

Australian Securities and Investments Commission  
Corporations Act 2001

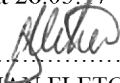
A company Limited by Guarantee

## **CONSTITUTION**

of

**PENRITH RUGBY LEAGUE  
CLUB LIMITED  
ACN 000 578 398**

I certify this to be a true copy of the Constitution of Penrith Rugby League Club Limited  
as at 28.03.17



.....  
BRIAN FLETCHER  
SECRETARY  
PENRITH RUGBY LEAGUE CLUB LIMITED  
DATE: 28.03.17

**CORPORATIONS ACT 2001**  
**A Public Company Limited by Guarantee**  
**and not having a Share Capital**

**CONSTITUTION**  
**of**  
**PENRITH RUGBY LEAGUE CLUB LIMITED**

**NAME**

1. The name of the Club is "Penrith Rugby League Club Limited".

**DEFINITIONS**

2. In this Constitution, unless the context otherwise requires:

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

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

"**Authority**" means the Independent Liquor & Gaming Authority or any body or person which replaces it or exercises any of its functions.

"**Auditor**" or "**Auditors**" means the auditor or auditors for the time being of the Company.

"**Biennial General Meeting**" means every second Annual General Meeting of the Club commencing on and from the Annual General Meeting of the Club in 2012 and in respect of which there shall be an election for the Board in accordance with these Rules.

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

"**Business Day**" means any day except Saturday, Sunday or a bank or public holiday in New South Wales.

"**By-Laws**" means the by-laws of the Club from time to time as promulgated by the Board.

"**Club**" means Penrith Rugby League Club Limited.

"**Club Committee**" means any Home Club committee formed in accordance with procedures established by the Board from time to time.

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

"**Club Licence**" means a club licence under Section 10 of the Liquor Act.

"**Company**" means Penrith Rugby League Club Limited.

"**Constitution**" means and includes these Rules.

"**Director**" means any person occupying the position of Director on the Board.

"**Home Club**" means any club with which the Club has amalgamated from time to time.

"**Home Club Member**" means in relation to each Home Club those persons who have made an application for membership of the Club at the premises of a Home Club and have been admitted as either Permanent Members or Ordinary members of that Home Club.

"**Honorary Member**" is bestowed by the Board upon dignitary persons as a gesture of good will. Honorary Membership has a start date and finish date and cannot be purchased. Honorary Members have no voting or standing rights for Club Committees or the Board.

"**Life Member**" is bestowed by the Board upon a Member in recognition of their services rendered. Membership is valid until Member's passing and cannot be purchased. Life Members have full voting and standing rights for Club Committees and the Board.

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

"**Member**" or "**Members**" means the member or members for the time being of the Company.

"**Notice Board**" means the board or boards provided in a conspicuous place in the Club's premises on which notices for the information of members are posted.

"**Office**" means the registered office for the time being of the Company in New South Wales.

"**Ordinary Member**" is membership that is purchased by Members and allows full membership benefits. Ordinary Members have full voting rights in relation to constitutional matters. Voting rights to vote for the Board of Directors is limited to Penrith Home Club Members only.

"**Penrith Club**" means the premises of the Club situated at Mulgoa Road, Penrith, New South Wales.

"**Permanent Member**" is a Member who has purchased permanent Membership of the Club which is to run until the time of their passing. At this time Membership fees are refundable less GST providing a claim is made by the deceased's estate. Permanent Membership allows members to enjoy the same membership benefits as Ordinary Members.

"**Proposed Member**" is a person who has lodged a Membership nomination form that is pending approval by the Board of Directors, and has the same meaning as is ascribed to "Provisional Member" by the Registered Clubs Act 1976.

"**Register**" means the Register of Members to be kept pursuant to the Act.

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

"**Rules**" means the rules contained in the Constitution of the Company from time to time.

"**Seal**" means the Company's common seal.

"**Secretary**" means the company secretary and Chief Executive Officer, and includes any person acting in that capacity.

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

"**Social Member**" is a Member of the Club for up to 12 months and who have no voting rights or standing rights for the Board or any Club Committee. Social Members are not permitted to participate in or enter any Home Club or Club promotions.

**“Statute”** means the Act or any statutory modification, amendment or re-enactment thereof for the time being in force.

**“Temporary Member”** is a Member in accordance with the Registered Clubs Act 1976 – Section 30B. Members can be admitted as Temporary Members of the Club for a period of up to, but not exceeding, 7 consecutive days. Temporary Members have no voting rights or standing rights for the Board or any Club Committee. Temporary membership does not carry any of the benefits of a Full Financial Member.

## **INTERPRETATION**

3. In this Constitution, unless the context otherwise requires:
  - (a) a reference to:
    - (i) one gender includes the others;
    - (ii) the singular includes the plural and the plural includes the singular;
    - (iii) a reference to a day or a month means a calendar day or calendar month;
    - (iv) a reference to 'writing' or 'written' includes modes of reproducing or representing words in a visible form;
  - (b) the meaning of any general language is not restricted by any accompanying example, and the words 'includes', 'including', 'such as', 'for example' or similar words are not words of limitation; and
  - (c) headings and the index are for convenience only and do not form part of this Constitution or affect its interpretation.

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

4. The "replaceable rules" contained in the Act are excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.
5. The Club is established for the objects set out in this Constitution.
6. The Club shall be a non-proprietary Club.
7. 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 Director or of any member of a 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.
8. Subject to the provisions of Section 10(1)(j), Section 10(7), and any other applicable section of the Registered Clubs Act, only the Club and its members are entitled to derive, directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the licensed premises of the Club.
9. The Secretary, or an employee, or a member of the Board or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
10. An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
11. 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 Rule

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.

