

CONSTITUTION

OF

WALLSEND RSL & COMMUNITY CLUB LIMITED

ACN 000 958 136



30 Dan Rees Street, WALLSEND NSW 2287
PO Box 123 WALLSEND
DX 21454 WALLSEND
TEL: (02) 4951 5766
FAX: (02) 4951 2146
TCM:KAT:8716

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1 Definitions

In this Constitution these terms (both in singular and plural forms) have the following meanings:

“Act” means the Registered Clubs Act (NSW) 1976 as amended from time to time.

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

“Associate Director” means a Director who is an Associate Member.

“By-Laws” means the By-Laws of the Club in force from time to time.

“Board” means the whole or any number of the Directors assembled at a meeting of the Directors, being not less than a quorum or a majority, as the case may require.

“Corporations Act” means the Corporations Act 2001 (Cth) 2001.

“Clause” means a clause or subclause of this Constitution.

“Club” means Wallsend RSL & Community Club Limited A.C.N 000 958 136.

“Constitution” means this constitution.

“Corporations Act” means the Corporations Act 2011 (Cth).

“Director” means a director of the Club.

“Financial Year” means the year commencing on 1 June and ending on 31 May.

“Full Member” means an RSL Member, Associate Member or Life Member.

“GST” means GST as defined in the “A New Tax System (Goods and Services Tax) Act 1999 as amended from time to time or any replacement or other relevant legislation and regulations.

“Member” means an RSL Member, Associate Member, Life Member, Provisional Member, Temporary Member or Honorary Member or WBC Member and **“membership”** has an equivalent meaning.

“Month” means calendar month.

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

“Office” means the Registered Office for the time being of the Club.

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

“RSL” means the Returned Services League of Australia (New South Wales Branch) Incorporated.

“RSL Director” means a Director who is an RSL Member.

“Secretary” means the Secretary of the Club appointed by the Board according to the provisions of this Constitution.

2 Replaceable Rules

- 2.1 Subject to this clause this Constitution incorporates the replaceable rules, as set out in section 141 of the Corporations Act, as amended from time to time.
- 2.2 The replaceable rules in force are included in this Constitution in italics, for ease of reference. After that date, reference must be made to the Corporations Act to determine whether the replaceable rules have been amended.
- 2.3 If new replaceable rules are incorporated in the Corporations Act which are inconsistent with this Constitution, this Constitution prevails to the extent of the inconsistency.
- 2.4 The following replaceable rules are excluded.
- (a) section 201G – Company may appoint a Director;
 - (b) section 203C – Proprietary Company may remove Director;
 - (c) section 202A – remuneration of Directors;
 - (d) section 248F – Quorum at Director’s meetings;
 - (e) section 254D – pre-emption for existing Share Holders;
 - (f) section 254U – Other provisions about paying dividends;
 - (g) section 254W(2) – dividend rights for shares in proprietary companies;
 - (h) section 1072(A), 1072(B), 1072(D), 107(F) transfer of shares;
- 2.5 The following Replaceable Rules are modified:
- (a) Section 249T - Quorum at Member’s Meetings - is amended by deleting section 249T(1) and replacing it with Clause 21.1.
 - (b) Section 201H - Directors may Appoint other Directors - is amended by deleting sections 201H (2) and (3).

THE CLUB

3 Non-Exclusive Objects

The non-exclusive objects for which the Club is established are:

- (a) To promote and provide facilities for social interaction of members and their guests.
- (b) To promote all or any of the objects of the RSL.
- (c) To promote and provide facilities for sporting and athletic purposes including promoting and encouraging sporting activities.
- (d) To provide accommodation for Club members and their guests.
- (e) To do all acts, deeds, matters and things and enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club.

4 Non-Profit Club

- 4.1 Subject to the remainder of this clause, the income and property of the Club must be applied solely toward promotion of the non-exclusive objects of the Club.
- 4.2 No part of the income or property of the Club may be paid to or be distributed among the members of the Club except as:

- (a) proper remuneration to any member employed by the Club in return for services actually rendered to the Club;
 - (b) payment to a member or Director in return for goods or services supplied to the Club for fair value and in the ordinary course of business;
 - (c) payment to a member in respect of his services as a Director or as member of any committee of the Club where that payment has been approved by a resolution passed at a general meeting at which the persons entitled to vote are the same as the persons entitled to vote at the annual election of the Directors of the Club;
 - (d) payment of out of pocket expenses of a kind authorised by resolution of the Board and reasonably incurred by a member, the Secretary, or any other employee, in the course of carrying out his or her duties in relation to the Club;
 - (e) interest (at a rate not exceeding the Reserve Bank of Australia cash rate plus two percent (2%) on money borrowed by the Club from a member or Director; or
 - (f) reasonable and fair market rent for premises let by any member or Director to the Club.
- 4.3 No payments will be made by the Club to any of the Directors otherwise than in accordance with this Constitution and then only with the express approval of the Board.
- 4.4 Members of the Club must not derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club unless the profit, benefit or advantage is derived from a contract in good faith (including a contract for employment).

