

**COMPANY CONSTITUTION**

**of**

**MULWALA AND DISTRICT  
SERVICES CLUB LIMITED**

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(as amended – 27<sup>th</sup> September, 2023)

ACN 000 908 485

A Company Limited by Guarantee  
and not having a Share Capital

**CONSTITUTION**  
**of**  
**MULWALA AND DISTRICT SERVICES CLUB LIMITED**

**NAME**

1. The name of the company is “Mulwala & District Services Club Limited”.

**DEFINITIONS**

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

“The Act” and “Corporations Act” means the Australian Corporations Act. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date at which these regulations become binding on the Club shall have the meaning so defined.

“Annual General Meeting” means the general meeting held each year as required by the Act and these Rules.

“Annual Report” means the annual Financial Report, Directors’ Report, and Auditor’s Report, accompanied by such statements that are required under the Corporations Act and Registered Clubs Act to be attached thereto, and shall, if a Concise Report is produced, include the option of a Concise Report, as the case may be.

“Australian Defence Force” includes the armed forces of the Commonwealth, however described.

“Board” means the members for the time being of the Board of Directors as constituted in accordance with these Rules.

“By-Law” means and includes regulations.

“Chairperson” shall mean the chairperson of a meeting of the Club being such person entitled to preside at said meeting in accordance with the provisions of this Constitution.

“Chief Executive Officer” includes Secretary, Honorary Secretary, Chief Executive Officer and Acting Chief Executive Officer and means the Chief Executive Officer of the Company as defined in Section 32 of the Registered Clubs Act for the State of New South Wales.

“Close Relative” of a person means:

- (a) a parent, child, brother or sister of the person; or
- (b) a spouse of the person or of a person referred to in Sub-Paragraph (a), or a person with whom the person or a person referred to in Sub-Paragraph (a) has

a de facto relationship (within the meaning of the Property (Relationships) Act 1984).

“the Club” means Mulwala & District Services Club Limited.

“Constitution” means and includes these Rules.

“Contract” includes commercial arrangements.

“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
- (c) 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.

“Defined Premises” has the same meaning as in the Registered Clubs Act.

“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 Regulations.

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

“Executive” means Chairperson and Deputy Chairperson.

“Ex-Servicemen” means any person who has performed service or duty in any naval military or air force in any proclaimed form or in any special defence undertaking within the meaning of Section 6 of the Defence (Special Undertakings) Act 1952 of the Commonwealth or any peace time activities including peacekeeping activities or any training activities including activities conducted in a condition simulating war or war-like activities.

“Ex-Service Member” means any member who is an Ex-Servicemen as previously defined.

“Financial Member”, and the term “Financial” when referring to a member, means a member who has paid his entrance fee for membership to the Club and his subscription in advance.

“Full Member” means a person who is an Ordinary Member or a Life Member of the Club.

“Gift” includes money, hospitality or discounts.

“In Writing” and “Written” include printing, typing, and other modes of representing or reproducing words in visible form in the English language.

“Life Member” means any person who is elected to membership of the Club for life.

“Manager” means a natural person appointed to conduct the business of a registered club in the case where the Club operates at more than one set of premises and the Secretary is not normally in attendance at the other such premises. (A Manager is appointed in a deputy capacity to the Secretary of the Club and is the person responsible, under the Registered Clubs Act, for operations at the other premises).

“Members” mean a person who is a Full Member, an Honorary Member or Temporary Member of the Club.

“Month” means calendar month.

“Non-Core Property” means any real property owned or occupied by the Club that is not Core Property.

“Notice Board” means the Board or Boards provided in the Club premises on which notices for the information of members are posted.

“Ordinary Member” means a person who is elected to membership of the Club in accordance with the provisions of Rules 18, 20 and 21 of the Constitution.

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

“Officer” includes the Chairperson and other members of the Board, but does not include the Auditor.

“the Register” means the Register of members kept pursuant to the Act.

“Registered Clubs Act” means the Registered Clubs Act 1976. When any provision of the Registered Clubs Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Registered Clubs Act or any modifications thereof made by any law in force, at the date at which those provisions become binding on the Club shall have the meaning so defined.

“Regulations” means regulations made under the Registered Clubs Act.

“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 his representative when said Commissioner conducts an election.

“RSL Member” means a member of the Club who is also a member of the Yarrowonga-Mulwala Sub-Branch of the RSL and whose ordinary place of residence is within a thirty (30) kilometre radius of the Club.

“RSL” means the Returned & Services League of Australia.

“Rules”, unless otherwise inferred, means the Paragraphs within this Constitution, and any By-Laws of the Club.

“Secretary” means a secretary as described in the Act. The Secretary shall be the Chief Executive Officer of the Club.

“Special Resolution” has the same meaning as in the Act.

“Top Executive” means each of the following:

- (a) the Secretary of the Club;

- (b) a person appointed as the Manager (as defined under the Registered Clubs Act) of any premises of the Club;
- (c) a person who is, or who is of a class, prescribed by the Regulations for the purposes of this definition.

“Unincorporated Club” means Mulwala & District Services Club.

- 3. Words importing the singular number only include the plural and vice versa. Words importing the masculine gender include the feminine and neuter genders.

### **INTERPRETATION**

- 4. (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) A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws or regulations of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in general meeting passing a resolution with a 75% majority of those members present and voting or by the Supreme Court of New South Wales, or other Court of competent jurisdiction.
- (c) 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.
- (d) 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.

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

- 5. The “Replaceable Rules” which are contained in the Act are hereby excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.
- 6. The Board shall pay out of the assets of the Club all costs, charges and expenses of and incidental to the preparation of this Constitution.
- 7. The Club is established for the objects set out in this Constitution.
- 8. (a) The Club shall be a non-proprietary Club.
- (b) Subject to the provisions of Sections 10(6) and 10(6a) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full Member of the Club.

- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of registration under Part 2 of the Registered Clubs 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 certificate.
- (d) The Secretary, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under the Rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club, or any payment calculated by reference to the gaming revenue or gaming turnover of the Club.
- (e)
  - (i) Subject to the provisions of the Registered Clubs Act, if the Club at any time conducts the business of a registered club at more than one set of premises, the Club shall appoint a different Manager, approved by the Liquor Administration Board (LAB), for each set of premises at which the Secretary of the Club is not normally in attendance (subject to certain LAB exceptions). The Secretary may only be regarded as being normally in attendance at one (1) set of premises of the Club.
  - (ii) Only a natural person shall be appointed Manager of Club premises.
- (f) The Club must not dispose of any Core Property of the Club unless:
  - (i) the property has been valued by a registered valuer within the meaning of the Valuers Act; and
  - (ii) 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
  - (iii) 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.
- 9.
  - (a) An employee of the Club shall not vote at any meeting of the Club or at any election of the Board, or hold office as a member of the Board.
  - (b) Any profits or other income of the Club shall be applied only to the promotion of the Objects of the Club and shall not be paid to or distributed among the members of the Club.
- 10.
  - (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.
  - (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.

- (c) A person under the age of eighteen (18) years shall not use or operate gaming machines on the premises of the Club.

### **OBJECTS**

- 11. The Club shall have the legal capacity of a natural person and the objects for which the Club is established shall include but not be limited to the following:
  - (a) To provide for members and for members' guests a social and sporting Club with all the usual facilities of a Club including residential and other accommodation liquid and other refreshment libraries and provision for sporting musical and educational activities and other social amenities;
  - (b) Provide for the sick, helpless, wounded, aged, disabled, destitute and needy among those who are serving or who have served in the Australian Defence Forces, the various British Commonwealth Defence Forces, members of allied Defence Forces and their dependants;
  - (c) Perpetuate the close and kindly ties of friendship created by the mutual service in the Australian Defence Forces or in the forces of nations traditionally allied with Australia and the recollections associated with that experience;
  - (d) Maintain a proper standard of dignity and honour among all past and present members of the Australian Defence Forces and set an example of public spirit and noble hearted endeavour;
  - (e) Preserve the memory and records of those who suffered and died for Australia, erect monuments to their valour, provide them with suitable burial places, and establish and preserve, in their honour, the annual commemoration day known as ANZAC Day;
  - (f) Encourage loyalty to Australia and secure patriotic service in the interests of Australia;
  - (g) Protect the good name and preserve the interests and standing of members of the Australian Defence Forces;
  - (h) Encourage a Member as a citizen, to serve Australia with that spirit of self sacrifice and loyalty with which they served as members of the Australian Defence Forces;
  - (i) To provide for the sick, helpless, wounded, aged, disabled, destitute and needy;
  - (j) To purchase hire lease or otherwise acquire for the purposes of the Club any real or personal property and any rights and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them;
  - (k) To give sell and mortgage exchange hire leases (not being premises covered by Certificate of Registration) or otherwise dispose of the property of the Club or any parts thereof;
  - (L) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit from time to time to vary and realise such investments;

- (m) To make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments;
- (n) To borrow money from time to time and for such purposes to give debentures liens mortgages charges or other security over the whole or any party of the property real or personal of the Club;
- (o) In furtherance of the objects of the Club, to apply for and obtain and hold a Club Licence or any other licence or Certificate of Registration under the Liquor Gaming Act and Betting (Amendment) Act or Law or any other Act or Law for the time appoint if necessary or desirable a Manager or other office or officers to act as a Licensees and hold the Licence or Licenses or Certificate of Registration on behalf of the Club;
- (p) In furtherance of the objects of the Club, to obtain and hold any licence or permit necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco cigars and cigarettes and of all kinds of goods provisions required used or desired by members;
- (q) To take or reject any gift of property money or goods whether subject to any special trust or not;
- (r) To erect maintain improve or alter any building or buildings for the purposes of the Club;
- (s) To promote all or any of the objects of the Returned Services League of Australia;
- (t) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for the purpose to give such person or persons mortgages charges or other security over the whole or any part of the real or personal property present or future of the Club;
- (u) To establish support or aid in the establishment and support of associations funds trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public general or useful object;
- (v) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them;
- (w) To do all such acts deeds matters and things and enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them;
- (x) It is hereby declared that the word "Club" in this Constitution except when used in reference to this Club shall be deemed to include any partnership or any other body or persons whether incorporated and whether domiciled in the State of New South Wales or otherwise and the intention is that the objects specified in each paragraph of this Rule shall except when otherwise expressed in such paragraph be, independent objects and be in no way restricted by reference to or interference from the terms of any other paragraphs or the name of the Club or by any object or being deemed to be a dominant object;



- (y) To do all or any of the abovementioned things either singly or in conjunction with any other corporation, company, firm, association, club or person and either as principals, agents, contractors, trustees, or otherwise;
  - (z) To amalgamate with any Club having objects altogether or in part similar to those of the Club;
  - (aa) To do such other lawful things as are incidental or conducive to the attainment of the above objects or any of them. And it is hereby declared in the interpretation of this Rule the meaning and effect of any object shall not be restricted by any other object and that each object shall be construed and have effect as an independent power and that this Rule is to be construed so as to widen and not restrict the powers of the Club.
12. The income and property of the Club howsoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Club. Provided that nothing herein shall prevent the payment in good faith or remuneration to any officers or employees of the Club or any member of the Club or other person in return for any services actually rendered to the Club, or reasonable and proper rent for premises demised or let by any member of the Club.

#### **WINDING UP**

13. The liability of the members of the Club is limited.
14. Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he or she is a member or within one (1) year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Five Dollars (\$5).
15. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but should be given or transferred to the trustee of the Building Patriotic Fund of the Yarrowonga Mulwala RSL Sub-Branch. In the event that the Building Patriotic Fund of the Yarrowonga Mulwala RSL Sub-Branch shall not be in existence or at the time the property shall be given or transferred to the Returned & Services League of Australia (Victorian Branch) Inc. to be used for RSL purposes.
- (a) In the event of closure and/or amalgamation of the Mulwala & District Services Club Ltd with another Club the donated memorabilia will remain the property of the Yarrowonga Mulwala RSL Sub-Branch. In the event the Yarrowonga Mulwala RSL Sub-Branch ceases to exist the donated memorabilia will be passed on to the Victorian Returned Services League.