12. 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.
13. A person under the age of eighteen (18) years shall not use or operate poker machines or any other forms of gaming devices on the premises of the Club.

## **OBJECTS**

14. The objects for which the Club is established are:
  - (a) To acquire all the assets of the Penrith Rugby League Club subject to all debts owing in respect thereof and all other liabilities subsisting at the date of such acquisition.
  - (b) To obtain the transfer to or its nominee of all licences held by or on behalf of the Penrith Rugby League Club under the Liquor Act as amended or under any other State or Federal Statute.
  - (c) 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.
  - (d) To promote and propagate the game of Rugby League Football in the Rugby League Football District of Penrith or elsewhere and to provide or assist in the provision of training and conditioning and teaching facilities for football played in accordance with the rules of the New South Wales Rugby Football League.
  - (e) To purchase hire lease or otherwise acquire for the purpose of the Club any real or personal property and any rights or privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
  - (f) To conduct on its own or jointly with another on any premises of the Club or elsewhere within any Local Government area in which the Club has defined premises, any function or entertainment, or fund raising event.
  - (g) To give sell mortgage exchange hire lease or otherwise dispose of the property of the Club or any part or parts thereof.
  - (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
  - (i) 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.
  - (j) To borrow money from time to time and for such purposes to give debentures liens mortgage charges or other security over the whole or any part of the property real or personal of the Club.
  - (k) In furtherance of the objects of the Club to apply for and obtain and hold a Club licence or any other licence or licences or certificate of registration under the Liquor Act or Laws or any other 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 officer or officers to act as Licensee or Licensees and hold the Licence or Licences on behalf of the Club.
  - (l) In furtherance of the objects of the Club to obtain and hold any Licence or permission necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco

cigars and cigarettes and of all kinds of goods provisions etcetera required used or desired by members.

- (m) To take or reject any gift of property money or goods whether subject to any special trust or not.
- (n) To erect maintain improve or alter any building or buildings for the purposes of the Club.
- (o) To render aid either financial or by other means to clubs or associations in the Rugby League Football District of Penrith or elsewhere which clubs or associations are playing or conducting football played in accordance with the rules of the New South Wales Rugby League.
- (p) 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.
- (q) 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 connection 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.
- (r) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Club.
- (s) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such person; and to grant pensions and allowances; and to make payments towards insurance.
- (t) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
- (u) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (v) To make donations for patriotic or charitable purposes.
- (w) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (x) 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.
- (y) To guarantee and to act as guarantors for any moneys borrowed by any person, corporation or unincorporated body whatsoever and for this purpose to sign any Mortgages, Deeds of Guarantee or otherwise as may be required to give effect to such guarantee.
- (z) To render aid whether financial or otherwise to such other society, association or club whether corporate or unincorporate established for the encouragement or promotion of an athletic sport in which human beings are the sole participants and which is not carried on for the purposes of profit or gain to its individual members.
- (aa) To render aid whether financial or otherwise to any society, association or club whether corporate or unincorporate established for musical purposes or for the encouragement of music, art, science or literature and which is not carried on for the purpose of profit or gain to

its individual members PROVIDED THAT the activities of such society, association or club shall be carried on in the area of the Penrith City and the wider community.

- (bb) To enter into any joint venture or other commercial enterprise with any sporting, musical, dramatic, theatrical, cinematic, artistic or other society, association or club which shall have as its main or primary object the provision of sport or cultural or entertainment activities in the City of Penrith and the wider community or the provision of leisure amenities in the said City whether or not such society, club or association shall be of a commercial nature PROVIDED THAT any profits accruing to the benefit of the Club from such joint venture or commercial enterprise shall not be applied by the Club other than in accordance with rules 7, 8 and 9 hereof.
  - (cc) To provide for the benefit of the residents of the City of Penrith and the wider community such areas for passive recreation or educational activities as may seem expedient to the Club from time to time.
  - (dd) To carry on the business of builders of commercial or residential buildings or otherwise either on its own accounts or in joint venture or partnership with commercial builders PROVIDED THAT any profits accruing to the benefit of the Club from such building enterprise shall not be applied other than in accordance with rules 7, 8 and 9 hereof.
  - (ee) In the furtherance of objects (z), (aa), (bb), (cc), and (dd) hereof to erect or join in the erection of such buildings or other structures as may be necessary for the giving effect to such objects and to lay out or join in the laying out or landscaping of the lands and properties of the Club or of the joint ventures or commercial enterprises.
15. Rule 14 is to be construed so as to widen and not restrict the powers of the Club.
16. Subject to Rule 17, 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 and no portion 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 prevents the payment in good faith of:
- (a) interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member; or
  - (b) remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club.
17. No member of the Board or of any committee of the Board shall be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee, and, no remuneration shall be given by the Club to any member of the Board or of any committee; except that nothing in this Rule shall be construed as preventing:
- (a) the payment of an honorarium in respect of special honorary services rendered;
  - (b) the repayment of out-of-pocket expenses; or
  - (c) payment of interest on money lent, or hire of goods, or rent for premises demised to the Club.

#### **WINDING UP**

18. The liability of the members of the Club is limited.
19. Each member of the Club undertakes to contribute to the assets of the Club in the event of the Club being wound up during the time that he or she is a member, or within one (1) year after he or she ceases to be a member, for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up the

Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding four dollars (\$4).