5 Restrictions

- 5.1 The Club must ensure all visible and audible promotional and advertising matter relating to the facilities of the Club includes a statement at least as visible or audible as the promotional or advertising matter, to the effect that the matter is for the information of members and guests.
- 5.2 The Club must display prominently, at all times, at each entrance to the Club at which members and guests are permitted to enter:-
- (a) A map that clearly shows the limits of the area within which an ordinary resident of the area is not eligible for temporary membership otherwise than under section 30(10) of the Act;
 - (b) The Rules of the Club that relate to Temporary Membership of the Club;
 - (c) A copy of section 30(10) of the Act, unless the Rules of the Club provide the provisions of that section do not apply to the Club; and
 - (d) A copy of the definition of guest in section 4 of the Act.

6 Financial Records

- 6.1 The Club must keep written financial records which correctly record and explain its transactions and financial position and performance and which would enable true and fair financial statements to be prepared and audited.
- 6.2 The Directors of the Club, or the Club by a resolution passed at a general meeting, may authorise a member to inspect the books of the Club.

MEMBERS

7 Membership

At the date of adoption of this Constitution, those persons on the Register are members in the classes recorded on the Register.

8 Classes of Members

- 8.1 The membership of the Club is divided into the following classes:
 - (a) RSL Members
 - (b) Associate Members
 - (c) Life Members
 - (d) Provisional Members
 - (e) Honorary Members
 - (f) Temporary Members
 - (g) WBC Club Members
- 8.2 **RSL Member** means a person admitted as a member of the Club in accordance with Clause 9 of this Constitution who is also a full or associate member of the Wallsend Sub-branch of the RSL.
- 8.3 **Associate Member** means any person who has been admitted as a member of the Club in accordance with Clause 9 of this Constitution.
- 8.4 **Life Membership** means a person on whom Life Membership is conferred in accordance with Clause 10 of this Constitution.
- 8.5 **Provisional Members** are those persons who have applied for any class of membership, except Temporary Membership, but who have not yet been admitted as a member.
- 8.6 **Honorary Membership** may be conferred upon any Club patron, prominent citizen or local dignitary.
- 8.7 **Temporary Members** are any of the following persons admitted at the discretion of the Club as Temporary Members.
 - (a) Any person whose place of residence is in New South Wales and is more than 5km from the Club.
 - (b) Any person whose place of residence is within 5km of the Club and who is a member of another registered club with similar objects to those of this Club.

- (c) Any member of another registered club who is attending the Club for the purpose of taking part in an organised sport or competition as provided in Section 30(10) of the Act.

8.8 **WBC Club Members** be elected as members of the Club subject to the Deed of Amalgamation with Wallsend Bowling Club Co-Op Limited ABN 22 070 657 908 approved by the Independent Liquor and Gaming Authority. This Constitution confers the same rights and entitlements to WBC Club Members as Associate Club Members. WBC Club Members may transfer to other classes of membership if eligible.

9 Application for Membership

9.1 Applications for membership, except Temporary Membership, must:

- (a) be in writing;
- (b) set out the applicant's full name and address,
- (c) be signed by the applicant;
- (d) be accompanied by the applicable subscription and entrance fee;
- (e) be in a form similar to that set out in Appendix 1; and
- (f) be lodged with the Secretary.

9.2 Particulars of the application for membership, other than Temporary Membership, must be posted on the Notice Board and must remain posted for at least seven (7) days.

9.3 The application for membership, other than Temporary Membership, will be considered at the next Board meeting following expiration of the 14 days after nomination in accordance with Clause 9.1.

9.4 The Board may accept or reject any application for membership without assigning any reason for such rejection.

9.5 The Secretary must notify successful applicants of their acceptance as a member.

9.6 The Secretary must refund the subscription and entrance fee to unsuccessful applicants.

10 Life Membership

10.1 Life Membership may be conferred upon any RSL or Associate member who has rendered outstanding service to the Club or to the Wallsend RSL Sub-branch Club.

10.2 A Life Member retains the rights and privileges, including in respect of nomination for the position of Director, of his or her previous membership classification.

10.3 An RSL Member may be admitted as a Life Member by nomination by one RSL member, seconded by another RSL member, approved by the Board and approved by the members in general meeting.

