

CORPORATIONS ACT 2001

CONSTITUTION

of

MANLY-WARRINGAH RUGBY LEAGUE CLUB LIMITED

ACN 000 193 251

1. Adopted: 28 February 2006
2. Amended: 25 February 2008
3. Amended: 7 March 2010
4. Amended: 20 February 2013
5. Amended: 19 March 2014

CONSTITUTION

of

MANLY-WARRINGAH RUGBY LEAGUE CLUB LIMITED ACN 000 193 251

NAME

1. The name of the Company is Manly-Warringah Rugby League Club Limited.

PRELIMINARY

2. The Company shall be a non-proprietary company.
3. The Company is established for the purposes set out in this Constitution.
4. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

DEFINITIONS

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

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

"Biennial General Meeting" means the Annual General Meeting held in the year 2006 (which shall be the first Biennial General Meeting) and every second Annual General Meeting thereafter being the meeting at which the Board of Directors is to retire and the results of the election of the Board are declared or if necessary an election is held to elect a new Board."

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

"By-Laws" shall mean the By-laws made in accordance with this Constitution.

"The Club" means Manly-Warringah Rugby League Club Limited ACN 000 193 251.

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

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

"Gaming Machines Act" means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

"Liquor Act" means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or

similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

"Constitution" means this Constitution.

"Month" except where otherwise provided in this Constitution means calendar month.

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

"Rules" means the rules comprising this Constitution.

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

"Special Resolution" means a resolution:

- (i) of which notice as set out in section 249L(1)(c) of the Act has been given; and
- (ii) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

"Sub club" means any sporting club, incorporated or otherwise, that pursuant to a resolution of the Board under Rule 60 is or has been established and is affiliated or becomes affiliated with the Club.

"In writing" and "Written" include printing, lithography and other modes of reproducing or representing words in a visible form.

(b) **"Financial member"**. A member shall not be a financial member of the Club if:

- (iii) the member's subscription or any part thereof has not been paid in accordance with Rule 39; or
- (iv) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of thirty 30 days from service on that member of a notice from the Club requiring payment thereof; and

in either case that member shall be and remain un-financial until the full amount owing is paid to the Club.

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

OBJECTS

6. The objects of the Club are:

- (a) To provide for member 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) To assist generally in the promotion, conduct and propagation of Rugby League Football in the Rugby League Football Districts of Manly, Warringah and Pittwater or elsewhere and to provide or assist in the provision of training and conditioning and teaching facilities for football played in accordance with the Rules of the Australian Rugby League Commission.
- (c) To purchase, hire, lease or otherwise acquire for the purposes of the Club any real or personal property and any rights or privileges which the Club may think necessary or convenient for carrying out of its objects or any of them.

- (d) To give, sell, improve, mortgage, develop, exchange, hire, lease, dispose of, turn to account or otherwise deal with any or part of the property or rights of the Club subject to any limitation contained in the Registered Clubs Act.
- (e) To invest and deal with any of the monies of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
- (f) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (g) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges or other security over the whole or any part of the property real or personal of the Club.
- (h) In furtherance of the objects of the Club to apply for and obtain and hold a Club licence or any other licence or licenses or certification of registration under the Liquor Act or Laws for the time being operative and for such purpose or purposes to appoint if necessary or desirable a manager or managers or other office or officers to act as the Licensee or Licensees and hold the Licence or Licenses on behalf of the Club.
- (i) In furtherance of the objects of the Club to obtain and hold Licence or permission necessary for and to carry on the business of restaurant keepers and/ or sellers of tobacco, cigars and cigarettes and of all kinds of goods, provisions, etcetera, required, used or desired by members.
- (j) To take or reject any gift or property, money or goods whether subject to any special trust or not.
- (k) To erect, maintain, improve or alter any building or buildings for the purposes of the Club.
- (l) To render aid either financial or by other means to clubs or associations in Rugby League Football Districts of Manly, Warringah and Pittwater or elsewhere which clubs or associations are playing or conducting football played in accordance with the rules of the Australian Rugby League Commission.
- (m) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (n) To establish, support or aid in the establishment and support of the 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.
- (o) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (p) To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.

LIMITED LIABILITY

7. The liability of the members is limited.

MEMBERS GUARANTEE

8. (a) Each member undertakes to contribute an amount not exceeding ten dollars (\$10.00) if the Club is wound up:

- (i) while he or she is a member of the Club; or
 - (ii) within one year of the date that he or she ceases to be a member.
- (b) The contribution referred to in paragraph (a) of this Rule 8 shall be for the:
- (i) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
 - (ii) costs, charges and expenses of winding up.

APPLICATION OF PROPERTY ON DISSOLUTION

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

PROPERTY AND INCOME OF THE CLUB

10. The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
11. Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
12. Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a Certificate of Registration under Part II 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.
13. A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.