20. If upon winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property, that property must not be paid to or distributed among the members of the Club but shall be given or transferred to some other institution or institutions having objects similar to those of this Club and which shall 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 under or by virtue of Rule 16 hereof such institution or institutions.
21. The entity or entities, or charitable object or objects, to which distribution is made under Rule 20 will be:
  - (a) determined by the members in General Meeting at or before the time of the winding up or dissolution of the Club; or
  - (b) if the members do not make such a determination, determined by a court of competent jurisdiction.

### **MEMBERSHIP**

22. The number of full members of the Club must not exceed the maximum number permissible under the Registered Clubs Act.
23. Unless and until otherwise determined by the Board, a person must not be admitted to membership of the Club except as an:
  - (a) Honorary Member
  - (b) Life Member
  - (c) Ordinary Member
  - (d) Permanent Member
  - (e) Proposed Member
  - (f) Social Member
  - (g) Temporary Member
24. A person under the age of 18 years shall not be admitted as a member of the Club.
25. A person under the age of 18 years shall not propose or second a person for admission as a member of the club.
26. No person can claim more than one club as their Home Club at any one time.
27. All classes of membership are open to both male and female genders.

### **ELECTION OF MEMBERS**

28. A person must not be admitted as a member of the Club (other than as a Life Member, Honorary member, or Temporary member or Proposed member) unless that person is elected to membership at a meeting of the Board or a duly appointed election committee of the Club by a majority of the Board or election committee members present and voting, the names of those members present and voting at that meeting being recorded by the Secretary. The Board may reject any application for membership without assigning any reason for such rejection.
29. A candidate for Ordinary membership of the Club must make application in accordance with this Constitution and the Registered Clubs Act.
30. Each application for membership made pursuant to this Constitution must be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name and address



of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution and By-laws of the Club. The application form must be signed by the candidate.

31. The application form must be accompanied by the amount of any entrance fee and subscription and deposited at the Office. The Secretary must cause the name and address of the candidate to be displayed on the Club Notice Board or in some other conspicuous place in the Club's premises for a continuous period of not less than one (1) week before the election of the candidate as a member of the Club, and an interval of at least two (2) weeks must elapse between the proposal of a candidate for election and the candidate's election.
32. When a person has been elected to membership the Secretary must cause notice of such election to be given personally or promptly forwarded or posted to such person. Upon payment of the entrance fee (if any) and first subscription such person becomes a member of the Club, provided that if such entrance fee and subscription is not paid within one (1) month after the date of the notice of election to membership has been given to the person, the Board may at its discretion cancel its election of the person to membership of the Club.
33. A copy of this Constitution must be supplied to a member on request being made to the Secretary and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or any lesser fee determined by the Board.
34. Every member shall on becoming a member furnish to the Secretary particulars of their address and occupation if those particulars have not already been stated on the nomination for membership and shall notify the Secretary 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.

#### **HOME CLUB PROMOTIONS**

35. The Club is authorised to run promotions and events which are specific to members of individual Home Clubs, and which are not offered equally to all members of the Club, however, a visiting Home Club member may opt in for any promotion.

#### **CLASSES OF MEMBERSHIP**

36. The Board may from time to time as it sees fit provide for different classes of members and membership and in particular shall provide for:

##### **36.1. Honorary Members**

- (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;
  - (ii) Any prominent citizen or local dignitary visiting the Club.
- (b) Honorary members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the club, nominate 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) 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 the Honorary membership is conferred; and

- (iv) The date on which Honorary membership is to cease.

## **36.2. Life Members**

### **1) Club and Penrith Home Club**

- (a) The Board can recommend life membership for any Members who in the opinion of the Board have rendered exceptional, unusual or distinguished service to the Club and any such recommendation by the Board shall be submitted to a general meeting of members of the Club and notice of the proposal for Life membership shall be included in the notice of the meeting sent to members.
- (b) On any such recommendation being submitted by the Board a majority of two thirds of Club members present and entitled to vote at such general meeting shall be required to elect a member as a life member.
- (c) Every Life Member shall be exempt from the payment of membership subscriptions to the Company and shall retain all the rights and privileges of membership of the Company held before becoming a Life Member.

### **2) Other Home Clubs**

- (a) A Home Club Club Committee can recommend to the Board Life Membership of such Home Club for any Home Club member who in the opinion of the Home Club Club Committee has rendered exceptional, unusual or distinguished service to their Home Club.
- (b) A Home Club Club Committee on receiving approval of the Board to bestow Life Membership on a Home Club member must submit such recommendation to a biennial or special general meeting of their Home Club members for consideration.
- (c) On any such recommendation being submitted a majority of two thirds of Home Club members present and entitled to vote at such meeting shall be required to elect a Home Club member as a Life member of such Home Club.
- (d) Every Home Club Life member shall be exempt from payment of membership subscriptions and shall retain all rights and privileges of the Home Club before becoming a Life Member of that Home Club.

## **36.3. Ordinary Members**

- (a) Ordinary Members are to be elected in accordance with rules 28 to 33 of this Constitution.
- (b) All Ordinary Members enjoy full membership benefits and they have full voting rights on constitutional matters.
- (c) Only Penrith Home Club Ordinary Members will be entitled to vote for the Board of Directors.

## **36.4. Permanent Members**

- (a) who shall be elected in the same manner as Ordinary Members.
- (b) Permanent Members purchase permanent Membership of the Club which is to run until the time of their passing. At this time Membership fees are refundable less GST providing a claim is made by the deceased's estate. Permanent Membership allows

members to enjoy full membership benefits and have full voting rights on constitutional matters.

- (c) Only Penrith Home Club Permanent Members will be entitled to vote for the Board of Directors.

