an election of the Board of the Club if:

- (a) An application is made in writing to the Authority by a member entitled to vote for the making of the order, and said application is signed by at least 200 or one-tenth of the number of members of the club so entitled to vote, whichever is the less, and showing the names in full or the surnames and the initials of the given names of the signatories; and notice in writing of intention to make the application was given to the Club at least twenty-one (21) clear days before the day appointed for the commencement of the hearing of the application; or
- (b) An order is made by the Authority as part of its determination in a matter of complaint against the Club; or
- (c) On application by the Club to the Electoral Commissioner; and written notification of that fact is sent at the same time to the Authority.

45 The Board shall have the power to make By-laws regulating all matters in connection with the nomination and election of the Board not otherwise provided by this Constitution.

SPECIAL APPOINTMENTS MADE BY THE BOARD

46

- (a) In accordance with the *Registered Clubs Act*, the elected members of the Board may appoint special Board members to hold up to two (2) Board positions at any one time, provided that:
 - (i) The terms shall be no more than three (3) years; and
 - (ii) The person must be an Ordinary Member at the time of, and for the duration of, the appointment; and
 - (iii) The person is not eligible for reappointment as a special Board member at the end of the term.
- (b) Within twenty-one (21) days of a special Board member appointment being made, a notice must be clearly displayed on the Club's notice board and on the Club's website (if any) that states the reason for the person's appointment, the person's relevant skills and qualifications, and any payments to be made to the person in connection with the appointment.
- (c) Nothing in this Rule shall prevent the appointment of members to fill casual vacancies in accordance with this Constitution.

REMOVAL FROM OFFICE OF DIRECTORS

47

- (a) Members who are entitled to vote at an election of the Club may by ordinary resolution remove any member of the Board of Directors or the whole of the Board before the expiration of any Director's period of office and may by ordinary resolution appoint another member or members in their stead providing that each person so appointed complies with the requirements of this Constitution. Any person so appointed shall hold office until the next Annual General Meeting.
- (b) The Secretary must give the Director or Directors a copy of the notice as soon as practicable after it is received.
- (c) A Director is entitled to put a case to the members by giving the Secretary a written statement for circulation to members and speaking to the motion at the meeting. The director's statement does not have to be circulated to members if it is more than 1,000 words long or defamatory.
- (d) An extraordinary general meeting shall be called in accordance with the provisions of this Constitution to vote on the resolution and to appoint Directors (if any).

VACANCIES ON THE BOARD

48 The Office of a member of the Board shall immediately be deemed vacant if the Office holder:

- (a) ceases to be a member of the Board by virtue of the Act (in particular, but not limited to, provisions relating to convictions and bankruptcy);
- (b) becomes prohibited from being a member of the Board by reason of any order made under the Act, the *Registered Clubs Act* or the Liquor Act (which may include failing to undergo training for directors);
- (c) fails to declare the nature of an interest in a contract or office or property as provided by the Act.
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) is removed from office by an ordinary resolution passed by members at a general meeting of which due notice has been given to remove the person from office;
- (f) is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board;
- (g) transfers to a class of membership that would disqualify the person from being eligible for appointment to his or her own office under the provisions of this Constitution following the change of membership class;
- (h) becomes an employee of the Club;
- (i) resigned from office by notice in writing to the Secretary of the Club; (j) ceases to be a member of the Club.

49 The Board shall have power at any time to appoint any eligible person to the Board to fill a casual vacancy. Any person so appointed shall hold office only until the next annual general meeting in an election year and shall be eligible for re-election.