14. Subject to Rule 15 nothing in this Constitution shall prevent the payment:
- (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
 - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
 - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
15. A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:
- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976;
 - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
 - (c) interest at the rate referred to in Rule 14(c) above on any money lent by the director of the Club;
 - (d) a benefit provided in accordance with Section 10(6A) of the Registered Clubs Act 1976;
 - (e) rent as referred to and in accordance with Rule 14(d).

LIQUOR & GAMING

16. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 1(a) does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- (d) The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- (e) Subject to subsection 2(b) of Section 73 of the Gaming Machines Act 2002, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (f) Subject to subsection 2 of Section 74 of the Gaming Machines Act 2002, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

MEMBERSHIP

17. (a) The number of members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
- (b) No person under the age of 18 years shall be admitted as a member of the Club except as a Junior member.

18. (a) The Full membership of the Club shall be divided into the following categories:
 - (i) Foundation members;
 - (ii) Life members;
 - (iii) Club members;
 - (iv) Special members;
 - (v) Emeritus members;
 - (vi) Junior members.
- (b) The Board may from time to time as it sees fit, provide for different classes of members and of membership and shall define such classes by by-law.
19. Persons who are not Full members may, in accordance with this Constitution, be admitted to the Club as:
 - (a) Honorary members;
 - (b) Provisional members; and
 - (c) Temporary Members.
20. The number of Full members having the right to vote in the election of the Board shall at all times exceed the number of Full members who do not have the right to vote in the election of the Board.

ELIGIBILITY AND RIGHTS OF CLASSES OF MEMBERSHIP

FOUNDATION MEMBERS

21. (a) Foundation members shall be those persons who were members of the Manly-Warringah Rugby League Club Football Club at the date the Club was granted a Certificate of Registration. All those persons who are listed in the Club's register of members as Foundation members as at the date of the Special Resolution adopting this new Constitution shall continue in the category of Foundation member.
- (b) Foundation members shall have the same rights and entitlements as Life members and Club members.
- (c) Having regard to the financial contribution made by each Foundation member at the time the Club was granted its Certificate of Registration, Foundation members are not required to pay any further subscription or contribution to the Club.

LIFE MEMBERS

22. (a) Any member may in consideration of exceptional, unusual or distinguished merit be eligible to be elected to Life membership of the Club in accordance with this Rule 22.
- (b) Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- (c) Candidates for Life membership shall be nominated by one Foundation member, Club member or Life member and seconded by another Foundation member, Club member or Life member. The nomination shall be deposited with the Secretary.
- (d) If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than 21 days written notice of the nomination shall be given to all members eligible to vote at that meeting.

- (e) If a nomination for life membership is approved by a resolution passed by not less than a two-thirds majority of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club.
- (f) Every Life member shall be entitled to all the rights and privileges of a Club member.
- (g) A Life member is relieved from the payment of any annual subscription.
- (h) Those persons entered in the Club's Register of Members as Life members as the date of the Special Resolution adopting the new Constitution shall continue as Life members.

CLUB MEMBERS

- 23. (a) Club members shall be persons who have attained the age of eighteen (18) years and are elected to Club membership of the Club together with those persons entered in the Club's register as Ordinary members or members as at the date of the meeting approving the Special Resolution to adopt this new Constitution.
- (b) Club members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- (c) Club members shall be entitled to all the rights and privileges of membership of the Club including being entitled to:
 - (i) all the social privileges and advantages of the Club;
 - (ii) attend and vote at Annual General Meetings and general meetings of the Club;
 - (iii) subject to Rule 53, nominate for and be elected to hold office on the Board;
 - (iv) vote in the election of the Board;
 - (v) vote on any special resolution to amend this Constitution;
 - (vi) propose, second, or nominate any eligible member for any office of the Club;
 - (vii) propose, second or nominate any eligible member for Life membership;
 - (viii) introduce guests to the Club.

SPECIAL MEMBERS

- 24. (a) A Special member shall be a member who in the opinion of the Board has rendered conspicuous or special services to the Manly Warringah area or to the Club and who has been elected as a Special member by the Board. Special members shall be entitled to all the rights and privileges of a Club member.
- (b) If the members at a general meeting or Annual General Meeting by ordinary resolution approve a Special member as having the same privileges as a Life member, then that Special member shall be relieved from paying any annual subscription to the Club.

EMERITUS MEMBERS

- 24A. (a) An Emeritus member shall be any person who:-
 - (i) is a Life Member
 - (ii) has been a Full member of the Club for not less than twenty (20) years and which may be non-consecutive years.
 - (iii) has been a director of the Club for not less than ten (10) years but has ceased to be a director.

- (iv) has rendered conspicuous service to the Club.
 - (v) is nominated by the Board for Emeritus membership.
 - (vi) is approved as an Emeritus member by a resolution passed by a majority of not less than 75% of the members who being eligible to vote are present and voting on the resolution at a general meeting (including at an annual general meeting) of the Club.
- (b) An Emeritus Member shall not be liable for any fee or annual subscription as a member of the Club.