### **36.5. Proposed Members**

- (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form may be granted proposed membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- (b) Should a person who is admitted as a proposed member not be elected to membership of the club within six weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a proposed member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
- (c) Proposed members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, stand on any Club Committee, nominate for or be elected to the Board or any office of the Club or to participate in the management, business and affairs of the Club in any way.
- (d) Nothing in this Constitution shall prevent an applicant for membership of the Club submitting with his or her application the appropriate subscription for the purpose of obtaining Proposed membership pursuant to this Rule.

### **36.6. Social Members**

- (a) The following persons in accordance with procedures established by the Board may be made Social Members of the Club:
  - (i) Any visitor whose ordinary place of residence is in New South Wales and whose desire is to gain entry to the Home Club without becoming a Permanent or Ordinary member of the Club;
  - (ii) Social Members shall be required to pay no less than \$2.20 for an annual member subscription
  - (iii) Social 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 or their Home Club in any way.
  - (iv) Social Members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 49.
  - (v) The Secretary of the Club or the senior employee then on duty may terminate the membership of any Social member at any time without notice and without having to provide any reason therefore.
  - (vi) Social Members shall not be entitled to enter or participate in any Home Club or Club member promotions or loyalty rewards schemes or accrue member reward points

### **36.7. Temporary Members**

- (a) A Temporary Member is defined under the Registered Clubs Act 1976 - Section 30B as a member who can be admitted to the Club for a period of up to, but not exceeding, 7 days.
- (b) The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
  - (i) Any visitor whose ordinary place of residence in New South Wales is not less than a distance of 5 kilometres from the Club or such greater distance as may be determined from time to time by the Board by By-law pursuant to these Rules;
  - (ii) Full Members (as defined in the Registered Clubs Act) of other clubs which are registered under the Registered Clubs Act and which have objects similar to those of the Club;
  - (iii) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club or a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of that day;
  - (iv) Any interstate or overseas visitor.
- (c) Temporary members shall not be required to pay an entrance fee or annual subscription.
- (d) 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.
- (e) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 49.
- (f) The Secretary of the Club or the 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.
- (g) When a Temporary member 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.

### **RIGHTS OF MEMBERS AND GUESTS**

37. All Financial Ordinary members, Permanent members and Life members (subject to any further restrictions in this Constitution) are entitled to attend or to vote on any matter at any General Meeting. Only Penrith Home Club Financial Ordinary members, Penrith Home Club Permanent members and Penrith Home Club Life members are entitled to vote at the election of the Board, and to be nominated for, elected to or hold office on the Board.

38. Each member who is entitled to vote has one (1) vote.
39. The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.
40. A member of the Club shall not distribute within the Club premises or to any member of the Club any written matter canvassing support for any notice of motion to be dealt with by the members at any annual general meeting or extraordinary general meeting nor shall any member allow their name to appear on any how to vote card supporting their candidature for election to the Board of Directors.
41. A member of the Club shall not allow their name to be used or published in the press or radio or television or any other form of mass media in support of any notice of motion to be dealt with by members at any annual general meeting or extraordinary general meeting or in support of their candidature or the candidature of any other member for election to the Board of Directors. Any member who acts in contravention of this Rule and Rule 40 shall at the discretion of the Board of Directors forfeit their membership of the Club.
42. All members other than Temporary Members and Social Members shall have the privilege of introducing guests to the Club and (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.
43. 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 has been expelled or who is then under suspension from the Club;
44. Members shall be responsible for the conduct of any guests they may introduce to the Club;
45. 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;
46. 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;
47. 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;
48. 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.
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 "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.

## **TRANSFER OF MEMBERSHIP**

51. A member of the Club other than an Honorary member or Temporary member may apply to the Board to be transferred to another category of membership and provided the member has the qualifications necessary for that other category of membership and pays the subscription appropriate to that other category of membership the Board may approve such transfer.
52. A Home Club member who wishes to transfer their membership from one Home Club to another Home Club may apply to the Board to apply the transfer. A member can base their request for a transfer on the following:
  - (a) The member's current Home Club membership does not reflect that member's principal place of residence; or
  - (b) The member is changing their principal place of residence; or
  - (c) Such other reason as the member may specify.

The Board in its absolute discretion may determine any such application from a member.

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

53. The entrance fees, membership subscriptions and other membership fees or charges payable by ordinary members, the amount thereof and the time and manner of payment thereof and all other matters pertaining thereto not by this Constitution specially provided for shall be such as from time to time be prescribed by the Board PROVIDED THAT the membership subscription shall not be less than Two dollars and twenty cents (\$2.20).
54. The membership subscriptions and any other fees or charges payable shall be payable in full in advance unless otherwise provided for by the Board.
55. Membership subscriptions will fall due as per the membership subscription date set by the Board for the relevant financial year. If the subscription of a member shall remain unpaid for a period of 44 days after it becomes due then the member will forfeit all privileges of membership and their name may be removed by the Board from the Register of Members.

## **RESIGNATION AND CESSATION OF MEMBERSHIP**

56. A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
57. Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the register of members, neglecting to pay the entrance fee or subscription or otherwise) upon and by reason of such cessation of membership forfeits all rights as a member of the Club, provided that such person remains liable for any subscription and all arrears of which is due and unpaid at the date of cessation of that person's membership and any other money due by that person at the date of cessation of that person's membership or for which that person is or may become liable under this Constitution.
58. Should a member incur any debt to the Club or to the Club's staff or servants or persons under contract to the Club (which debt is not covered by the provisions of Rule 55) and fail to discharge such 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 course but the provisions of Rule 113 shall not apply.
59. Every person ceasing to be a member of the Club whether by retirement, expulsion, death, neglecting to pay the entrance fee or the 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 Rule 19.