POWERS AND DUTIES OF THE BOARD

- 50 The Board of the Club shall be responsible for the management of the business and affairs of the Club.
- 51 The Board may pay all expenses incurred in promoting and registering the Club and shall have full control of the property of the Club and absolute authority subject to this Constitution regarding its disposition and in the conduct and administration of all the affairs and business of the Club, including the rights privileges and obligations of members in respect of the Club, except insofar as is otherwise expressly provided by this Constitution or by the Act or by the *Registered Clubs Act*. In particular, but without derogating from the general powers hereinbefore conferred the Board shall have power from time to time:
- (a) To appoint from among its members or from members of the Club sub- committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such sub-committee such powers and it may think fit and any such appointment or delegation from time to time revoke or alter. Unless otherwise specified in the minutes of the Board appointing the sub-committee the quorum of all sub-committees shall consist of a majority of the members of such sub-committee. All decisions of any sub-committee shall be subject to ratification, alteration or revocation by the Board.
 - (b) To make such By-laws not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs interests effects property and for the convenience comfort and wellbeing of the members of the Club and to amend or rescind from time to time any such By-laws.
 - (c) To enforce the observance of all By-laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (d) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
 - (e) To engage appoint control remove discharge suspend and dismiss managers secretaries officers representatives agents and servants or other employees 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.
 - (f) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorized to acquire at such price and generally on such terms and conditions as it thinks fit.
 - (g) 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 and any claim 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.
 - (h) To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptances cheques bills of exchange promissory notes and other documents or instruments.
 - (i) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
 - (j) From time to time at its discretion to secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any or the property of the Club as may be thought fit or to borrow or secure the payment of any sum or sums of money for the purposes of the Club and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in

all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders. Provided that in resolving to commit to any borrowing or expenditure in excess of Two Hundred Thousand Dollars (\$200,000.00) on any project the Board will disclose details of such borrowing or expenditure to members and shall hold a general meeting to approve the borrowing or expenditure by ordinary resolution of members.

- (k) To sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to lease demise exchange or sell in accordance with the *Registered Clubs Act* all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be licensed under the provisions of the *Liquor Act* without the consent of the Authority being obtained and the power to sell or exchange core property shall be in accordance with the *Registered Clubs Act*.
- (l) To fine caution or suspend for such period as it thinks fit any member who shall wilfully infringe any provision of this Constitution or of the By-laws rules or regulations of the Club or who shall in the opinion of the Board be guilty either in or out of the Club premises of conduct unbecoming of a member or prejudicial to the interest of the Club.
- (m) To impose any restrictions or limitations on the rights and privileges of members and visitors relating to the use by them of the Club premises and/or any amenity or facility therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.

52 Until such time as the Board otherwise determines all contracts, cheques, bills of exchange, promissory notes shall be signed or endorsed by any two (2) of the following persons, namely: the President, the Secretary and the Treasurer.

DUTIES OF DIRECTORS, THE SECRETARY, AND EMPLOYEES

53

- (a) A Director, Secretary, other officer or employee of the Club must not improperly use their position to gain an advantage for themselves or someone else; or to cause detriment to the Club.
- (b) A Director or other officer of the Club must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if they were a director or officer of a club in the Club's circumstances.
- (c) A Director or other officer of the Club who makes a business judgment is taken to meet the requirements of subsection (b), and their equivalent duties at common law and in equity, in respect of the judgment if they:
 - (i) make the judgment in good faith for a proper purpose; and
 - (ii) do not have a material personal interest in the subject matter of the judgment; and
 - (iii) inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
 - (iv) rationally believe that the judgment is in the best interests of the Club.

- (d) A Director or other officer of the Club must exercise their powers and discharge their duties in good faith in the best interests of the Club; and for a proper purpose.
- (e) A person who obtains information because they are, or have been, a Director, Secretary or other officer or employee of the Club must not improperly use the information to gain an advantage for themselves or someone else; or to cause detriment to the Club.

BY-LAWS

54 Any By-law made under this Constitution or any alterations to or repeal of any such By-law shall come into force and have full effect and authority and be binding upon members of the Club after notice thereof has been posted on the Club notice board.