JUNIOR MEMBERS

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

TRANSFER BETWEEN CLASSES OF MEMBERSHIP

26. (a) The Board shall have the power on the application of any member to transfer that member to another category of membership if that member has the qualifications for that other category of membership.
- (b) Any application for transfer of membership pursuant to this Rule 26 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than one week before the transfer of the applicant to another class of membership of the Club.
- (c) A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- (d) Upon a member being transferred to another class of membership of the Club, the Secretary shall cause a notice of such transfer to be promptly forwarded or posted to such member. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

HONORARY MEMBERS

27. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club; or
 - (ii) any prominent citizen or local dignitary visiting the Club.
- (b) Honorary members shall only be entitled to the social facilities and amenities of the Club as the Board may determine from time to time.
- (c) Honorary members 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 in the Club or participate in the management, business and affairs of the Club in any way.
- (d) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- (i) the name in full of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary membership is conferred;
 - (iv) the date on which Honorary membership is to cease.

PROVISIONAL MEMBERS

28. Every person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club and who has paid to the Club the entrance fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form shall be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
29. Should a person who is admitted as a Provisional member not be elected to membership of the Club within six weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the entrance fee (if any) and subscription submitted with the nomination shall be forthwith returned to that person.
30. (a) Provisional members shall be entitled to:
- (i) the social facilities and advantages of the Club as the Board may determine from time to time; and
 - (ii) introduce guests into the Club.
- (b) Provisional members shall not be entitled to:
- (i) attend and vote at Annual General Meetings and general meetings of the Club; or
 - (ii) nominate for and be elected to hold office on the Board;
 - (iii) vote in the election of the Board;
 - (iv) vote on any special resolution to amend this Constitution;
 - (v) propose, second, or nominate any eligible member for any office of the Club;
 - (vi) propose, second or nominate any eligible member for Life membership.

TEMPORARY MEMBERS

31. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:

- (a) Any person whose permanent place of residence in New South Wales is not less than a distance of 5 kilometers radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
 - (b) A full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club.
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.
- 32.
- (a) Only Foundation members, Life members, financial Club members, Special members and Emeritus members are entitled to attend and vote at any general meeting or Annual General Meeting of the Club and in the election of the Board of the Club.
 - (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
 - (c) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 49.
 - (d) The Secretary, President or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore.
 - (e) No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a Junior member of another registered club and satisfies the requirements of Rule 31(c).
 - (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 31(c) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
 - (i) the name in full 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.

VOTES OF MEMBERS

- 33.
- (a) Only Life members, Foundation members, Special members, Emeritus members and financial Club members shall be entitled to attend and vote at any general meeting or Annual General Meeting of the Club.
 - (b) Junior members shall not be entitled to attend and/or vote at any General Meeting or Annual General Meeting of the Club nor vote in the election of the Board.
 - (c) Subject to Rule 97(a), every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.
 - (d) No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.

ELECTION OF MEMBERS

34. (a) A person shall not be admitted to membership of the Club (other than as an Honorary member, Temporary member or Provisional member) as a member of the Club unless that person is elected to membership by the Board of the Club, or by a duly appointed election committee of the Club.
- (b) The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
- (c) The Board may reject any application for membership without assigning any reason for such rejection.
35. (a) Every application for membership of the Club shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
- (i) the full name of the applicant;
 - (ii) the residential address of the applicant;
 - (iii) the date of birth and the age of the applicant;
 - (iv) the occupation of the applicant;
 - (v) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
 - (vi) the signature of the applicant;
 - (vii) such other particulars as may be prescribed by the Board from time to time.
- (b) Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:
- (i) the entrance fee (if any) and the appropriate annual subscription;
 - (ii) identification such as (without limitation) a current driver's licence or a current passport held by that applicant.
- (c) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application form and shall cause the application to be sent to the Secretary.
- (d) A person whose application has been signed by an authorised officer of the Club in accordance with paragraph (c) of this Rule 35 and who has paid the Club the entrance fee (if any) and the first annual subscription for the class of membership applied for shall thereby become a Provisional member.
- (e) The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
- (f) An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
36. (a) Upon a person being elected as a member of the Club the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be

elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.

- (b) A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND LEVIES

- 37. Annual subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
- 38.
 - (a) Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum prescribed under the Registered Clubs Act.
 - (b) The Board may at any time or times suspend the payment of entrance fees either generally or in respect to individual cases and shall have the discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstance that may arise.
- 39.
 - (a) All subscriptions shall be due and payable on a date determined by the Board from time to time.
 - (b) Any person who has not paid his or her subscription within 30 days of the due date shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club and the provisions of Rule 42 shall not apply to such resolution.
 - (c) Each year the Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the subscription in paragraph (a) of this Rule 39 and of the provisions of paragraph (b) of this Rule 39.
 - (d) Any person who has been removed from membership of the Club pursuant to paragraph (b) of this Rule 39 may re-apply for membership in accordance with this Constitution.