## **CLUB COMMITTEES**

60. Club Committees are governed by the rules set out under this Constitution.
61. The Board may appoint a committee of Home Club members at each Home Club. The name of each Club Committee, the number of members of each Club Committee and the system of nomination of each Club Committee is to be determined by the Board from time to time.
62. Each Club Committee will carry out such functions as are prescribed by the Board from time to time in relation to the premises and operations of the respective Home Club.
63. The Board shall have power to remove from office any member of any Club Committee who in the opinion of the Board has not acted in the best interests of that Club Committee or the Club unless that member is also a member of the Board. The Board will not be required to give any reasons for its decision.

## **GOVERNANCE OF THE CLUB**

64. The governing body of the Club will be known as "the Board."
65. The Board shall be elected biennially.

## **NUMBER OF DIRECTORS**

66 The Board will consist of seven (7) Directors:

66.1 Five (5) Directors must each have the qualifications of:

- (a) being a Full Financial Member of the Club and have been for an unbroken period of not less than three years at the time of nomination; and
- (b) being a Director of the Penrith District Rugby League Football Club Limited.

65.2. Two (2) Directors are to be appointed by the Penrith District Rugby League Football Club Limited Directors, in accordance with the provisions of Section 23A of the Registered Clubs Regulations (NSW) 2009.

67 The quorum for the Board shall be 4.

## **QUALIFICATIONS FOR ELECTION TO THE BOARD**

68 Board members will be either:

68.1 Directors of the Penrith District Rugby League Football Club Limited who are to be elected in accordance with the Constitution of the Penrith District Football Club Limited. These directors will automatically be appointed as Directors of the Company without the need for any further election under this Constitution; or

68.2 Directors who may be appointed by the Penrith District Rugby League Football Club Limited Directors in accordance with the provisions of Section 23A of the Registered Clubs Regulations (NSW) 2009.

69 No member of Penrith District Rugby League Football Club Limited who is registered as a player of such Club or any graded referee in the Sydney Rugby League Competition or the National Rugby League Competition shall be eligible to hold office as a Director.

70 In the event that any Director becomes a registered player of the Penrith District Rugby League Football Club Limited or a graded referee in the Sydney Rugby League Competition or the National

Rugby League Competition his position as a Director will become vacant within fourteen (14) days of his so becoming a registered player or graded referee.

## VACANCY IN BOARD OF DIRECTORS

- 71 The office of a member of the Board shall automatically be vacated:
- 71.1.1 if they become insolvent under administration or has been convicted of any offence referred to Section 229(3) of the Corporations Act.
  - 71.1.2 if they become 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.
  - 71.1.3 if they are absent from meetings of the Board for a continuous period of 3 calendar months without leave of absence from the Board and the Board resolves that their office be vacated.
  - 71.1.4 if by notice in writing given to the Secretary they resign from office as a Director.
  - 71.1.5 if they become prohibited from being a member of the Board by reason of any order made under any act.
  - 71.1.6 if they cease to be a member of the Club.
  - 71.1.7 if they fail to declare the nature of their interest in a contract or office or property in accordance with these Rules.
  - 71.1.8 if they become an employee of the Club.
  - 71.1.9 if they die.
  - 71.1.10 Any Director who was elected or appointed to office by virtue of holding the qualification of being a Director of Penrith District Rugby League Football Club Limited will, upon ceasing to hold that qualification, immediately cease to hold office as a Director.
- 72 The Penrith District Rugby League Football Club Limited Board shall have power at any time to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of following Biennial General Meeting. The continuing Directors may act notwithstanding any vacancy in the Board provided that there is a quorum for each Board meeting.
- 73 A person appointed to fill a casual vacancy as a Director on the Board must have the qualifications referred to in Rule **Error! Reference source not found.** or Rule 65(a) (as may be applicable).
- 74 All acts done at any Board Meeting 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.
- 75 No Director shall receive any remuneration for his services in his capacity as a Director, unless approval is given by a resolution of the annual general meeting or special general meeting for payment of an annual honorarium, PROVIDED HOWEVER that the Directors may be paid all travelling hotel and other expenses properly incurred by them in connection with the business of the Club and an honorarium in respect of special honorary services rendered to the Club, in accordance with Section 10(6)(b) of the Registered Clubs Act.
- 76 The members in general meeting may by ordinary resolution of which special notice has been given remove any member or members of the Board or the whole of the Board before the expiration of their period of office and may by ordinary resolution appoint another person or persons in their stead providing the person or persons so appointed have the qualifications to be a Director in accordance



with these Rules. Any person so appointed shall hold office during such time only as the person whose place they are appointed would have held the same if they had not been so removed. Notice of the intention to remove a member of the Board from office must be given to the Club at least 2 months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Corporations Act shall be followed in relation to that meeting.

## **POWERS AND DUTIES OF DIRECTORS**

- 77 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 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:
- 77.1.1 To appoint from among its members or from members of the Club, sub-committees for any purpose whatever which from time to time it may think desirable and to delegate to any such sub-committee such powers as it may think fit and any such appointment or delegation from time to time to revoke or alter. 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.
  - 77.1.2 Subject to Rule 78 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, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such by-laws rules and regulations.
  - 77.1.3 To enforce the observance of all by-laws, rules or regulations by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
  - 77.1.4 To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
  - 77.1.5 To engage, appoint, control, remove, discharge, suspend, and dismiss such manager, secretaries, 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 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.
  - 77.1.6 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.
  - 77.1.7 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.
  - 77.1.8 To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any 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.
  - 77.1.9 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.
  - 77.1.10 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.