SUB-CLUBS

55

- (a) The Club may create sections and committees for the conduct, management and control of any sport or other activity within the Club and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and By-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
- (b) For the purpose of this Rule, the Club shall permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with any body controlling the game or activity on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.
- (c) The Board may empower each such section to open and operate an account in the name of the section with such financial institution as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
- (d) In furtherance to this Rule, any section or committee formed shall at all times remain a section or committee of the Club and the assets and funds of said section or committee shall remain assets and funds of the Club.
- (e) Subject to the general control and supervision of the Board, each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the section shall also be produced regularly and promptly upon request to the Secretary at the Club's office for inspection by or on behalf of the Board.
- (f) Subject as hereinafter provided, the constitution and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.
- (g) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefore and with a

recommendation as to further action (if any) to be taken by the Board. Provided that any such disciplinary action taken by a section may be altered or rescinded by a resolution of the Board.

PROCEEDINGS OF THE BOARD

56

- (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that it shall hold a meeting at least once in each month of the year.
- (b) A member of the Board may at any time and the Secretary shall on the requisition of a member of the Board summon a meeting of the Board.

57

Every member of the Board shall, in each instance, have one (1) vote. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of the members of the Board present and voting and shall for all purposes be deemed a determination of the Board. In case of an equality of votes, the chairperson of the meeting shall have a second or casting vote in addition to the deliberative vote.

58

The quorum for meetings of the Board shall be three (3) members present in accordance with this Constitution. Provided always that the number forming a quorum must include any two (2) of the President, the Vice-President, the Secretary and the Treasurer.

59

The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to at least the number required for a quorum or of summoning a general meeting of the Club, but for no other purpose.

60

All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

61

- (a) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- (b) For the purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- (c) A reference in paragraph (a) to all the Directors does not include a reference to a Director who at a meeting of the Board, would not be entitled to vote on the resolution.

62

Unless the Board determines otherwise, a meeting of the Board may be held at two or more places at the same time by means of teleconferencing if the need arises. The consent may be

a standing one. A director may only withdraw consent within a reasonable period before the meeting. Teleconference access to a Board meeting, given reasonable notice of such request for access, shall be made available. A Board member who participates in a meeting via teleconferencing shall be taken to be present at the meeting and to form part of any quorum for the meeting. Secret ballots shall not be conducted at any meeting where teleconferencing is in use unless all votes cast are cast electronically and are cast in exactly the same manner by each Board member. A Board member's attendance via a teleconferencing facility shall not be recorded or stored and shall not be transmitted or relayed to a location other than to the meeting being attended.

DISCLOSURE OF DIRECTORS' INTERESTS

63

- (a) Each Director must comply with the *Corporations Act* in relation to the disclosure of the Director's interests.
- (b) A Director who has a material personal interest in a matter that relates to the affairs of the Club must declare that interest to the Board before the transaction was entered into. A Director that has an interest in a matter may give the Board standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the Club at the time the notice is given. The Secretary shall record in the minutes any declaration made or any general notice given by a Director in accordance with this Rule.
- (c) Unless otherwise approved in writing by the Board, a Director is ineligible to hold office and is also disqualified from office by contracting with the Club either as vendor, purchaser or otherwise except with express resolution of approval of the Board.
- (d) Unless a declaration of interest is made by a Director at a Board meeting prior to the Club entering into a contract, any such contract or any contract or arrangement entered into by or on behalf of the Club in which any Director is in any way interested will be voided for such reason.
- (e) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the *Corporations Act*.
- (f) The Club cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (g) If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting, then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Club and the general meeting may pass a resolution to deal with the matter.

HONORARIUM

- 64 Nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

GENERAL MEETINGS

- 65 The Annual General Meeting of the Club shall be held each year within five (5) months of the close of the financial year at such time and place as may be determined by the Board. All other general meetings shall be called Extraordinary General Meetings.

- (a) The Board may whenever it thinks fit convene a general meeting of the Club and shall convene a general meeting on the request of not less than five per cent (5%) of the members entitled to vote at meetings whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).
- (b) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
- (c) A meeting of members must be held for a proper purpose. A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
- (d) On receipt of a valid requisition the Club shall forthwith proceed to convene a general meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.
- (e) If the Board does not give notice of a general meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.
- (f) In the case of a general meeting where at least twenty-one (21) clear days' notice of such meeting has not been given to members entitled to attend and vote at such meeting, the Board shall be deemed not to have duly convened the meeting.
- (g) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which general meetings are convened by the Board.
- (h) To call the meeting the requisitionists may ask the Club for a copy of the Register of Members and the Club must give the requisitionists the copy of the Register without charge.
- (i) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.

