

THE CORPORATIONS LAW

A COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

WAUCHOPE R.S.L. CLUB LIMITED

Amended Sunday 30th September 2018

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PRELIMINARY

1. The rules contained in this Constitution shall apply to the company.

INTERPRETATIONS

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

"Registered Clubs Act" - means the Registered Clubs Act 1976.

"The By-Laws" - means the by-laws of the Club for the time being in force.

"The Club" - means the Wauchope R.S.L. Club Limited.

"The Corporations Law" - means the Corporations Law including any amendments of the same being in force.

"The Company" - means the Wauchope R.S.L. Club Limited.

"Gender" - means masculine or feminine gender.

"Financial Member" – means a member whose subscriptions are fully paid and includes a life member.

RESTRICTIONS

3. The Club is a Company limited by guarantee and accordingly: -

- (a) The Club shall be a non-proprietary Club.

- (b) A member of the Club, whether or not he or she is a member of The governing body, or of any committee, of the Club, shall not be entitled under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every member of the Club except that which consists of hospitality in the nature of reasonable food and beverages provided by a poker machine dealer, seller or advisor in certain circumstances and the payment of reasonable out-of-pocket expenses incurred in Club duties and as authorised by the governing body, and, unless such profit is derived from dealings reasonably carried out, or contract reasonably

made, with the club in the ordinary course of governing body, or of any committee, of the Club, shall not be its lawful business.

(c) A person, other than the Club or its members, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of registration under Part 11 of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.

(d) The Secretary or Manager, or any employee, or a member of the governing body 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 purchases, 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) An employee of the Club shall not vote at any meeting of the Club or of the governing body of the Club or at any election of the governing body of the Club, or hold office as a member of the governing body of the Club. No employee shall participate in any raffles or promotions held by the Club which have been designated as 'Major Promotions' by the Board. All promotions other than weekly raffles shall be 'Major Promotions' unless otherwise notified.

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

(g) Liquor shall not be sold, supplied, or disposed on the premises of the Club to any person, other than a member except on the invitation and in the company of a member; provided that this paragraph does not apply if the Club is a holder of a certificate of registration under the Registered Clubs Act in respect of the sale, supply or disposal of liquor to any person, other than a member, in any part of its premises while a reception referred to in Section 52 (2) of the Registered Clubs Act is being held in that part where the person has been invited to the reception of a person entitled to issue the invitation.

(h) 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.

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

(j) The members may in General Meeting provide different benefits, in the form of goods and services only, for different classes of members.

MEMBERSHIP

4. The Membership of the Club shall be divided into the following classes:

- (a) Ordinary Members
- (b) Life Members
- (c) Honorary Members
- (d) Temporary Members
- (e) Provisional Members

The Directors shall have the power to create such other classes of membership as they shall in meeting from time to time determine, providing that any such class shall not have the power to vote at meetings, be eligible for a seat on the Board of Directors or nominate another person for membership but in all other respects shall be equal to the abovementioned classes of membership.

5. (a) Ordinary Members shall be those persons over the age of eighteen (18) years and who are financial full members of the Wauchope RSL Club Limited.

(b) Life Membership may be conferred upon a Member who has rendered outstanding services to the Club. To be eligible for life membership a member must be nominated by one member and seconded by another. Such nomination shall then be forwarded to the Directors of the Club for recommendation. If such nomination is recommended by the Directors, the nominee shall be elected a life member at the next Annual General Meeting. A life member is an ordinary member for the purpose of rule 38.

(c) Honorary members shall be persons admitted at the discretion of the Directors being: -

(i) The Patron or Patrons for the time being of the Club or

(ii) Any prominent citizen or citizens visiting the Club or town for a special occasion or a special function.

(iii) Overseas, interstate or intrastate visitors for the duration of such visit or one month, whichever should expire first.

(d) Temporary members shall be persons admitted at the discretion of the Directors being: -

(i) Members of other Clubs visiting Wauchope R.S.L. Club Limited for the purpose of taking part in a competition of darts, indoor bowls, billiards, and snooker or other competition for the day of such competition only.

Members of any RSL Sub Branch or other Clubs which have similar objects.

(ii) Subject to the provisions of 5(d)(i) and (ii) no person whose ordinary place of residence is within five (5)

kilometres of the Club premises may be admitted as a temporary member.

- (e) A provisional member is a person who has applied to the Club for membership as an ordinary member and has paid the subscription fee and is awaiting the decision on the application. Such provisional member may sign in guests.