REGISTERS OF MEMBERS AND GUESTS

- 40. The Club shall keep the following registers:
 - (a) A register of persons who are Full members. This register shall set forth in respect of each of those members:
 - (i) the name in full;
 - (ii) the occupation;
 - (iii) the address;
 - (v) the date on which the entry of the member's name in the register is made;
 - (vi) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
 - (b) A register of persons who are Honorary members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act.

- (c) A register of persons who are Temporary members other than Temporary members referred to in Rule 31(c) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.
- (d) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act.

ADDRESSES OF MEMBERS

41. Members must advise the Secretary of the Club of any change in their address within seven days of changing their address as recorded in the register referred to in Rule 40(a).

DISCIPLINARY PROCEEDINGS

42. Subject to Rule 43, the Board shall have power to reprimand, suspend, expel or accept the resignation of any member, if that member:

- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
- (b) is, in the reasonable opinion of the Board;
 - (i) guilty of any conduct prejudicial to the interests of the Club; or
 - (ii) guilty of conduct which is unbecoming of a member.

43. (a) A member shall be notified of:

- (i) any charge against the member pursuant to Rule 42; and
 - (ii) the date, time and place of the hearing of the charge.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 43 by notice in writing by a prepaid letter posted to the member's last known address at least seven (7) clear days before the meeting of the Board at which the charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge.
- (c) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge. The members shall be entitled to call any witnesses in his defence at the hearing.
- (d) If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- (e) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.
- (f) When the Board has determined the issue of guilt, if the member charged is at the meeting, the Board must inform the member whether or not the member has been found guilty.
- (g) If the member is not at the meeting, the Board can consider and determine the question of guilt and penalty at the same time and shall not be required to give the member an opportunity to address the Board in relation to the penalty.

- (h) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a simple majority of the directors present in person vote in favour of such motion.
 - (i) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
44. If a notice of charge is issued to a member pursuant to Rule 43(a), the Board shall have power by resolution to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for six (6) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
45. (a) Any member suspended pursuant to Rules 42, 43 or 44 shall during the period of such suspension not be entitled to:
- (i) attend at the premises of the Club for any purpose without the permission of the Board;
 - (ii) participate in any of the social or sporting activities of the Club or any sub club;
 - (iii) attend or vote at any meeting of the Club or any sub club;
 - (iv) nominate or be elected or appointed to the Board or any committee of any sub club;
 - (v) propose, second or nominate any eligible member for any office of the Club or any sub club;
 - (vi) propose, second or nominate any eligible member for Life membership.
- (b) Should a member incur any debt to the Club or to the Club's staff or employees or persons on a contract with the Club and fails to discharge such a debt upon request in writing by the Secretary, 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 a course, however the provisions of Rule 43 shall not apply.

REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

46. (a) In accordance with Section 77 of the Liquor Act, the Secretary or, subject to paragraph (c) of this Rule 46, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
 - (iv) who hawks, peddles or sells any goods on the premises of the Club;
 - (v) who, within the meaning of the *Smoke-free Environment Act*, smokes while on any part of the premises that is smoke-free.
 - (vi) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
 - (vii) whom the Club, under the conditions of its certificate of registration, or a term of a liquor accord, is authorised or required to refuse access to the Club.

- (b) If pursuant to paragraph (a) of this Rule 46 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph (c) of this Rule 46) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (c) Without limiting the provisions of Section 77 of the Liquor Clubs Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
 - (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (ii) any employee authorised by the Secretary to exercise such power.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 47. (a) A member may at any time by giving notice in writing to the Secretary resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
- (b) Any member who has resigned pursuant to this Rule 47 will not be entitled to any refund of membership fees or any part thereof unless the Board considers that there are circumstances warranting an ex gratia payment of the unexpired portion of his or her membership fees from the date of resignation.

GUESTS

- 48. (a) Subject to sub-rule (i) below, all members except Honorary members shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 49.
- (b) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who is then suspended or who has been expelled from the Club pursuant to Rule 43 or suspended pursuant to Rule 44 or who has been refused admission to or turned out of the Club pursuant to Rule 46.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (f) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (g) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (h) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- (i) The Secretary may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.

49. A Temporary member may bring into the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
 - (b) who does not remain on the Club premises any longer than that Temporary member;
 - (c) in relation to whom the member is a responsible adult.
50. For the purposes of Rule 49(c) "responsible adult" means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
 - (b) the minor's spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor's spouse on a permanent and domestic basis;
 - (c) a person who for the time being has parental responsibility for the minor.