NOTICE OF GENERAL MEETINGS

- 67 At least twenty-one (21) clear days written notice specifying the place day hour and business of a general meeting shall be given to all members entitled to attend and vote the general meeting. The meeting shall not be invalidated by reason only of the accidental omission to give written notice of the meeting or the non-receipt of the notice of the meeting by any member.

MEMBERS' RESOLUTIONS AND QUESTIONS

- (a) Members may give the Club notice in writing of a resolution that they propose to move at a general meeting provided that such members hold at least 5% of the votes that may be cast on the resolution or at least 100 members who are entitled to vote at a general meeting, whichever is less (number of members calculated as at the midnight immediately preceding the day that the members give the notice). The Board

may at its discretion determine that a resolution shall be presented to members with less than the required number of members giving notice of the proposed resolution.

- (b) Notice given in accordance with paragraph (a) of this Rule must be given to the Secretary and shall be considered at the first general meeting held at least two (2) months after receipt of the notice. If a general meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days' notice of the resolution to members, the Club may, at its discretion, and with due notice, present the resolution to members for consideration.

69 A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the auditor if the question is relevant to the content

of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the auditor even if the Club believes the question is not relevant to the Auditor's Report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).

ANNUAL GENERAL MEETINGS

70 The business of the Annual General Meeting shall be as follows:

- (a) To confirm the minutes of the previous Annual General Meeting and of any other general meetings held;
- (b) To receive and consider the reports of the Board;
- (c) To receive and consider the financial report as required by the Act and the *Registered Clubs Act* and to receive and consider the auditor's report (if required);
- (d) To appoint an auditor (only if a vacancy exists in the office of auditor);
- (e) To approve honoraria or other extraordinary benefits (if any);
- (f) To elect the Board in accordance with this Constitution, or, if the ballot was held prior to the Annual General Meeting, to declare the result of the ballot and, if necessary, to elect further Directors;
- (g) To deal with any valid business of which due notice has been given;
- (h) Such business which under this Constitution ought to be transacted at a general meeting;
- (i) To deal with general business as approved by the chairperson of the meeting or as approved by the meeting.

71 The chairperson of an Annual General Meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask questions about, or make comments on, the management of the Club.

72

- (a) The Club's auditor is entitled to attend any general meeting of the Club and is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor even if the auditor retires at the meeting or the meeting passes a resolution to remove the auditor from office.
- (b) If the Club's auditor or representative is at the Annual General Meeting, the chairperson of the meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

PROCEEDINGS AT GENERAL MEETINGS

- 73 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, twenty (20) Life and Full Members present in person shall be a quorum.
- 74 If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour for the time appointed for the meeting, the members present (being not less than three) shall be a quorum.
- 75 The President shall preside as chairperson at every general meeting of the Club or in the President's absence the Vice-President. Should neither the President nor Vice- President be present within fifteen (15) minutes after the time appointed for the holding of the meeting or if they are unwilling to act, the members present shall elect one of their number to be chairperson of the meeting.
- 76
- (a) The chairperson of a general meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
 - (c) It shall not be necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting shall be given as in the case of an original meeting.
- 77
- (a) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (i) by the chairperson of the meeting; or
 - (ii) by at least five (5) members present in person.
 - (b) Unless a poll is demanded as aforesaid a declaration by the chairperson of the meeting that a resolution had on a show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of

the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(c) A demand for a poll may be withdraw.

78 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson of the meeting directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith.

79 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

80 Every member eligible to vote shall on a show of hands and on the taking of a poll have one (1) vote.

FINANCIAL YEAR

81 The financial year of the Club shall commence on the first day of July and end at the conclusion of the last day of June in each year.