Provisional members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to participate in any Membership Draw, attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

6. Honorary members and life members shall be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions provided such honorary membership shall be for no greater period than one month.

ADMISSION OF MEMBERS

7. Every candidate for membership of the Club shall be proposed by one member and seconded by another member to both of whom the candidate shall be well known. Every application shall be in writing and shall be signed by the candidate and his or her proposer and seconder and shall be in the form as required by the Directors from time to time.
8. The application for membership shall be accompanied by the amount of any entrance fee subscription and the candidate will be issued with a photo membership card pending approval by the Board of Directors.
9. Names and addresses of every applicant for membership shall be posted on the Notice Board in a conspicuous place on the Club premises by the Secretary and shall remain posted for at least fourteen (14) days prior to the date of the meeting of the Board of Directors at which the application is to be considered.
10. An interval of at least fourteen (14) days shall elapse between the date of nomination and date of election of all candidates for membership.
11. The election of members shall be by the Directors at a duly convened meeting. The Secretary of the Club shall keep a record of the names of the members of the Board of Directors present and voting at such meeting and the names of members elected.
12. The Directors may reject any application for membership without assigning any reason therefore. The Secretary shall forthwith return to such rejected candidate the amount of any entrance fee and/or subscription lodged with the application.

13. On the acceptance of membership of a member, the Secretary shall at once, forward to such member notice of his or her acceptance.
14. Every person elected to membership and a notice posted informing that person or their election shall be deemed to be bound by the Constitution of the Club from time to time in force and the payment of the said entrance fee or part thereof shall be conclusive of such evidence of such agreement.
- 14A All members other than Life Members, Honorary and Temporary members shall pay a subscription for membership of the Club in such amount as may be determined by the Board from time to time. The subscription may be paid for one or five years in advance and until otherwise determined by the Board the minimum subscription for one year shall be as follows:-
 - (a) For ordinary members not less than \$2.00 plus GST
 - (b) Sub-Branch members \$3plus GST

EXPULSION AND DISCIPLINE OF MEMBERS

15. If any member shall wilfully refuse or neglect to comply with the provisions of the Constitution of the Club or the by-laws for the time being in force or if any member shall in the opinion of the Directors be guilty of any conduct deemed by the Directors to be unbecoming of a member or prejudicial to the interest of the Club such member may be suspended or expelled by resolution of the Board of Directors.

PROVIDED

- (a) That at least one week before the meeting at which such resolution is moved the member concerned shall have been notified either verbally or in writing of the intended resolution and that he or she shall at such meeting and before such resolution has been moved have had an opportunity of giving orally or in writing any explanation or defence he or she may think fit.
- (b) That the said meeting shall be held no later than two months from the date of the alleged incident or the date of the allegation for the purpose of considering a resolution under this Article and that seven (7) days written notice thereof shall be given to the Board of Directors.
- (c) That any resolution under this Article requires for its passage the affirmative votes of not less than two-thirds of the members of the Board of Directors.
- (d) Any member so notified may be suspended from all privileges of the Club until such time as the meeting is held.

16. Should a member incur any debt to the Club (which debt is not covered by the provisions of this Constitution) and fail to discharge such debt upon request in writing by the Secretary he or she may be, by resolution of a meeting of the Board of Directors, suspended or expelled from membership provided that before so resolving the Directors shall give the member concerned due notice of its intentions to take such course.
17. Any member whose subscription shall remain unpaid for a minimum of two months after same has fallen due shall cease to be a member and his or her name shall be removed from the register of members
18. Every person ceasing to be a member of the Club whether by retirement, expulsion or death, neglecting to pay the entrance fee or the subscription or otherwise shall forfeit ipso facto all rights or claims upon the Club or its property or assets.

REGISTER OF MEMBERS

19. (a) The Secretary shall keep on the Club premises a register of members setting forth the name and address of each member and specifying the class of members to which he or she belongs and the date of the last payment by each member of his or her subscription.

(b) The Secretary shall keep on the Club premises a register of Honorary or Temporary Members setting forth the name and address and where the member has been admitted to membership for a limited period the dates on which that period commences and ends.
20. Every member shall on becoming a member furnish to the Secretary particulars of his or her address and shall notify the Secretary in writing of any subsequent change of address. The address so given shall be deemed to be the members registered address for the purpose of issue of notices.