## **MEMBERSHIP**

16. (a) The number of Full Members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
- (b) 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% of the Full Members of the Club.
17. The first members of the Club shall be:
- (a) The subscribers to the Memorandum of Association upon the incorporation of the Club.
- (b) Any other person who at the date of incorporation of the Club is a member of the then Unincorporated Club and who shall have on or before the First day of April, 1972 applied in writing to become a member of the Club and agree to be bound by the then Memorandum of Association and the Articles.
- PROVIDED THAT any such person referred to in (a) and (b) shall not be liable to any Entrance Fee or Subscription prior to the first day of January 1972 and shall be deemed to be a financial member of the Club up until that date.
18. The Ordinary Membership of the Club shall be divided into the following classes:
- (a) RSL Members
- (b) Associate Members
- (c) Life Members
- (d) Provisional Members
- which classes shall include First Members.
19. No person under the age of eighteen (18) years shall be admitted as a member of the Club.

## **ADMISSION TO MEMBERSHIP**

20. (a) RSL Members shall be those persons who are financial members of the Yarrowonga-Mulwala Sub-Branch of the RSL and whose place of ordinary residence is within a thirty (30) kilometre radius of the Club and who shall have made application for membership of the Club in accordance with the Constitution and have been duly admitted.
- (b) Associate Members shall be:
- (i) Any person who is an Ex-serviceman and who shall have made application for membership of the Club in accordance with the Constitution and have been duly admitted.
- (ii) Any other person who shall have made application for Ordinary Membership in accordance with the Constitution and have been duly admitted.
- (c) Life Membership may be conferred upon an RSL member or Associate member who has rendered outstanding services to the Club or to the Unincorporated Club. To be eligible for Life Membership a member must be nominated by one

RSL member and seconded by another, and the nomination shall then be forwarded to the Board of the Club for approval. If such nomination is approved by the Board the nomination shall then be referred to the next general meeting of the Club and if the nomination is approved at the general meeting, the nominated person shall become a Life Member and as such shall retain all the rights and privileges attaching to the class of membership held by that person immediately prior to nomination.

Not more than one (1) Ordinary Member shall be made a Life Member in any one (1) financial year. Notwithstanding anything hereinbefore contained all persons who at the date of incorporation of the Club were Honorary Life Members of the Unincorporated Club shall upon becoming members of the Club be deemed to be Honorary Life Members of the Club.

- (d) 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.
21. (a) Candidates for Ordinary Membership nomination shall give the full name and the address of the candidate and other details so desired by the Club, in such forms as the Board shall from time to time require.
- (b) The application for Ordinary Membership may be accompanied by the amount of any entrance fee and subscription.
- (c) Particulars of the nomination for Ordinary Membership shall be posted on the Notice Board in a conspicuous place in the Club premises and shall remain posted for a least seven (7) days prior to the date of the meeting of the Board at which the application is to be considered.
- (d) An interval of at least fourteen (14) days shall elapse between the date of application and date of election of all candidates.
- (e) The election of Ordinary Members shall be by the Board at a meeting or meetings duly convened. The Chief Executive Officer of the Club shall keep a record of the names of the members of the Board present and voting at such meetings and the names of the Ordinary Members elected.
- (f) The Board may reject any application for membership without assigning any reason for such rejection. The Secretary shall return to such rejected candidates the amount of entrance fee and subscription lodged with the application.
22. On the election of an Ordinary Member the Chief Executive Officer shall give to such member notice of his election and shall issue with such notice an account for the entrance fees and subscriptions if same have not already been paid and such account shall specify the due date of payment.
23. Every person elected to Ordinary Membership and informed of his election as directed by the foregoing Rule shall be deemed to agree to pay the Entrance Fee and subscription and other fees and charges as prescribed in the Constitution of the Club and to be bound by the Constitution of the Club and by the Club's By-Laws from time

to time in force and the payment of the said Entrance Fee or part thereof and/or the said subscription or part thereof shall be conclusive evidence of such agreement.

24. Every person elected to Ordinary Membership shall be required to pay within one (1) month of the date of notice of election the fees and/or subscription specified in the account rendered to him with the notice of election failing which payment the election may be declared null and void.

### **CESSATION OF MEMBERSHIP**

25. A member at any time by giving notice in writing to the Chief Executive Officer may resign his membership of the Club but shall continue liable for any entrance fee or subscription and all arrears due and unpaid at the date of his resignation and for any sum not exceeding Five dollars (\$5.00) as a member of the Club under Clause 14.

### **DISCIPLINARY PROCEEDINGS**

26. If any member shall refuse or neglect to comply with the provisions of the Constitution, By-Laws, Rules or Regulations of the Club or if any member shall in the opinion of the Board be guilty of conduct deemed by the Board to be unbecoming of a member or prejudicial to the interest of the Club, such member may be suspended or expelled by resolution of the Board and such resolution need not state the grounds facts or opinions upon which it is based PROVIDED;
  - (a) That at least seven (7) days before the meeting at which such resolution is passed is convened the Full Member shall have been notified in writing and requested to be present at the meeting and before such resolution is moved have had an opportunity of giving in writing or orally any explanation or defence he may think fit.
  - (b) The meeting shall be held within one (1) month of the date of the alleged offence or the date on which the charge is laid.
  - (c) That any resolution under this rule requires for its passing the affirmative vote of not less than two-thirds of the members of the Board present at such meeting and the decision of the Board shall be final.
  - (d) Any Full Member notified or any Full Member proposed to be notified in accordance with Clause (a) above may immediately be suspended from all privileges of the Club until such time as the meeting is held.
27. Should a member incur any debt to the Club or to the Club's staff or servants or persons under Contract to the Club and fail to discharge such debt upon request in writing by the Chief Executive Officer he may by resolution of a meeting of the Board be suspended or expelled from membership provided that before so resolving the Board shall give the member concerned due notice of its intention to take such course and the provisions of Rule 26 shall not apply.
28. Any member eligible for RSL Membership of the Club who shall fail to pay to the Yarrowonga Mulwala RSL Sub-Branch his subscription or any fees due to the RSL within two (2) months after same shall fall due and payable may at the discretion of the Board have his name removed from the Register and shall there-upon cease to be a member. Any member whose name shall have been so removed from the Register may at the discretion of the Board be re-admitted as an RSL Member on payment by

him of all subscriptions and fees due to the RSL and upon making application for membership in the manner laid down in these Rules.