ACCOUNTS

82 The Board shall cause proper accounts, books, and other records to be kept with respect to the financial affairs of the Club in accordance with the Act, the *Registered Clubs Act*, and Australian Accounting Standards.

83

(a) In accordance with the Act, the Board shall present to members in general meeting once in every year a financial report for the financial year, a Directors' report for the financial year, and such other reports and statements as required by the Act and *Registered Clubs Act*. The Club shall have its financial report for a financial year either audited or reviewed in accordance with the Act and Australian Accounting Standards. The financial statements and notes for a financial year must give a true and fair view of the financial position and performance of the Club.

(b) The Directors' Report, in addition to the other statutory requirements, shall include:

(i) the name of each person who has been a Director at any time during or since the end of the financial year; the period for which each person was a Director; each Director's qualifications, experience and special responsibilities; and the number of meetings of the Board held during the year and each Director's attendance at those meetings.

(ii) for each class of membership, the amount which a member of that class is liable to contribute if the company is wound up; and the total amount that members of the Club are liable to contribute if the Club is wound up.

(c) In accordance with the *Registered Clubs Act*, the annual report shall specify the core property and non-core property of the Club as at the end of the financial year to which the report relates.

84

(a) The Club shall prepare, on a quarterly basis, financial statements that incorporate the Club's profit and loss accounts and trading accounts for the quarter, and a balance

sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the *Registered Clubs Act*.

- (b) The financial statements shall be available to the members of the Club within 48 hours of the statements being adopted by the Board. The Club shall display a permanent notice on the Club's notice board and on the Club's website (if any) indicating how the members of the Club can access the financial statements. The Club shall provide a copy of the financial statements to any member of the Club on a request in writing by the member.

ANNUAL REPORT

85

- (a) A member of the Club may, by notice in writing to the Club, request to receive a hard copy or an electronic copy of the annual report. If a member makes a request for an annual report, the request is made by the member for that financial year; and is a standing request made by the member for each later financial year until the member changes the request.
- (b) If the Club prepares a financial report or a directors' report for a financial year, or obtains an auditor's report on the financial report, the Club must send a copy of the report, free of charge, to each member who has requested an annual report.
- (c) Annual reports must be sent no later than twenty-one (21) days before the annual general meeting or no later than four (4) months after the end of the financial year to which the report relates, whichever is the earlier.
- (d) In addition to any other requirements of this Rule relating to the supply of an annual report to members, the Club may also provide to members a concise report and/or may make a copy of the annual report or the concise report readily accessible on a website.
- (e) The provisions of this Rule shall not relieve the Club of the obligation to give notice in writing of general meetings to all members entitled to attend general meetings.

AUDITOR

86

- (a) In accordance with the Act, the Club must appoint an auditor at an Annual General Meeting to fill any vacancy or casual vacancy in the office of auditor PROVIDED THAT the Club shall not be required to appoint an auditor if the Club is a small company limited by guarantee.
- (b) In accordance with the Act, if the Club is required to be audited the following provisions shall apply:
 - (i) A person shall not be appointed or act as auditor if such person is not a registered company auditor as defined by the Act, or if such person is a member of the Board or an employee of the Club.
 - (ii) An auditor shall only be appointed when a vacancy exists in the position of auditor. The ordinary resolution to remove an auditor and the special resolution to appoint another auditor should be given to members at the same general meeting.
 - (iii) At least two (2) months' notice of a resolution to remove the auditor must be given to the Club. Immediately such notice is received by the Club, a copy of the notice shall be forwarded to the auditor and a copy to the Australian

Securities and Investments Commission. The auditor of the Club may be removed from office by an ordinary resolution at a general meeting of which notice has been given.