RESIGNATION OF MEMBERS

21. A member may at any time by giving notice in writing to the Secretary resign his or her membership of the Club

NOTICE TO MEMBERS

22. A notice may be given by the Club to any member either personally, **email**, **SMS** or by sending it by post to his or her registered address (if he or she has no registered address within the said State of New South Wales to the address, if any, within the said State supplied by him or her to the Club for the giving of notices). Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been received at the expiration of twenty-four hours after the letter containing same is posted or in any other case at the time at which the letter would have been delivered in the ordinary course of post. If a member has no registered address within the State of New South Wales and has not supplied to the Club an address within the said State of New South Wales for the giving of notices to him or her a notice posted upon

the Notice Board shall be deemed to be well served on such members at the expiration of twenty-four hours after it is so posted up.

GENERAL MEETINGS

23. All meetings of members shall be called General Meetings except that in addition to any other General Meeting a meeting to be called the "Annual General Meeting" shall be held once in each calendar year.

QUORUM

24. At any General Meeting of members fifteen ordinary members present in person shall form a quorum. If a quorum be not present within fifteen minutes of the time fixed for such meeting same shall be adjourned to the same day in the next week at the same time and place provided however when such meeting has been convened on or by requisition of members same shall be dissolved. If at the adjournment meeting a quorum is not present within fifteen minutes from the time fixed the members present shall form a quorum.
25. A General Meeting may be called by the Board of Directors on giving twenty-one (21) days written notice to each member.
26. A General Meeting shall be called by the Board of Directors on the requisition of 5% of members. On receipt of such a requisition the Directors shall cause such meeting to be convened within twenty-one days after receipt thereof. At least twenty-one (21) days written notice of such meeting shall be given to each member.
27. All business shall be special that is transacted at a General Meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the Financial Reports and the report of the Board of Directors and Auditors, the election of Directors and other officers and the appointment of the Auditors.

ANNUAL GENERAL MEETING

28. The Annual General Meeting of the Club shall be held in the month of September in each calendar year at such time as may be determined by the Board of Directors. At least twenty-one (21) days written notice of such meeting shall be given to each member.

PROCEEDINGS AT GENERAL MEETING

29. No business shall be transacted at any General Meeting unless a quorum is present except as provided in clause 24.
30. The President of the Club shall, if present, preside over all General Meetings of the Club and in his or her absence a Vice-President shall preside and in the event of the President and Vice-President both being absent the Board of Directors shall elect a member of the Board of Directors to be Chairman of the Meeting.

31. Every Financial Member when eligible to vote, shall both on a show of hands and on the taking of a poll have one vote.
32. No member shall be entitled to attend or vote at any meeting of the Club unless his or her entrance fee, subscriptions and any other fees or charges then due and payable to the Club shall have been paid.
33. Every question or motion submitted to a General Meeting of the Club shall be decided by a show of hands and in the case of equality of votes the Chairman shall have a second or casting vote in addition to which he or she is entitled as a member.
34. At any General Meeting a declaration by the Chairman that a resolution has been carried or carried by a particular majority and an entry to that effect in the Minute Book of the Club shall be conclusive of the evidence of that fact.
35. The Chairman of the 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.
36. 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.
37. The Directors shall cause minutes to be kept in books provided for the purpose
 - (a) Of all appointments of officers made by the Club in General Meeting.
 - (b) Of the number of members present and voting at General Meetings of the Club.
 - (c) Of all resolutions and proceedings at all meetings of the Club.

DIRECTORS

- 38 The Management of the Club shall be vested in the control of the Board of Directors of the Club. There shall be a minimum of seven (7) and a maximum of nine (9) Directors of the Club as determined by the Board from time to time. The President and Vice-President shall be elected by the Board of Directors at the first Board Meeting held after each Annual General Meeting.
- 39 Directors shall be elected for a term of three (3) YEARS (“the rotation period”). in the event that at an Annual General Meeting there are less than three (3) Directors who have completed their three (3) year term since being elected, then the number of Directors to be elected will be the number to fill the vacancies created by those Directors who retire having completed their full term (“retiring by rotation”) plus the number required to fill any other vacancy that may have occurred due to any other Director not seeking re-election for what ever reason.
40. In the event that four (4) or more Directors are elected the Directors receiving the 3 highest number of votes will fill the positions of the Directors retiring by

rotation. Once the rotating positions are filled the Director with the next highest number of votes shall fill the position created by a Director with the longest time to run until the expiry of the rotation period. In the event that there is more than one Director retiring who has not served their full 3 year term the Director with the next greatest number of votes shall fill the position of the Director with the next longest period of time to run until expiry of the rotation period and so on.

