

**THE CORPORATIONS LAW**

**A COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION**

**OF**

**WAUCHOPE R.S.L. CLUB LIMITED**

Amended Sunday 25 September 2022

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WAUCHOPE R.S.L. CLUB LIMITED**

**PRELIMINARY**

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

**INTERPRETATIONS**

- 2.

"The Act" - means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision appears.

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

"Board Appointed Director" means a person appointed to the Board pursuant to Rule 38A, the Registered Clubs Act and the Registered Clubs Regulations but does not include a person who is appointed to the Board to fill a casual vacancy in accordance with Rule 47 of this Constitution.

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

"Gender" - means masculine or feminine gender.

"Financial Member" – means a member who has renewed their membership of the Club by the relevant due date, and/or who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates (if any such payments are required).

"Gaming Machines Act" means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a

provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

“Liquor Act” means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

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

“Non Financial member” means a member who has not renewed their membership of the Club by the relevant due date, and/or has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

“Office” means the general administrative office of the Club.

“Quarter” means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December.

“Rules” means the rules comprising this Constitution.

“Secretary” includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.

“Special Resolution” has the meaning assigned thereto by the Act. To be passed, a Special Resolution must receive at least seventy five percent (75%) of the votes cast by members eligible to vote on the Special Resolution.

### **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 lifemembership 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.
  - (iii) The Secretary or senior employee then on duty may refuse a person admission to the Club as a Temporary member and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason.
- (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.

- (i) The Secretary may refuse an applicant for membership admission to the Club or remove an applicant for membership from the Club's premises at any time without notice and without having to provide any reason.
  - (ii) Should a person who is admitted as a Provisional member not be elected to membership of the Club;
    - a. that person shall cease to be a Provisional member of the Club; and
    - b. the joining fee and subscription (if any) submitted with the nomination shall be returned to that person.
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 application shall be in writing and shall be in the form as required by the Directors from time to time and shall contain the following particulars:
- (a) the full name of the applicant; and
  - (b) the address of the applicant;

- (c) email address of the applicant;
  - (d) the telephone number of the applicant;
  - (e) the date of birth of the applicant;
  - (f) a statement to the effect that the applicant agrees to be bound by and comply with the Constitution and By-laws of the Club and any other determination, resolution or policy which may be made or passed by the Board;
  - (g) the signature of the applicant; and
  - (h) such other particulars as may be prescribed by the Board 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 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. The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.
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 For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall by By-law determine the amount of joining fees, subscriptions (if any), levies and other payments payable by members of the Club

## 15. DISCIPLINARY PROCEEDINGS

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- (a) Subject to the remaining paragraphs of this Rule 15, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:
  - i. in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
  - ii. is, in the reasonable opinion of the Board;
    - a. guilty of any conduct prejudicial to the interests of the Club; or
    - b. guilty of conduct which is unbecoming of a member.
- (b) The following procedure shall apply to disciplinary proceedings of the Club:
  - i. A member shall be notified of:
    - a. any charge against the member pursuant to Rule 15(a); and
    - b. the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;
    - c. the date, time and place of the meeting of the Board at which the charge is to be heard.
- (c) The member charged shall be notified of the matters in paragraph (b) of this Rule 15 by notice in writing at least seven (7) days before the meeting of the Board at which the charge is to be heard.
- (d) The member charged shall be entitled to:
  - i. attend the meeting for the purpose of answering the charge; and
  - ii. submit to the meeting written representations for the purpose of answering the charge;
  - iii. call witnesses provided that:
    - a. if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and



- b. the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting (and in particular and without limitation, the member must not act in an offensive or disruptive manner).
- (e) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.
- (f) If the member charged does not comply with the warning given in accordance with paragraph (e) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.
- (g) If the member fails to attend such meeting:
  - i. the charge may be heard and dealt with and the Board may decide on the evidence before it; and
  - ii. the Board may impose any penalties,the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- (h) After the Board has considered the evidence put before it, the Board may:
  - i. immediately come to a decision as to the member's guilt in relation to the charge; or
  - ii. advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.
- (i) After the Board has come to a decision as to the member's guilt in relation to the charge it must:
  - i. in the case of a decision under paragraph (h)(i) of this Rule 15, immediately inform the member of the Board's decision; or