- (iv) The Club must not appoint an auditor unless the auditor has consented before the appointment to act as auditor and has not withdrawn that consent before the appointment is made.
- (v) Notice of the special resolution relating to the appointment of an auditor and notice of the meeting to consider such special resolution shall be given to members entitled to vote and to the auditor nominated.
- (vi) A properly qualified auditor or auditors shall be appointed at a general meeting by a seventy-five per cent (75%) majority of members attending in person and entitled to vote.
- (vii) If an auditor is not appointed by the members at a duly convened general meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an auditor shall be appointed by the Australian Securities and Investments Commission.
- (viii) The auditor's duties shall be regulated in accordance with the provisions of the Act.
- (ix) The Club must give the auditor notice of all general meetings in the same way that a member of the Club is entitled to receive notice, and, must give any other communications relating to the general meeting that a member of the Club is entitled to receive. The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

SECRETARY

87

- (a) The Board shall appoint a person to be Secretary of the Club. At any time there shall only be one (1) Secretary of the Club.
- (b) The Secretary or a person appointed under the *Liquor Act* as the manager of the Club premises shall undergo training courses in accordance with the *Registered Clubs Act*.

MINUTES

88

- (a) The Club must keep minute books in which it records:
 - (i) proceedings and resolutions of all general meetings of members; and
 - (ii) proceedings and resolutions of Board meetings (including meetings of a committee of directors); and
 - (iii) resolutions passed by Directors without a meeting.
- (b) The chairperson of the meeting must, within one (1) month after the end of the meeting, cause minutes to be drawn up and entered in a minute book. The Club must ensure that the minutes of a meeting are signed and certified as a true copy within a reasonable time after the meeting by either the chair of the meeting or the chair of the next meeting.

- (c) The Club must keep its minute books at the Club's registered office.

COMPANY SEAL AND EXECUTION OF DOCUMENTS

89

- (a) The Club may execute a document (including a deed) without using a common seal if the document is signed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.
- (b) If the Club has a common seal the Club may execute a document (including a deed) if the seal is fixed to the document or deed and the fixing of the seal is witnessed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.
- (c) 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.

NOTICES

90 Any notice in writing may be given by the Club to a member either:

- (a) personally;
- (b) by sending it by post to the address for the member in the Register of Members; or
- (c) by sending it to the fax number or electronic address (if any) nominated by the member.

91 A member may indicate either verbally or in writing the intention to receive notices by fax or by an electronic means, provided that the Club offers such means of receiving notices. Such indication by a member shall be a standing request but may be revoked by the member at any time.

92

- (a) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) A notice sent by fax or other electronic means is taken to be given on the business day after it is sent.

INSPECTION OF RECORDS

93 The Board may from time to time determine at what times and places the accounting and other records of the Club shall be open to the inspection of members not being members of the Board and no member (not being a member of the Board) shall have any right of inspecting any account or book or paper of the Club except as conferred by statute or authorised by the Board or by the Club in general meeting.

INDEMNITY AND INSURANCE OF OFFICERS

94 Every Officer of the Club (as defined in the Act) and auditor shall be indemnified out of the property of the Club against any liability incurred by him or her in such person's capacity as Officer or auditor in defending any proceedings, whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted in connection with any application

under the Act in which relief is under the Act granted by the Court in respect of any negligence, default, breach of any duty or trust.

- 95 To the greatest extent permitted by law, the Club may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or Officer of the Club or of a subsidiary of the Club against any liability including any liability for legal costs other than a liability that arises out of conduct involving a wilful breach of duty in relation to the Club or a wilful contravention of the Act.

CLUB OPERATION

- 96 Subject to the provisions of the Registered Clubs Act, a member of the Club, whether or not such member is a member of the Board or of any committee of the Club, shall not be entitled under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every member of the Club. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

- 97 Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.

- 98 Subject to the provisions 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 grant to the Club of, or the fact that the Club has applied for, a club licence under the *Liquor Act* or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.

99

- (a) The Secretary, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under this Constitution or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- (b) Subject to provisions of the *Gaming Machines Act*, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts and shall not grant any interest in an approved gaming machine kept by the Club to any other person.

- 100 The Club must not dispose of any core property of the Club unless:

- (a) the property has been valued by a qualified valuer; and
- (b) the disposal has been approved at a general meeting of the Ordinary Members of the Club at which a majority of the votes cast supported the approval; and
- (c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer, notwithstanding any exceptions created by regulations made under the *Registered Clubs Act*.