- 77.1.11 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 debentures or debenture stock, perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- 77.1.12 To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club and to lease any property of the Club, to 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 PROVIDED that the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained and provided further that the power to sell shall not be exercised in respect of the whole or any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the prior approval of the members in general meeting.
- 77.1.13 To fix the maximum number of each class of members who may be admitted to the Club.
- 77.1.14 To caution or suspend for such period as it thinks fit, any member who shall wilfully infringe any provisions of the Constitution of the Club 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 interests of the Club.
- 77.1.15 To impose any restrictions or limitations on the rights and privileges of members honorary members and visitors relating to the use by them of the Club premises and/or any amenity or facility therein contained or relating to their conduct, behaviour, clothing and dress whilst on the said premises.
- 78 Any by-law or rule or regulation made under this Constitution shall come into force and be fully operative upon the posting of appropriate notice containing such by-law, rule or regulation on the notice Board of the Club.

## **MEETINGS OF THE BOARD**

- 79 The Board shall meet at least once in every month for the transaction of business. Minutes of all resolutions or proceeding of the Board shall be entered in a book provided for the purpose. The chairman may at any time and the Secretary shall upon the request in writing to two Directors convene a meeting of the Board.
- 80 At the first meeting of the Board the Directors shall elect from their number a Chairman and a Deputy Chairman. In the absence of the Chairman the Deputy Chairman shall preside at Board Meetings. The Chairman and the Deputy Chairman must at all times be members of the Penrith Home Club.
- 81 The Chairman if present shall be entitled to preside at all meetings of the Board. In the absence of the Chairman and the Deputy Chairman the meeting shall elect another Director to be Chairman of the meeting, the Secretary taking the chair for the purpose only of the election but without the right to vote.
- 82 The Quorum for the Board will be in accordance with Rule 67. If a quorum is not present within fifteen (15) minutes of the time appointed for the meeting it will stand adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting the Directors who are present will be a quorum.
- 83 The Directors of the Club may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for

signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs.

- 84 A Directors' meeting 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 their consent within a reasonable period before the meeting.
- 85 All questions arising at any meeting of the Board shall be decided by a majority of votes but in the case of an equality of votes the Chairman shall have a second or casting vote.
- 86 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.
- 87 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- 88 The Board must call and arrange to hold a general meeting of the Club on the request of:

88.1 members with at least 5% of the votes that may be cast at the general meeting; or

88.2 at least 100 members who are entitled to vote at the general meeting.

In this Rule 88, the term "the request" shall mean the request referred to in Rule 88.

88.3 The request must:

88.3.1 Be in writing; and

88.3.2 State any resolution to be proposed at the meeting;

88.3.3 Be signed by the members making the request; and

88.3.4 Be given to the Club

88.4 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.

88.5 The Board must call the meeting within 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.

88.6 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 Club.

88.7 The meeting referred to in Rule 88.6 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.

88.8 To call the meeting the members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give the members the copy of the Register without charge.

88.9 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 they prove that they took all reasonable steps to cause the Directors to comply with Rule 88. 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.

- 89 At least 21 days notice must be given of the Annual General Meeting and of any general meeting of the members of the Club.
- 90 A notice of a general meeting of the Club's members must:
- 90.1 set out the place, date and time of the meeting; and
  - 90.2 state the general nature of the meeting's business; and
  - 90.3 if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution;
- 91 Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Corporations Act such proceedings are declared to be void.
- 92 A general meeting of the members of the Club must be held for a proper purpose.
- 93 Only Full Financial Members will be entitled to attend and vote at any General Meetings of the Club and to vote in the election of the Board.

#### **PROCEEDINGS AT ANNUAL GENERAL MEETINGS**

- 94 Business of the Annual General Meeting shall be as follows:
- 94.1 to confirm the Minutes of the previous Annual General Meeting;
  - 94.2 To receive and consider the statements and reports referred to in Rule 133;
  - 94.3 In the case of a Biennial General Meeting to declare the result of the election for Directors and if necessary to elect further Directors;
  - 94.4 To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
  - 94.5 To deal with any other business of which due notice has been given.
- 95 If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairman 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**

- 96 Members Resolutions are to be dealt with as follows:
- 96.1 The following members may give the Club notice of a resolution that they propose to move at a general meeting:
    - 96.1.1 members with at least 5% of the votes that may be cast on the resolution; or
    - 96.1.2 at least 100 members who are entitled to vote at a general meeting;
  - 96.2 The notice must:
    - 96.2.1 be in writing; and

96.2.2 set out the wording of the proposed resolution; and

96.2.3 be signed by the members proposing to move the resolution.

96.3 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.

96.4 The percentage of votes that members have is to be worked out as at the midnight before the members give the notice.

97 If the Club has been given notice of a resolution under Rule 96 the following is to occur:

97.1 The resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given;

97.2 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.

97.3 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.

97.4 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 Club may resolve to meet the expenses itself.

97.5 The Club need not give notice of the resolution:

97.5.1 if it is more than 1,000 words long or defamatory; or

97.5.2 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.

97.6 Members may request the Club to give to all its members a statement provided by the members making the request about:

97.6.1 a resolution that is proposed to be moved at a general meeting; or

97.6.2 any other matter that may be properly considered at a general meeting.

97.7 The request must be made by:

97.7.1 members with at least 5% of the votes that may be cast on the resolution; or

97.7.2 at least 100 members who are entitled to vote at the meeting.