- ii. in the case of a decision under paragraph (h)ii of this Rule 15, inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.
- (j) If the member charged has been found guilty, the member must be given a further opportunity to address the Board in relation to an appropriate penalty for the charge. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:
  - i. at the meeting or afterwards; and
  - ii. by way or verbal or written submissions or a combination thereof.
- (k) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.
- (l) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a two-thirds majority of the directors present vote in favour of such motion.
- (m) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 15.
- (n) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.
- (o) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge, but those persons shall not be entitled to vote at the meeting.
- (p) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in this Rule is not strictly complied with provided that there was no substantive injustice for the member charged.
- (q) This Rule 15 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 67 of this Constitution and the powers contained in section 77 of the Liquor Act.

## **PROVISIONAL SUSPENSION PENDING DISCIPLINARY HEARING**

16. If a notice of charge is issued to a member pursuant to Rule 15(b):
- i. the Board by resolution; or
  - ii. the Secretary (independently of the Board)

shall have the 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.

## **ADDITIONAL DISCIPLINARY POWERS OF SECRETARY**

17. If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months, provided that:
- (a) in respect of any suspension pursuant to this Rule 17, the requirements of Rule 15 shall not apply.
  - (b) if the Secretary (or his or her delegate) exercises the power pursuant to this Rule, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:
    - i. the member has been suspended as a member of the Club; and
    - ii. the period of suspension;
    - iii. the privileges of membership which have been suspended; and
    - iv. if the member wishes to do so, the member may request by notice in writing sent to the Secretary that the matter be dealt with by the Board pursuant to Rule 15.
  - (c) If a member submits a request under Rule 17(b)iv:
    - i. the member shall remain suspended until such time as the charge is heard and determined by the Board;
    - ii. the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 15; and

the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).

- (d) Rule 17 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 67 of this Constitution and the powers contained in section 77 of the Liquor Act.
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 must advise the Secretary of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change to their details.

### **RESIGNATION OF MEMBERS**

21. A member may at any time resign from his or her membership of the Club by either:
- (a) giving notice in writing to the Secretary; or
  - (b) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.
- 21A A resignation pursuant to Rule 21 shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
- 21B Any person who has not paid his or her joining fee, subscription, levy or other payment:
- (a) by the due date shall cease to be entitled to the privileges of membership of the Club; and
  - (b) within one (1) months after the due date shall cease to be a member of the Club.

- 21C Any member who has ceased to be a member of the Club for any reason will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.

### **NOTICE TO MEMBERS**

22. A notice may be given by the Club to any member either:
- i. personally; or
  - ii. by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
  - iii. by sending it to the electronic address (if any) nominated by the member;
  - iv. by notifying the member in accordance with Rule 23 (in the case of notices of general meetings (including Annual General Meetings) only).
23. If the member nominates:
- i. an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and
  - ii. an electronic means (the nominated access means) the member may use to access notices of meeting;

the Club may give the member notice of the meeting by notifying the member (using the nominated notification means);

- iii. that the notice of meeting is available; and
  - iv. how the member may use the nominated access means to access the notice of meeting.
- 23A Where a notice is sent to a member in accordance with Rule 22, the notice shall be deemed to have been received by the member on the day following that on which the notice was sent.
- 23B Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Rule 23, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.

### **GENERAL MEETINGS**

24. 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**

25. At any General Meeting of members fifteen ordinary members present 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.
26. A General Meeting may be called by the Board of Directors on giving twenty-one (21) days written notice to each member.
- (a) A notice of a general meeting of the members of the Club (including an Annual General Meeting) must:
- i. set out the place, date and time of the meeting; and
  - ii. state the general nature of the meeting's business;
  - iii. if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.
- (b) Neither:
- i. the accidental omission to give notice of a meeting; nor
  - ii. 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 Act such proceedings are declared to be void.
27. 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.
28. 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**

29. 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**

30. No business shall be transacted at any General Meeting unless a quorum is present except as provided in clause 24.
31. 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.
32. Every Financial Member when eligible to vote, shall both on a show of hands and on the taking of a poll have one vote.
33. 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.
34. 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.
35. 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.
36. 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.
- 36A The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.
- 36B The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.
- 36C The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.