- 101 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person who is not a member of the Club except on the invitation and in the company of a member of the Club or to persons attending a function whilst a club functions authorisation is in force.

102 The Club shall observe the liquor harm minimisation requirements of the *Liquor Act*, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti-social behaviour).

103

- (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
- (b) A person under the age of eighteen (18) years shall not use or operate any poker machines or any other types of gaming machines on the premises of the Club.

104 The *Registered Clubs Act* may require members of the Board, the Secretary of the Club, and persons appointed under the *Liquor Act* as managers of Club premises, to undergo training courses relating to financial management and other matters that are relevant to their functions.

DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE

105 Members of the Board of the Club and top executives of the Club are required to declare any gift or remuneration (which shall include fee for service) received from an affiliated body if the value of the gift or remuneration exceeds \$500 or such other amount required under the *Registered Clubs Act*. The declaration of the gift or amount of remuneration must be in a form approved by the Director of Liquor & Gaming and must be submitted to the Secretary of the Club within fourteen (14) days of receipt of the gift or remuneration.

106 In accordance with regulations made under the *Registered Clubs Act*, a member of the Board or any employee of the Club, must submit a written return in each year to the Club, declaring any gifts or remuneration received from a person or organisation that is a party to a contract with the Club, including all parties supplying goods and/or services to the Club.

107

- (a) The Club shall not enter into a contract with the Secretary of the Club, a manager, or any close relative of the Secretary or manager, or a company or other body in which any of these persons has a Controlling Interest. "Controlling Interest" in a company or body, shall mean if a person or person's interest, when added to the interest in the company or body held by one or more close relatives of the person, is a controlling interest in the company or body and such person or persons have the capacity to determine the outcome of decisions about the financial and operating policies of a company or body. Furthermore, the Club shall not enter into a Contract for the remuneration of a top executive unless the proposed contract has first been approved by the members of the Board.
- (b) The Club must not enter into a contract with a member of the Board or a top executive of the Club, or with a company or other body in which such a member or top executive has a pecuniary interest, unless the proposed contract is first approved by the Board of the Club.
- (c) Paragraph (b) does not apply to a pecuniary interest if there are guidelines prescribed by the *Registered Clubs Act* at the time the relevant contract is entered into that include provisions to the effect that pecuniary interests of the type concerned are not pecuniary interests to which that paragraph applies.
- (d) It shall be the duty of a member of the Board or a top executive to declare the nature of his or her interest in a contract in writing, or at a Board meeting of the Club, prior to the approval of such contract and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.

- (e) A member of the Board so interested in a contract shall be counted in a quorum but shall not vote on any such contracts or arrangements with the Club.
 - (f) Before entering into a contract, the Club shall make all reasonable inquiries to ensure that the provisions of paragraphs (a) and (b) are not contravened.
 - (g) When making any such inquiries as to whether a party to the proposed contract is or is not a person, company or body referred to in paragraphs (a) and (b), the Club is entitled to rely on a statutory declaration from the party to the proposed contract (or, in the case of a company or other body that is a party to the proposed contract, from the chief executive officer of the company or body) that the party is or is not such a person, company or body.
- 108 The Secretary of the Club and managers of the Club are prohibited from holding a hotelier's licence or from holding a financial interest in respect of a hotel.
- 109
- (a) Any member of the Board of the Club or a top executive of the Club who acquires a financial interest in a hotel shall give a written declaration of that interest to the Secretary of the Club within fourteen (14) days after acquiring the interest.
 - (b) In the case where a member is elected or appointed to the Board and holds a financial interest in a hotel, and in the case where a top executive of the Club is appointed and holds a financial interest in a hotel, such interest shall be declared in writing to the Secretary within fourteen (14) days after the election or appointment.
- 110 A member of the Board who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the member's knowledge, declare the nature of the interest at a meeting of the Board.
- 111
- (a) The Club shall not lend money to a member of the Board of the Club.
 - (b) The Club shall not lend money to an employee of the Club unless:
 - (i) The amount of the proposed loan (together with the amount of any other loan to the employee by the Club that has not been repaid to the Club) is \$10,000 or less, and
 - (ii) The proposed loan has first been approved by the Board of the Club.
 - (c) Sub-paragraph (b)(i) does not apply to any amount of money lent to the employee in accordance with the terms and conditions of the employee's contract of employment with the Club.
- 112 In accordance with regulations made under the *Registered Clubs Act*, the Secretary of the Club shall maintain a register of disclosures, declarations and returns made to the Club as required by the *Registered Clubs Act*.