BOARD OF DIRECTORS

51. (a) As and from the opening of nominations and the election of the Board prior to the Annual General Meeting in 2006 the Board of Directors shall be elected biennially (that is, for terms of two (2) years) by the general body of members at a ballot conducted in accordance with these Rules;
- (b) Subject to this Rule 51 a minimum of three (3) of the seven (7) directors who are elected at each Biennial General Meeting shall be Life members of the Manly Warringah Rugby League Football Club Limited (such qualification being hereinafter referred to as the "Special Qualification");
- (c) If at the close of nominations for the election of the Board there are three candidates who have the Special Qualification then they will be declared elected and the ballot shall be conducted for the remaining four (4) positions on the Board;
- (d) If at the close of nominations for the election of the Board there are more than three candidates who have the Special Qualification then:
- (i) the three candidates who receive the highest number of votes from among the candidates with the Special Qualification will be declared elected;
 - (ii) votes in favour of the other candidates with the Special Qualification will be counted on the same basis as candidates who do not have the Special Qualification, that is, those candidates will be declared elected or not elected according to the number of votes cast in favour of each candidate on the first past the post basis.
- (e) Notwithstanding paragraph (b) of this Rule 51, in the event that at the close of nominations for the election of the Board prior to each Biennial General Meeting there are less than three (3) candidates with the Special Qualification, then the ballot will still proceed and members who do not have the Special Qualification may be elected to the position or positions which are not filled by candidates with the Special Qualification;
- (f) In the event that a director with the Special Qualification ceases to be a director of the Club the Board has the power pursuant to Rule 82 to appoint a person not holding the Special Qualification to fill the casual vacancy until the next Biennial General Meeting.

52. All nominations must be delivered to the Secretary not less than fourteen (14) days before the day fixed for each Biennial general meeting which will be the closing date for nominations.
53. (a) Nominations for election of the directors shall be made in writing and signed by two members of the Club and by the nominee who shall also signify his consent to the nomination.
- (b) The Secretary shall immediately after receiving nominations post the names of the candidates and their proposers on the Notice Board, and if so directed by the President shall notify members by mail of the names of the candidates and their proposers.
- (c) If the full number of candidates for the position 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 Chairman, subject to Rule 1, shall declare those nominated duly elected.
- (d) A person shall not be eligible to stand for election or appointment to the Board unless (in addition to any other condition for eligibility provided in this Constitution) that person is a member of the Club and has been a Full member of the Club for three (3) consecutive years as at the date that the member is nominated for election or appointment to the Board provided however that this Rule 53(d) shall only apply to those persons who become Full members of the Club after the Annual General Meeting of the Club in 2013.
54. An election by ballot of the members of the Board of Directors shall be conducted in the following manner:-
- (a) The ballot shall be taken prior to or on the date fixed for the Biennial General Meeting at such hours and on such days as the Board may from time to time direct.
- (b) The ballot shall be conducted at the place appointed for the holding of such meeting.
- (c) The ballot shall be conducted by the Returning Officer or other authorised person appointed by the Board assisted by scrutineers nominated by the candidates. Each candidate will have the right to nominate one scrutineer.
- (d) The voting papers shall contain in alphabetical order the names of all duly nominated candidates for the respective positions and a square shall be placed opposite to and immediately to the left of each candidate's name.
- (e) The voter shall mark his or her voting paper by placing a cross or other distinctive mark in the appropriate square opposite the names of each of the candidates for whom he or she wishes to vote. Every person voting shall vote for the full number of candidates required to be elected and no more and no less.
- (f) At the close of the ballot the Returning Officer or other authorised person assisted by the scrutineers shall proceed with the examination of the voting papers and shall count the ballot and shall report the result to the Chairman of the Biennial meeting who shall then declare such candidate or candidates who receive the greatest number of votes to be duly elected.
- (g) Any voting paper on which the votes are not recorded for the exact number of candidates to be elected shall be rejected as informal.
- (h) In any case of doubt as to the formality of the voting paper the matter shall be referred to the Returning Officer whose decision shall be final.
- (i) In the event of an equality of votes in favour of two or more candidates the Returning Officer in the presence of the scrutineers for the candidates concerned shall determine the successful candidate by drawing lots between the candidates who have received equal votes.

55. The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 54.

POWERS OF THE BOARD

56. The Board shall be responsible for the management of the business and affairs of the Club.

GENERAL POWERS

57. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made.

SPECIFIC POWERS

58. Without derogating from the general powers conferred by Rule 57, the Board shall have power from time to time:
- (a) To make, alter and repeal By-Laws pursuant to Rule 61.
 - (b) To enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (c) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - (d) To secure the fulfillment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (e) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (f) To determine who 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.
 - (g) 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.
 - (h) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
 - (i) Sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Club or to which the Club may be entitled to provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act.
 - (j) To appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.