- 36D If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.
37. 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.
- 37A The chairperson:
- (a) is responsible for the conduct of the general meeting; and
  - (b) shall determine the procedures to be adopted and followed at the meeting;
  - (c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.
38. 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.
- 38A The Board may appoint up to two (2) Board Appointed Directors to the Board in addition to the directors referred to in Rule 38. The following provisions shall apply in respect of Board Appointed Directors:
- (a) The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of Board Appointed Directors.
  - (b) A Board Appointed Director only has to satisfy the eligibility requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed to the Board and does not have to satisfy any eligibility requirement in the Constitution.



- (c) The Board cannot appoint a Board Appointed Director if such an appointment would cause the number of directors on the Board to exceed the statutory maximum of nine (9) directors.
- 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.
- 41A A member who:
  - (a) is an employee; or
  - (b) is currently under suspension pursuant to Rules 15, 16 or 17;
  - (c) is not a Financial member;
  - (d) is disqualified from managing any company under the Act;
  - (e) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
  - (f) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;

- (g) has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded) but it does not include a spent conviction (as defined in the Criminal Records Act 1991);
- (h) was an employee of the Club during the three (3) years immediately preceding the proposed date of election or appointment to the Board.
- (i) is a current contractor of the Club or a director, secretary, employee or business owner of a contractor;
- (j) was a contractor of the Club or a director, secretary, employee or business owner of a contractor immediately preceding the proposed date of election or appointment to the Board.
- (k) has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (but not including any provisional suspension pending a disciplinary hearing);
- (l) is a director of another registered club;

shall not be eligible to stand for or be elected or appointed to the Board.

41B Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

### **ELECTION OF DIRECTORS**

- 42. Nomination for the election to the Board of Directors 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.
- 43. The Secretary shall post the names of the candidates on the notice board seven (7) days prior to the Annual General Meeting.
- 44. If the required number of nominations are not received for all the vacant positions on the Board of Directors then those candidates who are nominated shall be declared elected to the relevant positions and the unfilled positions shall be casual vacancies for the purposes of Rule 47.
- 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:
- (a) The Board shall appoint a Returning Officer and at least two (2) scrutineers to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer or as a scrutineer.
  - (b) A ballot paper shall be prepared with the order of the names of the nominees determined by lot conducted by the Returning Officer;
  - (c) At least five (5) days before the commencement of voting, the Club must display a notice on the Club's website and on the Club noticeboard which confirms:
    - i. the approved methods of voting – which may include voting by electronic means; and
    - ii. the procedures to be followed for voting;
    - iii. the dates and times when members can vote;
    - iv. any other details which may be required for voting
  - (d) The ballot shall be conducted in such manner and on such days and during such times as shall be determined by the Board from time to time.
  - (e) The ballot shall be determined on the “first past the post” voting system.
  - (f) Members shall record their vote in such manner as may be prescribed by the Board from time to time by by-law. Failure to comply with the requirements of such by-laws shall render the vote invalid.
  - (g) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
  - (h) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
  - (i) The Returning Officer shall report the result of the ballot to the Annual General Meeting.
  - (j) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 46.

- (k) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers set out in this Rule 46.
- (l) If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 47.
- (m) If the election of the Board is to be conducted electronically, members will be able to vote either by using their own personal computer or other electronic device without having to attend the Club's premises or by using a designated computer or other electronic device at the Club's premises.
- (n) The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with this Rule 46.
- (o) The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 46 is not strictly complied with provided there is no substantive injustice for any candidates.

### **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 Act 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 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.
- u) To issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.

### **PROCEEDINGS OF THE DIRECTORS**

51. (a) The Board of Directors shall meet at least once in every Quarter 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.
- (c) All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
- (d) A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.
- (e) A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.

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) dies;
  - b) is disqualified for any reason referred to in Section 206B of the Act.
  - c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
  - d) is absent from meetings of the Board for a period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that their office is not be vacant as a result of that absence.
  - e) by notice in writing resigns from office as a director.
  - f) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
  - g) ceases to be a member of the Club.
  - h) becomes an employee of the Club.
  - i) fails to complete the mandatory training requirements for directors referred to in Rule 41B within the prescribed period (unless exempted);
  - j) was not eligible to stand for or be elected or appointed to the Board;
  - k) ceases to hold the necessary qualifications to be elected or appointed to the Board;
  - l) is convicted of an indictable offence (unless no conviction is recorded);
  - m) is not a Financial member of the Club;
  - n) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months;
  - o) is removed from office as a director in accordance with the Act and this Constitution.