CONSTITUTION

- 113
- (a) The Constitution may be altered or amended at a general meeting by special resolution of which due notice has been given to members of the Club entitled to vote on the special resolution.

- (b) The majority required for passing of a special resolution relating to such alterations or amendments to the Constitution shall be seventy-five per cent (75%) of members present and entitled to vote at the said meeting.
- (c) A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.

114

- (a) The Club shall, within fourteen (14) days of amending its Constitution, lodge a copy of the amendments with the Australian Securities and Investments Commission.
- (b) The Club shall, within one (1) month after amending its Constitution, lodge with the Authority a copy of the Constitution and a copy of the amendments certified as correct by the Secretary of the Club.

115 The Club must send a copy of its constitution to a member within seven (7) days if the member asks the Club in writing for the copy and pays any fee required by the Board (optional fee up to, but not exceeding, the amount prescribed in the Act).

OBJECTS OF THE CLUB

116 The objects for which the Club is established are:

- (a) To provide a clubhouse and sporting facilities for the social and recreational enjoyment of the Portuguese and wider community;
- (b) To promote, encourage, foster, develop and extend a variety of sports at or near Marrickville in the state of New South Wales;
- (c) To provide sporting grounds and to lay out and prepare such grounds, and to provide where practical pavilions, rooms, clubhouse and all other facilities, conveniences and amenities in connection with the sport;
- (d) To promote, organise, extend, govern, conduct and control championships, competitions and other events pertaining to the a variety of sports as may from time to time be considered expedient;
- (e) To select, support and/or sponsor any representative team or teams for any purposes associated with the Club;
- (f) To co-operate with organisations controlling and governing sports in the promotion and control of the sports fostered by the Club;
- (g) To promote such other games, amusements and recreations as may be deemed expedient;
- (h) To provide, improve, extend and conduct social enjoyments for the benefit of members.
- (i) To the extent that it is in the best interests of the Company, to buy, sell, exchange, let, mortgage or otherwise deal in real and personal property of any kind whatsoever and to import, export, manufacture, produce, treat, buy, sell, exchange, let or hire and generally deal in all kinds of goods, plant, machinery, merchandise and articles of any kind;
- (j) To carry on any business, enterprise or undertaking in any sphere or activity which is permitted by law.

- (k) To do all such other things as are incidental or conducive to the attainment of all or any of the above objects.

LIABILITY OF MEMBERS AND WINDING UP OF THE CLUB

- 117 The liability of the Members is limited.
- 118 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 such person is a member or within one (1) year thereafter for payment of the debts and liabilities of the Club contracted before the time at which the person ceases to be a member and of the costs charges and expenses of winding-up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Two Dollars (\$2.00).
- 119 If upon the winding-up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

FOOTBALL NSW RULES

- 120 The Sydney Portugal Community Club Limited shall at all times be bound by the Constitution Rules, Regulations of Soccer NSW South Wales Limited.
- 121 Where there is any inconsistency between any provision of the Constitution and or Rules and Regulations of The Sydney Portugal Community Club and those of Soccer New South Wales Limited, then to the extent such inconsistency the Constitution or Rules and Regulations Soccer New South Wales shall prevail.
- 122 The Sydney Portugal Community Club shall be bound by the lawful decisions of the Board of Soccer New South Wales and it shall do all things reasonable necessary to implement and enforce such decisions.

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