29. Every person ceasing to be a member of the Club whether by retirement expulsion death neglecting to pay the entrance fee or subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any moneys due or payable under the provisions of these Rules.
30. (a) The Chief Executive Officer, or in the Chief Executive Officer's absence the senior employee of the Club then on duty ("the senior employee"), shall have the power to remove and suspend any member from the premises of the Club:
- (i) in the opinion of the Chief Executive Officer or the senior employee is then intoxicated, violent, quarrelsome or indecent; or
  - (ii) whose presence on the premises of the Club in the opinion of the Chief Executive Officer or the senior employee may render the Club or the Chief Executive Officer liable to a penalty under the Registered Clubs Act.
- (b) The Chief Executive Officer or the senior employee of the Club who has exercised the power referred to in paragraph (a) of this Rule shall make a written report to the Board within seven (7) days of the date of the removal. The report will set out the facts, matters and circumstances giving rise to the removal of the member.
- (c) Any suspension of a member pursuant to paragraph (a) of this Rule shall apply until the next meeting of the Board at which the charge is heard.

### **ADDRESS OF MEMBERS**

31. Every member shall on becoming a member furnish to the Chief Executive Officer particulars of their address if those particulars have not already been stated on the nomination for membership and shall notify the Chief Executive Officer in writing 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**

32. The Club shall keep the following registers:
- (a) A register of persons who are Full Members of the Club. This register shall set forth the name in full, and address of each Full Member and, if the member is an Ordinary Member, the date on which that member last paid the fee for membership of the Club.
  - (b) A register of persons who are Honorary Members.
  - (c) A register of persons who are Temporary Members.
  - (d) A register of persons of or above the age of eighteen (18) years who enter the premises of the Club as Guests of members.

- (e) A register of persons who are admitted as Defence Force Honorary Members of the club. Such register shall be a separate register from the Honorary Member register.

### **VOTING RIGHTS OF MEMBERS**

- 33. (a) Every member when eligible to vote shall both on a show of hands and on the taking of a poll have one (1) vote.
  - (b) All Life Members and financial RSL and Associate Members shall be entitled to vote for the election of the Board of the Club.
  - (c) No member of the Club who is also a servant of the Club shall be eligible to vote at any meeting of the Club.
  - (d) A person shall not attend or vote at any meeting or election of the Club as the proxy of another person.
  - (e) 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.
34. No Full Member other than a Life Member shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless he shall have paid all instalments of entrance fee and subscriptions and all other moneys due to the club at the time of such meeting.

### **HONORARY MEMBERS**

- 35(1). The following may at the discretion of the Board be admitted as Honorary Members of the Club:
- (a) The Patron or Patrons for the time being of the Club provided that this number shall not exceed six (6).
  - (b) Any prominent citizen visiting the Club for a special occasion or a special function.

### **DEFENCE FORCE HONORARY MEMBERS**

- 35(2). (a) Defence Force Honorary Member shall be a serving Australian Defence Force person who attends the premises of the club and produces evidence that the person is a member of the Australian Defence Force. Defence Force Honorary Membership shall be for the day the person attends the club. A Defence Force Honorary Member is required to record his or her details in the Register of Defence Force Honorary Members.
- (b) A Defence Force Honorary Member 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.

## **TEMPORARY MEMBERS**

36. (1) (a) A person whose ordinary place of residence is not more than five (5) kilometres from the premises of the Club is not eligible for admission as a Temporary member of the Club unless the person is:
- (i) A member of another Registered Club with similar objects to those of the Club; or
  - (ii) A member of another Registered Club who is attending the Club as provided by Rule 36 (1)(b).
- (b) A full member of any other Registered Club who, at the invitation of the Board of Directors or of a Full Member of the Club, attends on any day at the premises of the Club for the purposes of participating in an organised sport or competition to be conducted by the Club on the day shall be deemed to have been admitted as a Temporary Member of the Club in accordance with its Rules from the time of that day when he so attends the premises of the Club until the end of that day.
- (c) A person whose ordinary place of residence is more than five (5) kilometres from the premises of the Club and who is:
- (i) a visiting ex-Serviceman, visiting member of the Commonwealth Defence Forces, visiting member of an RSL or ex-Servicemen's Club shall be entitled to be admitted as a Temporary Member of the Club for the duration of such visit or one (1) month whichever should first expire;
  - (ii) an overseas, country, metropolitan or other visitor shall be entitled to be admitted as a Temporary Member of the Club for the duration of such visit of one (1) month whichever should first expire.
37. (a) Temporary Members shall not be required to pay an entrance fee or subscription.
- (b) Temporary Members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (c) Temporary members shall not be permitted to introduce guests into the Club.
- (d) The Chief Executive Officer, or in the Chief Executive Officer's absence the senior employee of the Club then on duty, may terminate the membership of any Temporary Member at any time without notice and without being required to give reason.
- (e) No person under the age of eighteen (18) years may be admitted as a Temporary Member of the Club.
- (f) When a Temporary Member first enters the Club's premises on any day the following particulars shall be entered in the Club's Register of Temporary Members;
- (i) the name in full, or the surname and initials, of the Temporary Member;

- (ii) the residential address of the Temporary Member;
- (iii) the date on which Temporary Membership is granted;
- (iv) the signature of the Temporary Member.