97.8 The request must be:

97.8.1 in writing; and

97.8.2 signed by the members making the request; and

97.8.3 given to the Club.

97.9 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.

- 97.10 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the company.
- 97.11 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.
- 97.12 The Club is responsible for the cost of making the distribution if the Club receives the statement in time to send it out to members with the notice of meeting.
- 97.13 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.
- 97.14 The Club need not comply with the request:
- 97.14.1 if the statement is more than 1,000 words long or defamatory; or
  - 97.14.2 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.

#### **AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS**

- 98 The Auditor is entitled to:
- 98.1.1 attend any general meeting of the Club;
  - 98.1.2 be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor;
  - 98.1.3 be heard even if:
    - 98.1.3.1 the auditor retires at the meeting; or
    - 98.1.3.2 the meeting passes a resolution to remove the auditor from office.
  - 98.1.4 authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

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

- 99 The quorum for the Annual General Meeting or any extraordinary general meeting called by the Board shall be 25 members present in person and entitled to vote.
- 100 At any general meeting called on the request of members pursuant to Rule 88 the quorum shall be 150 members entitled to vote and present in person.
- 101 If a quorum is not present within 15 minutes of the time fixed for the Annual General Meeting or any general meeting convened by the Board the same 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 15 minutes from the time appointed for the meeting then the members present and entitled to vote shall constitute a quorum.
- 102 If a quorum be not present within 15 minutes of the time fixed for a general meeting convened on the request of members pursuant to Rule 88 then the meeting shall be dissolved.

#### **CONDUCT OF GENERAL MEETINGS**

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- 103 The Chairman shall, if present, be entitled to preside at all general meetings of the Club. Should the Chairman be absent the same procedure for the appointment of the Chairman shall be followed as is provided in Rule 81 of this Constitution for the appointment of a Chairman at a meeting of the Board.
- 104 Every question submitted to a general meeting of the Club or to any meeting of the Board or any sub-committee shall be decided in the first instance by a show of hands and in the case of equality of votes the Chairman 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.
- 105 At any general meeting unless a poll is demanded by the Chairman or by at least five members present and entitled to a vote at the meeting a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book 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.
- 106 If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman 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 Chairman shall determine the same and such determination made in good faith shall be final and conclusive.
- 107 The Chairman 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.
- 108 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 Chairman of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
- 109 Any general meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no notice of such adjournment need be given.

## **VOTES OF MEMBERS**

- 110 Every member eligible to vote shall have one vote. Employees of the Club are not entitled to vote at any meeting of the Club.
- 111 No 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 of the Club unless he shall have paid all instalments of entrance fee and membership subscription and all other moneys due to the Club at the time of such meeting.
- 112 A person shall not:
- 112.1.1 Attend or vote at any meeting of the Club or the governing body or any committee of the Club;
  - or
  - 112.1.2 vote at any election of the governing body of the Club
- as the proxy of another person.

## **DISCIPLINARY PROCEEDINGS**

- 113 If any member shall wilfully refuse or neglect to comply with any of the provisions of the Constitution of the Club or any By-Laws or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period

as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:-

113.1.1 Such member shall be notified of any charge against the member pursuant to this Rule and of the date, time and place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least seven clear days before the meeting of the Board at which such charge is to be heard.

113.1.2 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.

113.1.3 If the member fails to attend such meeting the charge or complaint 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.

113.1.4 No motion by the Board to reprimand, fine or suspend a member shall be deemed to be passed unless a majority of the members of the Board present in person vote in favour of such motion.

113.1.5 A decision to expel a member from the Club shall require votes from not less than two thirds of the Board of Directors present and voting on a resolution to that effect.

113.1.6 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.

114 In the event that a notice of charge is issued to a member pursuant to Rule 113.1.1 the Board shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.

115 The Secretary, or subject to Rule 117 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:

115.1.1 who is then intoxicated, violent, quarrelsome or disorderly; or

115.1.2 who, for the purposes of prostitution, engages or uses any part of the premises of the Club; or

115.1.3 whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act; or

115.1.4 who hawks, peddles or sells any goods on the premises of the Club; or

115.1.5 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.

116 If pursuant to Rule 115 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 117) 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.

117 The employee who is entitled to exercise the powers set out in Rules 115 and 116 shall be:

117.1.1 in the absence of the Secretary from the premises of the Club the senior employee then on duty; and

117.1.2 Any employee authorised in writing by the Secretary to exercise such power.

## **JUDICIARY COMMITTEE**

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118 The Board of Directors may by resolution delegate all of the powers discretions and functions given to the Board by Rules 113 and 114 with respect to the Penrith premises of the Club to a Judiciary Committee comprised of three senior employees of the Club nominated by the Secretary and approved by the Board and with respect to any Home Club other than the Penrith Home Club to a Judiciary Committee comprised of three persons with at least 2 of those persons being senior employees working at each Home Club nominated by the Secretary and approved by the Board.

119 The Judiciary Committees referred to in Rule 118 shall conduct their activities in accordance with the procedures referred to in Rules 113 and 114 save that:

119.1.1 any decision by the Judiciary Committee to suspend a member will require votes from two out of the three members of the Judiciary Committee voting on a resolution to that effect; and

119.1.2 any decision by the Judiciary Committee to expel a member will require the unanimous decision of the three members of the Judiciary Committee voting on a resolution to that effect.

120 Any member whose membership has been suspended for more than six months by a decision of the Judiciary Committee and any member who has been expelled from the Club by a decision of the Judiciary Committee shall have the right to have the charge upon which the decision was made heard and determined again by the Board provided that notice in writing is given by such member to the Secretary requesting that the charge be heard and determined by the Board and such notice is received by the Club within fourteen days of the member being notified of the decision of the Judiciary Committee.