41. Prior to each Annual General Meeting at which the President retires by rotation the Directors shall elect an Acting President from among those Directors who do not retire by rotation who will preside from the time that the election of Directors commences at the Annual General Meeting until the election of officers at the first Board Meeting held after the Annual General Meeting except that where the retiring President is re-elected then the retiring President shall hold the office of Acting President from the conclusion of the election of Directors at the Annual General Meeting until the election of officers at the first Board Meeting after the Annual General Meeting.

ELECTION OF DIRECTORS

42. Nomination for the election to the Board of Directors *opens on the 1st July and close at 8.00pm on the 1st August yearly*, and shall be made in writing and signed by two members of the Club and by the nominee who shall so signify his or hers consent to the nomination which shall be lodged with the Secretary not less than twenty-eight (28) days prior to the Annual General Meeting of the Club. *no later than 8.00pm on the 1st August annually.*
43. The Secretary shall post the names of the candidates on the notice board seven (7) days prior to the Annual General Meeting and shall notify the Financial Members by mail of the names of the candidates twenty-one (21) days prior to the Annual General Meeting of the Club.
44. If the required number of nominations are not received for all the vacant positions on the Board of Directors additional nominations may with the consent of a nominee or nominees be made at the Annual General Meeting of the Club and such nomination shall require a seconder. The majority required to elect nominations from the floor shall be seventy-five percent (75%) of those members present and entitled to vote who do so.
45. In the event of more nominations than is required pursuant to article 44 they shall be balloted for by a secret ballot.
46. An election by ballot for all positions on the Board of Directors shall be conducted in the following manner except as provided for in rules 44 and 47.

All such elections shall be by postal ballot.

- (a) The ballot shall be taken on the date fixed for the Annual General Meeting at the place appointed for the holding of such meeting.

- (b) A ballot paper shall be posted to each Financial Member listed in rules 4(a) and 4(b) at least seven days before the Annual General Meeting of the Club. No other class of member shall be entitled to vote.
- (c) The voting paper shall contain in the order as determined by lot drawn by the Returning Officer the names of all duly nominated candidates for their respective positions. The first commonly known Christian name of each candidate to be endorsed alongside surname.
- (d) The voter shall mark his or her voting paper by placing a cross or such other method of marking as the Directors shall from time to time direct opposite the names of the candidates in accordance with the directions placed on the voting paper; the Secretary shall be responsible for giving the necessary directions on the voting papers having regard to the number of candidates to be elected and the number of candidates who have been duly nominated for any other office of offices.
- (e) The ballot paper enclosed in a covering envelope should be forwarded so as to reach the Secretary not later than noon the day preceding the Annual General Meeting.
- (f) Prior to the meeting the Secretary who shall be the returning officer together with scrutineers duly appointed by the returning officer shall proceed with the examination and counting of the voting papers and shall announce the result to the meeting and shall then declare such candidate or candidates who received the greatest number of votes to be duly elected.
- (g) Any voting paper upon which the votes are not recorded in accordance with the directions of the voting paper shall be rejected as informal.
- (h) In the event of an equality of votes in favour of two or more persons the names of the candidates shall be placed in a hat and one name shall be drawn there from by the scrutineers and that candidate shall be declared duly elected.

CASUAL VACANCY

- 47. Where any casual vacancy occurs on the Board of Directors, Directors shall have power to fill such vacancy at a meeting of Directors which appointment shall be effective until the next Annual General Meeting.
- 48. No servant or employee of the Club shall be eligible to be elected to the Board of Directors of the Club.

POWERS OF DIRECTORS

- 49. Subject to the Corporations Law and to any other provisions of these rules the business of the Club shall be managed by the Directors, and who may exercise all such powers of the company as are not prohibited by the Corporations law or by these rules or required to be exercised by the company in general meeting.

50. Without limiting the generality of rule 49 the Directors shall have the power:

- a) To appoint from among their members or members of the Club any Sub-Committee for any purpose whatsoever which from time to time they may think desirable and delegate to any such Sub-Committee such powers, as they may think fit.
- b) To make such by-laws, rules or regulations not inconsistent with the Constitution of the Club as in the opinion of the Directors are necessary for the proper control, administration and internal management of the Club's 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 or regulations.
- c) To enforce the observance of all by-laws, rules and regulations of expulsion or suspension from enjoyment of Club privileges.
- d) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- e) 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 they think fit and to sell lease mortgage or otherwise deal with any of the property of the Club.
- f) At their discretion to pay for any property rights or privileges acquired by or services rendered to the Club either wholly or partially in cash or in bonds, debentures or other securities of the Club and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Club.
- g) To exercise any of the borrowing powers of the Club and to secure the fulfilment of any contracts or engagements entered into by the Club by mortgage or charge of all or any of the property of the Club for the time being or in such other manner as they may think fit.
- h) To appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, agents and servants for permanent temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit.
- i) To appoint any person or persons or corporation to accept and hold in trust for the Club any property belonging to the Club or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.
- j) To institute, conduct, defend, compound or abandon any legal equitable or other proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound and