10.4 A Member may be admitted as a Life Member by nomination by one Full member, seconded by another Full member, approved by the Board and approved by the members in general meeting.

11 Entrance Fee and Subscription

11.1 Honorary Members and Life Members are not obliged to pay entrance fees or subscriptions.

11.2 The Board may determine the amount of, the time and method of payment for, and any other matter relating to, entrance fees, subscriptions and other annual fees or charges payable by any class of members. The Board must not set the amount for subscription at less than \$2.00 [exc GST].

11.3 Subscriptions must be paid in advance before 1 January each year.

11.4 The Board may, at any time, determine, suspend, fix or waive the entrance fee, either generally or for specific members.

12 Address of Members

Every Full Member must notify the Secretary in writing of the details of any change to his or her address. The address last provided to the Secretary is the member's registered address for the purpose of this issue of notices.

13 Registers of Members and Guests

13.1 The Secretary must establish and maintain separately, a register of Full Members and Honorary Members. Each register must set out for each such member, the member's full name, address, date of acceptance as a member and currency of subscription. The register must be kept at the principal place of administration of the Club and be open for inspection, free of charge, by any Full Member upon reasonable prior notice at any reasonable hour.

13.2 The Secretary must establish and maintain separately, a register of Temporary Members and persons above the age of 18 years who enter the Club as guests of Full Members. These registers must set out in respect of each guest or Temporary Member, that person's name in full or surname and initials of the given names, address, date of attendance at the Club and signature.

14 Liability of Members

14.1 Full Members must each contribute to the assets of the Club, in the event that it is wound up while the Full Member is a Full Member or within one year afterwards for:

- (a) payment of the debts and liabilities of the Club contracted before the time at which the Full Member ceased to be a Full Member; and
- (b) the costs, charges and expenses of winding up the Club.

14.2 The liability of Full Members is limited and each Full Member undertakes to contribute toward payment of all the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club:

- (a) the amount of any unpaid membership fees due by them; and
- (b) a sum not exceeding five dollars (\$5.00).

14.3 No member has any right to any surplus assets remaining after the completion of the winding up or dissolution of the Club.

14.4 Any surplus assets remaining after the completion of the winding up or dissolution of the Club must be given to the Wallsend Sub-branch of the RSL. Or should the Wallsend Sub-Branch of the RSL no longer exist, then to such other Club organisation or company with the same or similar aims as the Club.

15 DISPUTES

- 15.1 If a dispute arises between any members (in their capacity as members) or between a member and the Club.
- 15.2 The complainant must provide notice in writing (“the Dispute Notice”) to the other party and to the secretary of the Club within fourteen (14) days of the commencement of the dispute.
- 15.3 The Dispute Notice must:-
- i) specify the nature of the dispute;
 - ii) specify the outcome that the complainant wishes to achieve; and
 - iii) what action the complainant thinks will settle the dispute.
- 15.4 The parties must then agree within fourteen (14) days to:-
- i) clearly communicate the background facts leading to or causing the dispute;
 - ii) set out clearly what action is required to settle the dispute;
 - iii) select a way of resolving the dispute and explain why that way of resolving the dispute can be said to be a fair resolution of the dispute; and
 - iv) identify, if the dispute is resolved, how the resolution of the dispute has or could enhance the business relationship between the parties and, in particular, identify specific means of avoiding similar disputes arising between the parties in the future.
- 15.5 If the dispute is not resolved within fourteen (14) days in accordance with clause 15.4 either party may refer the matter to a mediator.
- 15.6 If the parties can’t agree about who should be the mediator, the parties shall refer the matter to the president for the time being of LEADR and request that person to appoint a mediator.
- 15.7 The mediation must be conducted in Australia.
- 15.8 The parties must attend any mediation instituted under this clause and try and resolve the dispute.
- 15.9 Each party is liable for its own costs of preparation and attending any such mediation.
- 15.10 No party shall commence legal proceedings pursuant to any dispute referred to in this clause except that this clause does not affect the right of any party to seek injunctive relief against the other party.

16 Suspension and Termination of Membership

- 16.1 If any member breaches any part of the Club’s constitution or by-Corporations Acts or
- (a) in the opinion of the Board of Directors is guilty of any conduct prejudicial to the interests of the Club or its members or any one of them.
- Or

in the opinion of the Board of Directors is guilty of conduct that renders the member unfit for membership.

the Board shall have the power to reprimand the said member or suspend or expel the member from membership of the club.