- (k) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (l) To set the entrance fees and annual or other subscriptions and fees payable by all members.
- (m) To fix the maximum number of each class of members who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (n) To affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.

COMMITTEES

59. (a) Without derogating from the general powers conferred by Rule 57, the Board shall have power from time to time to delegate any of its powers to committees consisting of any:
- (i) Director;
 - (ii) Member;
 - (iii) Employee;
 - (iv) Person who is not a member but who has a particular skill or expertise which they will apply to a committee;
- or any combination thereof. The Board shall also have the power from time to time to revoke any such delegation.
- (b) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may from time to time impose.
 - (c) The President shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.
 - (d) Any committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson of the meeting shall have a second and casting vote.
 - (e) The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 59 or by any by-law made by the Board pursuant to this Rule 59.
 - (f) Any Committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

SUB CLUBS

60. (a) Without derogating from the general powers conferred by Rule 57, the Board shall have power from time to time to:
- (i) Establish sub clubs with such objects, powers and membership qualifications as the Board may determine from time to time.

- (ii) Allow each of the sub clubs established pursuant to this Rule 60 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established within the Club.
 - (iii) Allow the sub clubs to create rules and by-laws for the control and regulation of the sporting and social activities of such sub clubs.
 - (iv) Permit any such sub club to adopt a name distinctive of such sub club (provided it be described as a sub club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
- (b) Any of the sub clubs established pursuant to paragraph (a) of this Rule 60 or those already in existence must conform to any by-law made by the Board pursuant to Rule 61.
 - (c) The President shall be ex officio a member of all the committees of such sub clubs and may nominate a director to represent him or her on the committees of such sub clubs.
 - (d) Subject to the general control and supervision of the Board, each such sub club may manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of each sub club and its governing body shall also be produced promptly to the Board which shall review and preserve such minutes and records.
 - (e) The Board may empower each such sub club to open and operate a bank account in the name of the section in such bank or banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
 - (f) Subject as hereinafter provided the constitutions of each such sub club may be amended from time to time by a majority of the members for the time being of such sub club at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the sub club shall have effect unless and until it shall have been approved by resolution of the Board. Such approval shall not be unreasonably withheld.
 - (g) Any disciplinary action by a sub club in respect of any member of such sub club shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.

BY-LAWS

- 61. (a) The Board may make such By-laws not inconsistent with this Constitution as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.
- (b) Without limiting the generality of paragraph (a) of this Rule 61 the Board may regulate:
 - (i) such matters as the Board are specifically by this Constitution empowered to regulate by By-law;
 - (ii) the general management, control and trading activities of the Club;
 - (iii) the control and management of the Club premises;
 - (iv) the conduct of members and guests of members;
 - (v) the privileges to be enjoyed by each category of members;

- (vi) the relationship between members and Club employees;
 - (vii) generally, all such matters as are commonly the subject matter of the Constitution or By-laws or which by the Constitution are not reserved for decision by the Club in general meeting.
- (c) Any By-law made under this Rule 61 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the notice board.
 - (d) The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.
 - (e) The Club in General Meeting may revoke and disallow any such By-Law, Rule or Regulation provided that the Notice convening the meeting states that notice has been received as provided for in Clause (c) of this Article and also specifies the By-Law, Rule or Regulation objected to.
 - (f) Without limiting the rights of members under Rule 61(e) any five (5) members may at any time during the month of November in any year give to, the Secretary notice in writing signed by them that they object to one or more specified By-Laws, Rules or Regulations and the Secretary shall then include a statement to that effect on the notice convening the next General Meeting.
 - (g) Neither the revocation or disallowance by the Club in General Meeting of any By-Law, Rule or Regulation nor the knowledge that it might take place nor its amendment or rescission by the Board shall invalidate any act by the Board or by an officer or servant of the Club prior to such amendment or rescission.

PROCEEDINGS OF THE BOARD

- 62. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business.
- 63. A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
- 64. The President shall preside as chairperson at every meeting of the Board. If the President is not present or is unwilling or unable to act then the directors present shall elect one of their number as chairperson for that meeting. The Secretary shall take the chair only for the purpose of conducting an election for the Chairperson. The Secretary shall not be entitled to vote in the election of the Chairperson.
- 65. (a) A majority of the Directors personally present shall constitute a quorum for meetings of the Board.

(b) If a quorum is not present within fifteen (15) minutes of the time fixed for the meeting, it shall stand adjourned to the same time 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 form a quorum.
- 66. The President may at any time and the Secretary upon the request of not less than two (2) directors shall convene a meeting of the Board.
- 67. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

68. The continuing directors on the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
69. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
70. A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.
71. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

DECLARATIONS OF INTERESTS BY DIRECTORS

72. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
 - (i) declare the nature of the interest at a meeting of the Board; and
 - (ii) comply with Rule 77.
- (b) Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- (c) A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or any remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Regulations under the Registered Clubs Act.
- (d) A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club (in accordance with the Regulations under the Registered Clubs Act) declaring gifts or any remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club.