- allow time for payment or satisfaction of any debts due and of any claims and demands of the Club and to refer any claims or demands by or against the Club to arbitration and observe and perform the awards.
- k) To make and give receipts, releases and other discharges for money payable to the Club and for the claims and demands of the Club.
 - l) To invest and deal with any of the monies of the Club not immediately required for the purpose thereof upon such securities in the Club or without security and in such manner as they think fit and from time to time to vary or realise such investments.
 - m) To make loans or advances or undertake obligations and liabilities and enter into and execute bonds of any kind whether on behalf of the Club or otherwise and in particular to make loans or advances and to undertake obligations and liabilities to for or on behalf of any Director or shareholder or of any person dealing with the Club or to any Club notwithstanding that at the time of the making of such loans or advances or the undertaking of obligations and liabilities a fiduciary relationship exists or may exist between the Club and the person to or for whom or on whose behalf such loan or advance is made or obligation or liability undertaken.
 - n) To enter into and execute all kinds of guarantee bonds and indemnities for securing the payment or performance of any debts or obligations whether past present or future by any person whomsoever (including any Director or member or of any person dealing with the Club) whether the Club has or has not any interest in or derives or does not derive any benefit from the payment or performance of the debt or obligation in respect of which such guarantee bond or indemnity is given and whether they relate in any way to the business carried on by the Club or not and notwithstanding that at the time of the entering into or execution of any such guarantee bond or indemnity a fiduciary relationship may exist between the Club and the person in respect of whose debt or obligation such guarantee bond or indemnity is given.
 - o) To execute in the name and on behalf of the Club in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Club such mortgages of the Club's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers covenants and provisions as shall be agreed upon.
- From time to time make vary and repeal by-laws for the regulation of the business of the Club, its officers and servants or the members of the Club or any section thereof.
- p) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts deeds and things in the name and on behalf of the Club as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Club.
 - q) To delegate to any Director or Directors agent or other officer or person respectively any of their powers and invest them respectively

with any other powers which the Directors in their discretion think expedient for the due conduct management and regulation of any of the business or affairs of the Club.

- r) All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Directors from time to time determine.
- s) To fix the maximum number of each class of members who may be admitted to the Club, and to confer any privileges or restrictions as to voting on any such class.'
- t) To invest such monies of the company as may be required in securities in the entity that will or has acquired the business conducted by the Totaliser Agency Board of NSW.

PROCEEDINGS OF THE DIRECTORS

51. (a) The Board of Directors shall meet at least once in every month for transaction of business (which meeting shall be called Regular Monthly Meetings) and the names of all members of the Board present and voting and minutes of all resolutions and proceedings of the Board of Directors shall be entered in a book provided for this purpose. The quorum of the Board of Directors shall be five (5) Directors.
- (b) The Chairman of the Board of Directors shall be the Club President, and shall, if present, preside at all meetings of Directors and in his or her absence the Vice President shall preside and in the event of both being absent the meeting shall elect a Director to be Chairman of the meeting.
52. Every question at meetings of the Directors shall be determined by a majority of the votes of the Directors present, every Director having one (1) vote and in the case of an equality of votes the Chairman at such meetings shall have a second or casting vote.

DISQUALIFICATION OF DIRECTORS

53. The office of a Director shall become vacant if he or she: -
- a) ceases to be a Director by virtue of part 2D.6 of The Corporations Law or is prohibited from being a Director by an order made under The Corporations Law.
 - b) is absent from the Directors meetings for a period of three calendar months without leave of the Board.
 - c) resigns by notice in writing to the Club.