121 Within twenty eight days after a notice is received by the Club pursuant to Rule 120 a fresh notice of charge specifying the date, time and place of the hearing of the charge will be sent as a prepaid letter posted to the member's last known address at least seven clear days before the meeting of the Board at which such charge is to be heard.

122 The notice of charge referred to in Rule 121 may include information, allegations and particulars not included in the notice of charge heard and determined by the Judiciary Committee.

123 The hearing of the charge by the Board shall be in accordance with Rule 113 and if the charge is found proved the Board shall have power to impose any penalty on the member permitted by Rules 113 and 114 in substitution for that imposed by the Judiciary Committee.

124 Notwithstanding that a notice has been given by a member in accordance with Rule 121 paragraph the decision of the Judiciary Committee to suspend for a period or to expel that member shall continue in full force and effect until that decision has been substituted by a decision of the Board.

125 The Board shall have power by resolution to revoke any delegation to the Judiciary Committee pursuant to Rule 118 and may hear and determine any charge against a member which by reason of the nature of the seriousness of the allegations giving rise to the charge or the identity of or office held by the member the Board considers that it would not be appropriate for the charge to be heard by the Judiciary Committee.

## **REGISTERS OF MEMBERS AND GUESTS**

126 The Club shall keep the following registers:

126.1.1 A register of persons who are full members of the Club. This register shall set forth the name in full, the occupation and address of each full member, the date of birth and the date of being first elected to membership of the Club and category of membership, the date on which that member last paid the subscription fee for membership of the Club.

126.1.2 A register of persons who are Honorary members and a register of persons who are Temporary members.

126.1.3 A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members.

## **SECRETARY**

127 At any one time there shall only be one Secretary of the Club who shall be known as the Secretary and 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.

## **MINUTES**

128 The Board shall cause minutes to be kept by the Secretary in books provided for the purpose:

128.1.1 Of all appointments of officers made by the Club in general meeting or by the Board.

128.1.2 Of the names of the Directors present and voting at each meeting of the Board.

128.1.3 Of the number of members present and voting at general meetings of the Club.

128.1.4 Of all resolutions and proceedings at all meetings either of the Club or of the Board.

129 The minutes shall be signed by the Chairman of the meeting at which the proceedings were had or by the Chairman of the next succeeding meeting.

## **FINANCIAL YEAR**

130 The financial year of the Club shall commence on the first day of November and end on the last day of October in the following year.

## **ACCOUNTS AND AUDIT**

131 The Board must cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.

132 The books of account must be kept at the registered office (which for the time being is at the Penrith site) or at such other place as the Board thinks fit. The Club must at all reasonable times make its accounting records available in writing for the inspection of Directors and any other persons authorised or permitted by or under the Act, or any other law to inspect such records.

133 The Club must send or otherwise make available to each member, as required by the Act, a copy of the financial report, a copy of the Directors report and a copy of the Auditors report for the relevant financial year of the Club.

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

## **EXECUTION OF DOCUMENTS**

135 The Board must provide for the safe custody of the Seal (if any).

136 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:

136.1.1 two (2) Directors; or

136.1.2 one (1) Director and the Secretary.

137 The Club may execute a document (including a deed) without using the Seal if that document is signed by:

137.1.1 two (2) Directors; or

137.1.2 one (1) Director and the Secretary.

138 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. Rule 136 and Rule 137 do not limit the ways in which the Club may execute any document.

## **NOTICES**

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

139.1.1 personally;

139.1.2 by sending the notice by post to the address of the member recorded for that member in the register of members;

139.1.3 by sending the notice to the facsimile number or electronic address (if any) nominated by the member;

139.1.4 by sending the notice to the member by other electronic means (if nominated) by the member; or

139.1.5 by notifying the member that the notice is available and how it may be accessed, if the member nominates electronic means by which the member may be notified that a notice is available and an electronic means by which the member may access the notices.

140 Where a notice is sent by post, it is taken to have been given:

140.1.1 in the case of a notice convening a meeting on the Business Day following that on which the notice was posted; and

140.1.2 in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

141 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.

142 Where a notice is sent under Rule 139.1.5, the notice is taken to have been given on the day following that on which the member is notified that the notice is available.

## **INDEMNITY**

143 Every person who is or has been an officer or Auditor of the Club may if the Directors so determine 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:

143.1.1 in defending any proceedings whether civil or criminal, in which judgement is given in that person's favour or in which that person is acquitted;

143.1.2 in connection with any application in relation to such proceedings in which relief is granted to that person under the Law by the Court.

144 Every person who is an officer or an Auditor of the Club may if the Directors so determine 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 company or a related body corporate) as such officer or Auditor unless the liability arises out of conduct involving a lack of good faith.

145 The Club may pay a premium for a contract insuring a person who is or has been an officer or auditor of the Club against a liability:

145.1.1 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 of Sections 182 or 183 of the Act; and

145.1.2 for costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome.

## **MISCELLANEOUS**

146 Any heading attached to any of these Rules shall not affect the construction.

147 No member shall give any money fee or gratuity or other gift or any tip to any employee of the Club in any circumstances whatsoever except in the course of a general collection approved by the Directors. Any breach of this Rule may in the discretion of the Directors be deemed conduct unbecoming of a member and prejudicial to the interests of the Club and dealt with by the Board accordingly.

## **AMENDMENTS TO CONSTITUTION**

148 The Constitution may be amended or replaced only by Special Resolution at a General Meeting of the Club.

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