REGISTER OF INTERESTS

73. The Secretary shall, in accordance with the Registered Clubs Regulation, keep a register of disclosures, declarations and returns made to the Club pursuant to Rule 72 and pursuant to Division 2 Part 4A of the Registered Clubs Act.
74. Deleted.
75. Deleted.
76. Rule 72 to 73 inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

77. In accordance with Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

- (a) must not vote on the matter;
- (b) must not be present while the matter is being considered at the meeting.

78. The provisions of Section 195(2) of the Act apply in relation to Rule 77.

CONTRACTS WITH DIRECTORS

79. (a) In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a Director or with a company or other body in which a Director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (b) A "pecuniary interest" in a company for the purposes of paragraph (a) of this Rule 79 does not include any interest exempted by Regulation made under the Registered Clubs Act.
- (c) Provided that the provisions of Rule 72(a), Rule 77 and paragraph (a) of this Rule 79 have been satisfied with respect to a commercial arrangement or a contract:
- (i) the director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract.
 - (ii) the commercial arrangement or a contract shall not, by reason of that directors interest, be avoided.
 - (iii) the director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.

CONTRACTS WITH SECRETARY

80. (a) Subject to paragraph (b) of this Rule 80, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (i) the Secretary; or
 - (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary;
 - (iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act);
- (b) Paragraph (a) of this Rule 80 does not prevent the Club entering into a contract with any of the above persons which is:
- (i) a contract of employment; or
 - (ii) otherwise permitted by the Registered Clubs Act.

REMOVAL FROM OFFICE OF DIRECTORS

81. (a) The members in general meeting may by ordinary resolution:
- (i) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.
- (b) Any person appointed pursuant to sub paragraph (a)(ii) of this Rule 81 shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.
- (c) Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two months before the meeting at which the resolution is

to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

VACANCIES ON BOARD

82. The Board has power at any time and from time to time to appoint to the Board any member who is eligible to hold office as a director of the Club to fill a casual vacancy but such member does not need to have the Special Qualification referred to in Rule 51.
83. (a) If at any time a Director ceases or Directors cease to hold the special qualification so that there are less than five (5) Directors on the Board with the special qualification then the Director or Directors not holding the special qualification who receive the least number of votes at the most recent Biennial General Meeting will vacate his or their position. If there was no ballot at the most recent Biennial General Meeting then the most recently appointed Director or Directors not holding the special qualification will vacate his or their position.

The number of vacancies created by the circumstances set out above will be the same as the number of positions the Board is required to fill so that there will at all times be five (5) Directors on the Board who hold the special qualification.

- (b) The Board shall have power at any time and from time to time to appoint any eligible member to the Board to fill a casual vacancy or replace a Director who has been removed from office provided that at all times there shall be at least five (5) Directors on the Board of Directors who hold the special qualification as referred to in Rule 1. The member so appointed will hold office only until the conclusion of the next Biennial General Meeting when they shall retire but shall be eligible for re-election.

GENERAL MEETINGS

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

85. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- (b) The Board must call and arrange to hold a general meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the general meeting; or
 - (ii) at least 100 members who are entitled to vote at the general meeting.

In this Rule 85 the term "the request" shall mean the request referred to in this paragraph (b).

- (c) The request must:
- (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within 21 days after the request is given to the Secretary. The meeting is to be held not later than 2 months after the request is given to the Secretary.

- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Secretary.
 - (g) The meeting referred to in paragraph (f) of this Rule 85 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three months after the request is given to the Club.
 - (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
 - (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 85. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
86. (a) At least 21 days notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.
- (b) A notice of a general meeting of the Club's members must:
- (i) set out the place, date and time of the meeting; and
 - (ii) state the general nature of the meeting's business; and
 - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.
- (c) A copy of a notice of a general meeting of the members of the Club (including an Annual General Meeting) shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting, however failure to do so shall not in any way effect the validity of the meeting.
- (d) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

ANNUAL GENERAL MEETINGS

87. The business of the Annual General Meeting shall be as follows:
- (a) to confirm the Minutes of the previous Annual General Meeting;
 - (b) to receive and consider the reports referred to in Rule 103;
 - (c) in the case of a Biennial General Meeting, to declare the results of the election of the Board or if required by the Constitution conduct an election to elect the new Board;
 - (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) to approve the reimbursement of directors' expenses and the payment of honorariums (if any);

- (f) to deal with any other business of which due notice has been given to the members.
- 88. The Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- 89. If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