- d) fails to declare the nature of his or her interest in a contract or an office or property with the Club as provided by Section 191 of The Corporations Law.
54. Notwithstanding any rule or law or equity to the contrary a Director of the Club shall not be disqualified from his or her office from contracting with the Club either as vendor, purchaser or otherwise, nor shall any such contract, transaction or arrangement entered into by or on behalf of the Club in which any Director shall be in any way interested be avoided or be rendered voidable nor shall any Director so contracting or being so interested be liable to account to the Club for any profit realised by any such contract, transaction or arrangement by reason of such Director holding that office or by reason of the fiduciary relationship thereby established and any such Director notwithstanding his or her interestedness and/or such fiduciary relationship may as a Director vote in respect of any such contract, transaction or arrangement and may take part in the actual affixing of the Club's seal to and/or sign any deed document or instrument giving effect to evidencing or in any way relating to any such contract, transaction or arrangement, but disclosure of such interestedness shall be made and recorded as contemplated by Division 2 of The Corporations Law. Failure to make and/or to record such disclosures as aforesaid shall not operate to avoid or render voidable any such contract, transaction or arrangement.

MANAGER OR SECRETARY/MANAGER APPOINTMENT

55. The Directors may appoint under such terms and conditions as they in their sole discretion determine a Manager or Secretary/Manager of the Club, subject always to the provisions of the Liquor Administration Board.
56. The Secretary for the time being or such other officer or person as authorised by the Board of Directors shall be holder of the licences as required by the Liquor Act or the Registered Clubs Act.

ALTERATION OF CONSTITUTION

57. This Constitution may be altered or amended only at a General Meeting of Members of which twenty-one (21) days' notice in writing of the proposed alterations and amendments have been given to those members entitled to vote in respect of the resolution.

The majority required for passing of a resolution relating to such alterations or amendments to the Constitution shall be at least seventy-five percent (75%) of votes cast by members entitled to vote on the resolution.

ACCOUNTS

58. The Directors shall cause proper books of account to be kept in accordance with The Corporations Law, the Registered Clubs Act and the Gaming and Betting Act 1912 (as amended) and shall once in every year prepare or cause to be prepared such audited Financial Reports as are required to be laid before the Annual General Meeting.

The Directors shall determine whether and to what extent and at what time and place and under what conditions (except as provided by the requirements of other statutes) the accounting records and other documents of the Club or any of them will be open to the inspection of members other than Directors and a member other than a Director does not have the right to inspect any document of the Club except as provided by law or authorised by the Directors or by the Club in General Meeting.

The accounts shall be kept at the registered office of the Club or such other place or places as is determined by the Directors.

GENERAL

59. Any by-law rule or regulation made under this Constitution shall come into force and be fully operative upon the posting of an appropriate notice on the Notice Board.
60. The entrance fees, annual subscriptions and other fees or charges payable by any class of members, the times and manner of payment thereof and all other matters relating thereto not specifically provided for in this Constitution shall be such as shall from time to time be determined by the Directors.
61. The annual subscriptions shall not be less than two dollars (\$2.00) per annum and shall be payable annually in advance. Any other fees or charges payable annually shall also be payable annually in advance.
62. It shall be an offence for any member: -
 - (a) Be under the influence of liquor or introduce liquor on the premises without permission.
 - (b) Use objectionable or obscene language.
 - (c) Remove Club property without proper authority.
 - (d) Damage Club property.
 - (e) Be, remain or enter on Club premises at unauthorised times.
 - (f) Cause offence to any member or members of the Club which is prejudicial to the good order of the Club or to the comfort or welfare of any such member or members.
 - (g) To introduce gambling in the Club or to conduct unauthorised gambling on the Club premises.
63. Guests shall not be admitted into the Club premises unless accompanied by a member. No guest shall be supplied with liquor on the Club premises unless on invitation and in the company of a member.

SEAL

64. The Directors shall provide for the safe custody of the Common Seal of the Club which shall only be used by the authority of the Board of Directors and every instrument to which the seal is affixed shall be signed by a member of the Board of Directors and shall be countersigned by the Secretary or a second member of the Board or by some other person appointed by the Board for that purpose.

INDEMNITY

65. Every officer of the Club or any person (whether an officer of the Club or not) employed by the Club as Auditors shall be indemnified out of the funds of the Club against liability incurred by him or her as such member of the Board of Directors, Secretary, Officer or Auditor in defending any proceedings whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted him or her by the Court. Subject at all times to the provisions of the Corporation Law.

WAUCHOPE SUB-BRANCH OF THE RETURNED AND SERVICES LEAGUE OF AUSTRALIA (NEW SOUTH WALES BRANCH)

66. The rights of the Wauchope Sub-Branch of the Returned and Services League of Australia (New South Wales Branch) as provided for in the Deed for the Provision of Accommodation Services and Recognising Existing Club Obligations shall be observed.