38. Honorary Members, Temporary Members and Life Members only shall be relieved of any obligation or liability with respect to the payments of entrance fees and/or subscriptions.

### **ENTRANCE FEE AND SUBSCRIPTION**

39. There shall be no Entrance Fee or Subscription for First Members up until the first day January, 1972 and such members shall be deemed to be financial up until that date.

40. (a) The Entrance Fees, Subscriptions and other fees or charges payable by any class of members the amount thereof and the time and manner of payment thereof and all other matters pertaining thereto not by these Rules specially provided for shall be such as from time to time be prescribed by the Board.

(b) Members' subscriptions 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. Any such payment (or part thereof) shall not be refundable for whatever reason.

41. (a) The Subscription shall fall due on the first day of July in each year.

(b) If any fee or subscription or call or any installment thereof shall remain unpaid for a period of one (1) month after it becomes due the member's name shall be removed from the register of members.

(c) As required under the Registered Clubs Act, 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.

42. The Board may at any time suspend the payment of Entrance Fees either generally or in respect of individual cases and shall have discretionary power to fix and determine or waive the Entrance Fee chargeable to any member under any special circumstances that may arise.

### **PATRONS**

43. The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting.

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

44. (a) A member may at any time by giving notice in writing to the Chief Executive Officer resign from membership of the Club and such resignation shall take effect from the date on which it is received by the Chief Executive Officer.

(b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the entrance fee or subscription or otherwise) shall upon and by reason of such cessation of membership forfeit all rights as a member of the Club, provided that such person shall remain liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership of the Club



and any other money due by that person at the date of cessation of that person's membership of the Club or for which that person is or may become liable under this Constitution.

### **GUESTS**

45. (a) All Ordinary Members other than Temporary Members shall have the privilege of introducing guests to the Club.
- (b) The Register of guests shall have entered therein on each occasion on any day on which a person of or above the age of eighteen (18) years enters the premises of the Club as the guest of a member, the name in full or the surname and initials of the given names, and the address, of that guest, the date of that day and the signature of that member; provided always that if any entry in this Register is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in this register in respect of that guest if he or she subsequently enters the premises of the Club on that day as the guest of that member.
- (c) No member shall introduce guests more frequently or in a greater number than may for the time being be provided by a By-Law nor shall a member introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any entrance fee and/or subscription or who is currently under suspension.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) The Board shall have power to make By-Laws from time to time, not inconsistent with this Constitution or the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club.
- (f) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of guests in respect of that guest.
- (g) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of guests in respect of that guest.
- (h) The Chief Executive Officer, or in the Chief Executive Officer's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
- (i) 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**

46. (a) The business and affairs of the Club and the custody and control of its funds shall be managed by the Board of Directors consisting of nine (9) Directors which shall be elected triennially by those members entitled to vote at such elections.
- (b) The Board shall consist of an elected Chairperson and eight (8) other members.
- (c) At the first meeting of Directors following the election of the Board, the members of the Board will elect from their members two (2) Deputy Chairpersons.
- (d) At no time shall the Chairman of ClubMulwala also hold the position of President of the Yarrawonga Mulwala RSL Sub-Branch.
47. The Chairperson shall at all times be a service member of the Yarrawonga Mulwala RSL Sub-Branch and an RSL Member of the Club. At least five (5) of the remaining members shall be RSL Members of the Club and the remaining three (3) may be Associate Members if so elected or otherwise appointed to the Board as hereinafter provided. Only Associate Members whose permanent residence is within a thirty (30) kilometre radius of the Club shall be eligible for election to or appointment to the Board.
48. No member of the Club who is also a servant of the Club shall be eligible to be a member of or be elected to the Board of the Club.
48. (a) A person is not eligible to stand for election or be appointed as a member of the Board of the Club unless the person declares in writing that the person has received the education and training material for club directors that is approved by the Director of Liquor & Gaming. Any such written declaration is to be kept by the Club in a register for a period of at least three (3) years and made available to the Director of Liquor & Gaming on request.
- (b) No member of the Club who was an employee of the Club is eligible to be a member of or be elected to the Board of the Club for a period of two financial years after their employment concludes.
- (c) No Member of the Club shall be eligible to be a member of or to be elected to the Board of the Club unless the member has held continuous membership of the Club for not less than two (2) years immediately preceding appointment or election to the Board.

## **FIRST BOARD OF DIRECTORS**

49. (a) The first Board of Directors shall be the signatories to the Memorandum of Association and these Articles and the first Board of Directors shall hold office until the first Annual General Meeting of the Club.
- (b) The first Board of Directors while in existence shall exercise all the powers and functions conferred by those Articles on the Board of Directors. The first Board of Directors may elect such officers as it considers necessary and may fill any vacancy that may occur in the Board of Directors.

## **ELECTION OF THE BOARD OF DIRECTORS**

50. The Board of Directors and Chairperson shall be elected for term of 3 years by the general body of Ordinary Members from persons nominated as hereinafter provided.

- (1) Not less than fourteen (14) days before the day fixed for the Annual General Meeting nominations for the Offices of Directors shall be delivered to the Chief Executive Officer.
- (2) Out of the persons nominated the general body of members shall elect the Directors according to the following provisions.

### **First general meeting under triennial rule**

- (1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.
- (2) The groups—
  - (a) shall be determined by drawing lots, and
  - (b) shall be as nearly as practicable equal in number, and
  - (c) shall be designated as group 1, group 2 and group 3.
- (3) Unless otherwise disqualified, the members of the governing body.
  - (a) in group 1 shall hold office for 1 year, and
  - (b) in group 2 shall hold office for 2 years, and
  - (c) in group 3 shall hold office for 3 years.