MEMBERS' RESOLUTIONS

- 90. (a) The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
 - (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at a general meeting;
- (b) The notice must:
 - (i) be in writing; and
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy;
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
- 91. (a) If the Secretary has been given notice of a resolution under Rule 90, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given;
- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting;
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting;
- (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.
- (e) The Club need not give notice of the resolution:
 - (i) if it is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
- 92. (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
 - (i) a resolution that is proposed to be moved at a general meeting; or
 - (ii) any other matter that may be properly considered at a general meeting;

- (b) The request must be made by:
 - (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at the meeting.
- (c) The request must be:
 - (i) in writing; and
 - (ii) signed by the members making the request; and
 - (iii) given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy;
- (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary;
- (f) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting;
- (g) The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.
- (h) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (i) The Club need not comply with the request:
 - (i) if the statement is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

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

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

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

PROCEEDINGS AT GENERAL MEETINGS

95. The President shall be entitled to take the Chair at every general meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling

or unable to act then the members of the Club present shall elect a member of the Board or one of their number to preside as chairperson of the meeting.

96. (a) No business shall be transacted at any general meeting of members unless a quorum of members is present.
- (b) At any general meeting of the Club (including an Annual General Meeting), thirty-five (35) eligible members present in person shall constitute a quorum if the meeting was requested by members in accordance with Rule 85 and twenty-four (24) eligible members present in person shall constitute the quorum if the meeting was called or convened by the President or the Board of Directors of the Club.
- (c) If a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (i) be dissolved if it was convened at the request of members pursuant to Rule 85; or
 - (ii) stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine.
- (d) If at any meeting adjourned pursuant to this Rule 96 a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.
97. (a) Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members or by the chairperson) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.
- (b) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith.
- (c) A demand for a poll may be withdrawn.
- (d) At any general meeting (unless a poll is demanded) a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

PROXY VOTING PROHIBITED

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

ADJOURNMENT OF GENERAL MEETINGS

99. (a) The Chairperson of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (c) A resolution passed at a meeting resumed after an adjournment shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
- (d) It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

MINUTES

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

ACCOUNTS

101. The Board shall:
- (a) Cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
 - (b) cause to be prepared and submitted to a meeting of the Board on a quarterly basis, financial statements that incorporate:
 - (i) the Club's profit and loss accounts and trading accounts for the quarter; and
 - (ii) a balance sheet as at the end of the quarter.
 - (c) indicate, by displaying a notice in the approved form on the Club's premises and on the Club's website how the members of the Club can access the financial statements.
102. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
103. (a) The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.
- (b) In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of October immediately prior to the Annual General Meeting:
- (i) the financial report of the Club; and

- (ii) the directors' report;
- (iii) the auditors' report on the financial report.

104. Deleted.

FINANCIAL YEAR

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

AUDITORS

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

SECRETARY

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

EXECUTION OF DOCUMENTS

108. (a) The Club shall have a Seal.
- (b) The Board must provide for the safe custody of the Seal.
- (c) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (vii) two members of the Board; or
 - (viii) one member of the Board and the Secretary.
- (d) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) two members of the Board; or
 - (ii) one member of the Board and the Secretary.

NOTICES

109. A notice may be given by the Club to any member either personally or by sending it by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution.
110. Where a notice is sent by post to a member in accordance with Rule 109 the notice shall be deemed to have been received by the members;
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- 110A. Notwithstanding Rule 109 and Rule 110 notice of a meeting may be given to a member by sending it to the electronic address (if any) nominated by that member for the purposes of section 249J of the Act and, if sent to that electronic address, is taken to be given on the day after it is sent.

INDEMNITY TO OFFICERS

- 111. Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- 112. The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

INTERPRETATION

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

AMENDMENTS TO CONSTITUTION

- 114. This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Life members, Foundation members, Special members, Emeritus members and financial Club members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.

HISTORICAL PROVISIONS

- 115. The names and addresses of the original subscribers to the Club's Memorandum of Association are:

Names, Addresses and Descriptions of Subscribers	Witness to Signatures
ARNOLD BASIL STEHR Public Servant Flat 11, 88 Ocean Beach Manly	JOHN LAWRENCE MARTIN Public Servant 3 Moore Street Harbord
EDGAR ALLEN LANGFORD Clerk 754 Pittwater Road Brookvale	JOHN LAWRENCE MARTIN
JOHN LESLIE MUNRO Clerk 10 Kooloora Avenue Harbord	JOHN LAWRENCE MARTIN

GORDON VIVIAN WILLOUGBY
Representative
20 Eureka Avenue
North Balgowlah

JOHN LAWRENCE MARTIN

JOSEPH LEONARD HOGAN
Retired Civil Engineer
4 Fairlight Street
Manly

JOHN LAWRENCE MARTIN

CLARENCE BOWYER
Solicitor
3 Marshall Street
Manly

JOHN LAWRENCE MARTIN

KENNETH RONALD ARTHURSON
Public Servant
19 Bollingbroke Parade
Fairlight

JOHN LAWRENCE MARTIN