#### **54. MATERIAL PERSONAL INTERESTS OF DIRECTORS**

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- (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:
  - i. declare the nature of the interest at a meeting of the Board; and
  - ii. comply with Rule 54A.
- (b) Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
  - i. must not vote on the matter; and
  - ii. must not be present while the matter is being considered at the meeting.

#### **54A REGISTERED CLUBS ACCOUNTABILITY CODE**

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- (a) The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 54A. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 54A, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.
- (b) For the purposes of this Rule 54A, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

#### **CONTRACTS WITH TOP EXECUTIVES**

- (c) The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
  - i. the top executive's terms of employment; and
  - ii. the roles and responsibilities of the top executive;
  - iii. the remuneration (including fees for service) of the top executive;
  - iv. the termination of the top executive's employment.

- (d) Contracts of employment with top executives:
  - i. will not have any effect until they approved by the Board; and
  - ii. must be reviewed by an independent and qualified adviser before they can be approved by the Board.

#### **CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES**

- (e) Subject to any restrictions contained in the Registered Clubs Act and Rule 54A(g), the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (f) A “pecuniary interest” in a company for the purposes of Rule 54A(e) does not include any interest exempted by the Registered Clubs Act.

#### **CONTRACTS WITH SECRETARY AND MANAGERS**

- (g) Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
  - i. the Secretary or a manager; or
  - ii. any close relative of the Secretary or a manager;
  - iii. any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest .

#### **LOANS TO DIRECTORS AND EMPLOYEES**

- (h) The Club must not:
  - i. lend money to a director of the Club; and
  - ii. unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

#### **RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES**

- (i) A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.

- (j) If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

#### **DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB**

- (k) A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
  - i. any material personal interest that the director has in a matter relating to the affairs of the Club; and
  - ii. any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
  - iii. any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
  - iv. any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.
- (l) The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 54A.

#### **TRAINING DISCLOSURES**

- (m) The Club must make available to members:
  - i. details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
  - ii. the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.
- (n) The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

## **PROVISION OF INFORMATION TO MEMBERS**

- (o) The Club must:
  - i. make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates: and
  - ii. indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

## **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 Board shall:
  - (a) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
  - (b) prepare, on a quarterly basis, financial statements that incorporate:
    - i. the Club's profit and loss accounts and trading accounts for the quarter; and
    - ii. a balance sheet as at the end of the quarter.
  - (c) cause the financial statements referred to in paragraph (b) of this Rule to be submitted to a meeting of the Board.

- (d) make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within seven (7) days of the statements being adopted by the Board.
  - (e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule.
  - (f) provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member.
- 58A The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
- 58B The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.
- 58C In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
- (a) the financial report of the Club; and
  - (b) the directors' report;
  - (c) the auditors' report on the financial report.

### **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.

**67. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB**

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- (a) In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 70, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- i. who is then intoxicated, violent, quarrelsome or disorderly; or
  - ii. who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
  - iii. whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
  - iv. who hawks, peddles or sells any goods on the premises of the Club;
  - v. who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
  - vi. who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant.
  - vii. whom the Club, under the conditions of its club licence, a term of a liquor accord or by any law, is authorised or required to refuse access to the Club.
- (b) If pursuant to Rule 67(a) 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 Rule 70) 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.
68. Without limiting Rule 67(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 67(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
69. Without limiting Rule 67(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 67(a)i), the person must not:
- (a) remain in the vicinity of the Club; or
  - (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

70. Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
  - (b) any employee authorised by the Secretary to exercise such power.

**71. MEETINGS AND VOTING**

- (a) In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):
  - i. distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means, and/or
  - ii. hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
  - iii. allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.
- (b) If there is any inconsistency between Rule 71(a) and any other provision of this Constitution, Rule 71(a) shall prevail to the extent of that inconsistency.