### **Subsequent general meetings**

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

### **Casual vacancies**

- (1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.
- (2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

### **Re-election**

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

### **Revocation of triennial rule**

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

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

51. (a) Nominations for election of Directors shall be made in writing and signed by two (2) members of the Club. All nominees shall signify their consent by signing the nomination form.
- (b) The Chief Executive Officer shall immediately after closing of nominations post the names of the Board candidates and their proposers on the Notice Board.
- (c) If the full number of candidates for the positions of Directors is not nominated as prescribed additional nominations may with the consent of the nominee or nominees be made at the meeting. If there be more than the required number nominated an election by ballot shall take place but if there be only the requisite number nominated the Returning Officer shall declare those nominated duly elected.
- (d) No person currently under suspension by the Board in accordance with these Articles/Rules shall be eligible to nominate stand for or be elected to the Board of the Club.
52. (a) (i) The election of the Board shall be conducted and counted by one of the following:
- (a) In the case of the Club having 10,000 or less Full Members, the election shall be conducted in accordance with the Regulations by a Returning Officer and at least two (2) scrutineers appointed by the Board; or
- (b) In the case of the Club having more than 10,000 Full Members, the election shall be conducted by a Returning Officer appointed by the Board who shall be a person or body approved by the Director of Liquor & Gaming; or
- (c) The State Electoral Commissioner.
- (ii) A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.
- (b) The State Electoral Commissioner (or an officer within the meaning of the Public Sector Management Act 1988 authorised in writing by the Electoral Commissioner) shall conduct an election of the Board of the Club if:
- (i) (a) An application is made in writing to the Director of Liquor and Gaming by a Full 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 Full 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
- (b) 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
- (ii) An order is made by the Licensing Court as part of its determination in a matter of complaint against the Club; or

- (iii) (a) On application by the Club to the Electoral Commissioner; and
- (b) Written notification of that fact is sent at the same time to the Principal Registrar of Liquor and Gaming.
- (c) Notwithstanding the other provisions of this Constitution, an election by ballot of the members of the Board of Directors shall be conducted in such manner as may be determined by the Board of Directors.

### **CASUAL VACANCIES IN THE BOARD OF DIRECTORS**

53. Any casual vacancy or vacancies which may occur in the Board of Directors may be filled by the Directors and any person or persons appointed shall hold office until the next Annual General Meeting when he or they retire but shall be eligible for re-election.

### **VACANCIES IN BOARD OF DIRECTORS**

54. (a) (i) The Office held by a Director of the Club shall be immediately deemed vacated:
- (a) If he becomes prohibited from being a member of the Board by reason of any order made under the Act.
  - (b) If he becomes insolvent under administration or is convicted of a felony or misdemeanour or indictment.
  - (c) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
  - (d) If he fails to declare the nature of his interest in a Contract or office or property as provided by the Act.
  - (e) If he is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board.
  - (f) If by notice in writing given to the Secretary he resigns his office.
  - (g) If he ceases to be a member of the Club.
  - (h) If he becomes an employee of the Club.
  - (i) if he dies.
  - (j) If a person who is a member of the governing body of a registered club fails to within 12 months of becoming a member, to complete the required training as prescribed by section 26 of the Registered Clubs Regulations.
- (ii) The Board may appoint a successor to hold office until the next election by the Annual General Meeting and until such appointment is made the continuing Directors may act notwithstanding such vacancy.

- (b) The Club may by special resolution carried at an Extraordinary General Meeting remove any Director or all the Directors before the expiration of his or their period of office and appoint another or other Director or Directors as the case may be in his or their place. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if he or they had not been so removed.

### **ACTS OF THE BOARD**

- 55. All acts done at any Board Meetings or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or Directors or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

### **BOARD OF DIRECTORS –HONORARIUM**

- 56. To recommend the amount of honorarium payable to any Director or to any other member in respect of his or her services rendered to the Board or to any committee of the Club and subject to approval by a General Meeting to pay such honorarium.

### **POWERS AND DUTIES OF THE BOARD**

- 57. The business and general affairs of the Club shall be under the management of the Board of Directors which shall have full control of the property of the Club and absolute authority subject to the Constitution regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect of the Club except insofar as is otherwise expressly provided by these Rules. 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 members of the Club, sub-committee for any purpose whatsoever which from time to time it may think desirable and to delegate to any such sub-committee such powers as it may think fit. Unless otherwise specified in the minute of the Directors appointing the sub-committee, the quorum of all sub-committees shall consist of a majority of the members of such sub-committee.
  - (b) To make such By-Laws Rules or regulations not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs interest effects and property and for the convenience comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws Rules and Regulations.
  - (c) To enforce the observance of all By-Laws Rules and Regulations by suspension from enjoyment of Club privileges or any of them.
  - (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 such managers secretaries officers representatives agents and servants or other employees as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration but no payment or part payment of any secretary manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied or disposed of by the Club.
- (f) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (g) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (h) To institute conduct defence 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 debt due to and any claim or demands by or against the Club.
- (i) To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptance cheques bills of exchange promissory notes and other documents or instruments.
- (j) 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 vary or realise such investments.
- (k) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and 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 debenture or debenture stocks perpetual or otherwise and whether charged upon all or any of the Club's property both present and future or not. 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.
- (L) To sell exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to let any property of the Club with the sanction of a general meeting of the Club to lease demise exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time.
- (m) To fix the maximum number of each class of members who may be admitted to the Club.
- (n) To fine caution or suspend for such period as it thinks fit any member who shall wilfully infringe any provision of the Constitution or of the By-Laws Rules or Regulations of the Club or who shall in the opinion of the Directors be guilty either in or out of the Club premises of conduct unbecoming of a member or prejudicial to the interest of the Club.
- (o) 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 amenity or facility therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.

- (p) To repay actual out-of-pocket expenses incurred by any member of the Board.
58. Any By-Law or Regulation made under these Rules shall come into force and be duly operative upon the posting of an appropriate notice containing such By-Law Rule or Regulation on the Notice Board.

### **MEETINGS OF THE BOARD**

59. (a) The Board shall meet at least once in every quarter for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a Book provided for the purpose. The quorum of the Board shall be six (6) members of the Board.
- (b) The Chairperson of the Club shall if present preside at all meetings of the Board in his absence a Deputy Chairperson shall preside and in the event of both Chairperson and Deputy Chairpersons being absent the meeting shall elect a member of the Board to be Chairperson of the meeting.
- (c) 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.

### **ANNUAL GENERAL MEETING**

60. The Annual General Meeting of the Club shall be held in accordance with the provisions of the Corporations Act at such time and place as may be prescribed by the Board. At least twenty-one (21) days written notice of all general meetings shall be given to each full member of the Club entitled to attend such meeting and said notice shall include details of any special business to be brought forward before the meeting.

### **EXTRAORDINARY GENERAL MEETINGS**

61. All general meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
62. (a) The Board may whenever it thinks fit convene an Extraordinary General Meeting of the Club and shall convene an Extraordinary General Meeting on the request of:
- (i) not less than five percent (5%) of the members or one hundred (100) members of the Club, which ever is less, or by
  - (ii) not less than thirty (30) RSL Members,

all of 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 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 do 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) 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**

- 63. (a) Every notice convening a general meeting shall be in writing and shall specify the place the day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by these Articles/Rules or the Act.
- (b) The period of notice in respect of general meetings shall be in twenty-one (21) days.

#### **QUORUM AT GENERAL MEETINGS**

- 64. (a) At an Annual or Extraordinary General Meeting called by the Board no business shall be transacted unless a quorum of members is present at the time when the meeting proceeds to business. At an Annual General Meeting twenty (20) Full Members present and entitled to vote shall be a quorum and at an Extraordinary General Meeting thirty-five (35) Full Members present and entitled to vote shall constitute a quorum.
- (b) If a quorum be not present within fifteen (15) minutes of the time fixed for an Annual or Extraordinary General Meeting the meeting if convened on or by the requisition of members shall be dissolved; and if convened by the authority of the Board it shall be adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within

fifteen (15) minutes from the time appointed for the meeting the members present shall be a quorum.

### **ANNUAL GENERAL MEETING – BUSINESS**

65. The business of the Annual General Meeting shall be as follows:
- (a) To confirm the Minutes of the previous Annual General Meeting and any Extraordinary General Meetings held.
  - (b) To receive and consider the reports of the Board.
  - (c) To receive and consider the Accounts, Statements and Reports prescribed by Section 317 of the Act and the report of the Auditor.
  - (d) To elect the Board for the ensuing year.
  - (e) To deal with any business which due notice has been given.
  - (f) To deal with any other business that the meeting may approve of which due has not been given.
- 65(1). Notice in writing of any resolution or special business 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 or special business to members, the Club may, at its discretion, and with due notice, present the resolution or special business to members for consideration.
- 65(2). 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).

### **PROCEEDINGS AT GENERAL MEETING**

66. The Chairperson shall, if present, be entitled to preside at all general meetings of the Club. In the event of the Chairperson being absent a Deputy Chairperson shall preside and in the event of the Chairperson and Deputy Chairperson being absent the Board shall elect a member of the Board to be Chairperson of the meeting.
67. Every question or motion submitted to a general meeting of the Club shall be decided in the first instance by a show of hands and in the case of equality of votes the

Chairperson shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a member.

68. At any general meeting unless a poll is demanded by the Chairperson or by at least five (5) Full Members present and entitled to vote at the meeting a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of 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 such resolution.
69. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairperson of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote, the Chairperson shall determine the same and such determination made in good faith be final and conclusive.
70. The Chairperson of a general meeting may with the consent of the meeting adjourn the same 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.
71. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a Chairperson of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
72. Any general meeting at which a quorum is present may be adjourned by resolution as the meeting may determine. 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.
- 72(1). 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(2). (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.  
  
(c) 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.

### **MINUTES OF MEETINGS**

73. The Board shall cause minute to be kept by the Chief Executive Officer in books provided for the purpose:
  - (a) Of all appointments of officers made by the Club in general meeting or by the Board.

- (b) Of the names of the Directors present and voting at each meeting of the Board.
- (c) Of the number of members present and voting at general meetings of the Club.
- (d) Of all resolutions and proceedings at all meetings of the Club.

### **FINANCIAL YEAR**

74. The financial year of the Club shall commence on the first day of July and end on the last day of June each year.

### **ACCOUNTS AND AUDIT**

75. The Board shall cause correct accounts and books to be kept showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature and showing in particular and without limiting the generality hereof:
- (a) All sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place.
  - (b) All sales and purchasers of goods by the Club.
  - (c) The assets credits and liabilities of the Club.
76. The books of account shall be kept at the registered office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.
77. (a) The Board shall comply with the provisions of Section 292 of the Act and once every year cause to be prepared a Balance Sheet as at the end of the Club's financial year and an Income and Expenditure Account made up to the end of the financial year which Balance Sheet and Income and Expenditure Account shall together with the report of the Board and the Auditor's report to be laid before the Annual General Meeting of the Club as provided for in Rule 65 of this Constitution.
- (b) The Director's Report, in addition to the other statutory requirements, shall include:
    - (i) The number of members of each class registered in the Register of Members at the date of the preparation of the Report;
    - (ii) The names of the members of the Board and the number of Board meetings attended by each member thereof;
    - (iii) The amount (if any) written off for depreciation and provisions.
    - (iv) The amount (if any) which the Board proposes to transfer to the Reserve Funds of the Club.
  - (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.

## **ANNUAL REPORT**

- 77(1). (a) The Annual Report shall be available to members at least twenty-one (21) clear days before the date of the general meeting at which the Annual Report is to be presented and further provided that such date of availability shall be no later than four (4) months after the end of the financial year.
- (b) The Club may provide the Annual Report by doing the following:
- (i) sending a hard copy of the Annual Report to each member who has made the election to receive the Annual Report as a hard copy; or
  - (ii) sending an electronic copy of the Annual Report to each member who has elected to receive the Annual Report as an electronic copy;
  - (iii) making a copy of the Annual Report readily accessible on a web site and directly notifying, in writing, all members who did not elect to receive the Annual Report that the Annual Report is accessible on the web site, and specifying the direct address of the web site where the Annual Report may be accessed.
- (c) For the purposes of this Rule, the Club must, on at least one occasion, directly notify in writing each member that:
- (i) the member may elect to receive, free of charge, a copy of the Annual Report; and
  - (ii) if the member does not so elect, the member may access the Annual Report, on a specified web site; and
  - (iii) if the member does so elect and the Club offers to send the Annual Report either as a hard copy or an electronic copy, the member may elect to receive the copy as either a hard copy or an electronic copy.
- (d) The member may elect to not be sent any material under this Rule. Such election shall not relieve the Club of the obligation to give notice of general meetings to the member.
- (e) An election to receive or to not receive the Annual Report or to not receive material under this Rule is a standing election for each later financial year until the member changes his election.
- 77(2). The Club shall within one (1) month after the Annual General Meeting lodge with the Liquor Administration Board a copy of the Annual Accounts and Reports (the Financial Report for the year; the Directors' Report for the year; and the Auditor's Report on the financial report).

## **AUDITORS**

78. (a) A person shall not be appointed or act as Auditor if he is not a registered company auditor as defined by the Act, or if he is a member of the Board or an employee of the Club.
- (b) An Auditor shall only be appointed when a vacancy exists in the position of Auditor.

- (c) A properly qualified Auditor or Auditors shall be appointed at a general meeting by a seventy-five percent (75%) majority of members attending in person and entitled to vote.
- (d) At least two (2) months notice of a resolution to remove the Auditor must be given to the Club. Immediately such a notice is received by the Club, it shall forward a copy of the notice to the Auditor and a copy to the Australian Securities and Investments Commission.
- (e) 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 Auditors nominated.
- (f) 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.
- (g) The Auditor's duties shall be regulated in accordance with the provisions of the Act.
- (h) The Auditor may appoint a representative to attend a meeting.

#### **DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE**

- 78(1). 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 \$1000. 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 twenty one (21) days of receipt of the Gift or Remuneration.
- 78(2). 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.
- 78(3). (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) Sub-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 Sub-Paragraph applies.

- (d) It shall be the duty of a member of the Board or a Top Executive to declare the nature of his 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 Sub-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 Sub-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.

78(4). The Secretary of the Club and Managers of the Club are prohibited from holding a hotelier's license or from holding a financial interest in respect of a hotel.

78(5). (a) Any member of the Board of the Club or a Top Executive of the Club who acquires a financial interest in a hotel situated within 40 Kilometres of the club's premises shall give a written declaration of that interest to the Secretary of the Club within 21 days (21) 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, situated within 40 Kilometres of the club's premises, such interest shall be declared in writing to the Secretary within 21 days (21) days after the election or appointment.

78(6). 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.

78(7). (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.

78(8). 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 under the Registered Clubs Act.

## **SECRETARY**

79. (a) The Board shall appoint a Secretary who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act and shall have the title of Chief Executive Officer.
- (b) Should the office of Secretary become vacant, or should the Secretary be temporarily absent or unwilling to act, the Board shall have the power to appoint any person to perform the duties required by this Constitution to be performed by the Secretary.
- (c) At any time there shall only be one (1) Secretary of the Club.

## **EXECUTION OF DOCUMENTS AND SEAL**

80. The Board must provide for the safe custody of the Seal.
81. (a) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by two (2) members of the Board.
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by two (2) members of the Board.
82. 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.

## **NOTICES**

83. A notice may be given by the Club to any member either:
- (a) personally; or
- (b) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or
- (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
84. (a) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
- (c) A member may indicate either verbally or in writing the intention to receive notices by fax or by an electronic means, provided that such means is offered by the Club. Such notification shall be a standing request by the member but may be revoked at any time.



85. If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Club Notice Board shall be deemed to be notice to such member at the expiration of 24 hours after it is so posted up.
- 85(1). 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.

### **INDEMNITY TO OFFICERS**

86. (a) Every person who is or has been an Officer (as defined in Section 241 of the Act) of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liabilities for costs and expenses incurred by that person:
- (i) in defending any proceedings whether civil or criminal, in which judgement's given in that person's favour or in which that person is acquitted;
  - (ii) in connection with any application in relation to such proceedings in which relief is granted to that person under the Act by the Court.
- (b) Every person who is an officer (as defined in Section 241 of the Act) or the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability to another person (other than the Club or a related body corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith. This indemnity does not apply to a liability incurred before 15 April 1994.
- (c) The Club may pay a premium for a contract insuring a person who is or has been an officer (as defined in Section 241 of the Act) of the Club against a liability:
- (i) incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Club or a contravention of Sections 232(5) or (6) of the Act; and
  - (ii) for costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome.

### **READING OF CONSTITUTION**

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

### **AMENDMENTS TO CONSITUTION**

88. (a) Only financial members of the Yarrowonga-Mulwala Sub-Branch of the RSL who are RSL members of ClubMulwala shall be entitled to vote on any resolution relating to alterations or amendments to the Constitution.
- (b) The Constitution may only be altered or amended at a general meeting by Special Resolution of which due notice has been given to members entitled to vote.
- (c) 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 the members present and entitled to vote at the said meeting.
- (d) A Special Resolution may be raised as a whole or separate resolutions. Each Resolution is to be voted upon independently. A Special Resolution cannot be amended from the floor of the meeting.
- 88(1). (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 Director of Liquor and Gaming, a copy of the Constitution and a copy of the amendments certified as correct by the Secretary of the Club.

### **MISCELLANEOUS**

89. A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and payment of any reasonable fee that may be prescribed by the Board.
90. The Club shall observe the liquor harm minimisation requirements of the Registered Clubs 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).