- 16.2 The Secretary or his or her nominee may exercise the powers of the Board in accordance with Clause 16.1 provided that any suspension or expulsion of the member by the Secretary or his or her nominee shall only be of effect until the next meeting of the Board, or such earlier period as the Secretary, or his or her nominee, shall specify.
- 16.3 Any suspension or expulsion of a member in accordance with this clause shall be considered at the next Board meeting following any such suspension or expulsion.
- 16.4 From the passing of the resolution of the Board in accordance with:-
- 16.4.1 the secretary shall, as soon as practicable, cause a notice in writing to be served on the member
- (a) setting out the resolution of the Board and the grounds upon which such resolution is based;
 - (b) stating that the member may appeal against any such resolution of the Board.
- 16.5 Any appeal by a member in accordance with 16.3 must be lodged in writing to the secretary/manager within fourteen (14) days of the service of the notice in accordance with 16.3 and must set out the grounds of the appeal.
- 16.6 At the next meeting of the Board after lodgment of an appeal in accordance with 16.4 the Board shall consider any appeal lodged in accordance with Clause 16.4 and the Board may, at its sole discretion, invite any such Member to attend at the Board Meeting when any such appeal is to be considered by the Board.
- 16.7 The Secretary shall, as soon as practicable, after the Board has considered any appeal cause a notice in writing to be served upon the Member setting out the resolution of the Board.
- 16.8 Termination of membership does not extinguish the member's ability for any entrance fee, annual subscription or other amount in arrears of the date of resignation or for the member's liability in the event of winding up or dissolution of the Club.
- 16.9 A person suspended or expelled in accordance with Clause 16 will not be permitted to enter Club premises, including as a Temporary member or a guest of a member:
- (a) if the person was expelled, at any time; or
 - (b) if the person was suspended, during the period of suspension.

17 Cessation of membership

- 17.1 A member ceases to be a member of the Club if the member:
- (a) dies;
 - (b) resigns their membership verbally and/or by notice in writing to the secretary;
 - (c) has been expelled from membership according to the provisions of this Constitution;

- (d) after having received a written notice from or authorised by the Board specifying any default or breach of the conditions of membership or the provisions of this Constitution or any By-Laws, Rules or Regulations adopted by the Club fails for a period of ninety (90) days to rectify or remedy such specified default or breach; or
 - (e) ceases to meet the criteria for membership of the class of membership in which the member appears on the Register; or
 - (f) fails or refuses to pay their annual subscription fees within 60 days of the due date.
- 17.2 Cessation of membership does not extinguish the member's liability for any entrance fee, annual subscription or other amount in arrears at the date of cessation or for the member's liability in the event of winding up or dissolution of the Club.
- 17.3 If a member ceases to be a member as a result of ceasing to meet the criteria for his or her class of membership, the Board may, at its discretion, re-admit a member to a different class of membership, for which the member does meet the membership criteria.

MEMBERS MEETINGS

18 Annual General Meeting

- 18.1 A general meeting called the Annual General Meeting or AGM must be held at least once in every calendar year:-
- (a) within five (5) months of the end of the Club's financial year; and
 - (b) in addition to any other meetings held in the year.
- 18.2 The Club may hold a meeting of Full Members at two or more venues using any technology that gives the Full Members as a whole reasonable opportunity to participate.

19 Business at Annual General Meeting

- 19.1 The business of the AGM may include any of the following, even if not referred to in the notice of meeting:
- (a) the consideration of the annual financial report, Directors' report and auditor's report;
 - (b) the election of Directors;
 - (c) the appointment of an auditor; and
 - (d) dealing with any other business included in the notice of meeting.
- 19.2 Deleted.
- 19.3 The Chairman of the AGM must allow a reasonable opportunity for the Full Members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- 19.4 If the Club's auditor or the representative is at the meeting, the Chairman of an AGM must allow a reasonable opportunity for any Full Member at the meeting to ask that the Auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's report.
- 19.5 All business and notices of motion to be dealt with at the AGM must be given to the Secretary by not later than 5 pm on the day forty two (42) clear days by prior to the date of that meeting.

20 Calling General Meetings

- 20.1 General meetings may be called by any Director.
- 20.2 General meetings must be called at the request of Full Members holding at least 5% of the votes that may be cast at any general meeting of the Club or at least 100 RSL Members who are entitled to vote at any such general meeting ("the Request").
- 20.3 The Request for a general meeting must be in writing, state any resolution to be proposed at the meeting, be signed by the Full Members and/or RSL Members making the Request, and be given to the Club.
- 20.4 Separate copies of a document or e-mail setting out the Request may be used for signing by Full Members and/or RSL Members if the wording of the Request is identical in each copy.
- 20.5 The Directors must call the meeting within 21 days after the Request is given to the Club. The meeting must be held not later than two (2) months after the Request is given to the Club.
- 20.6 If the Directors fail to call the meeting in accordance with clause 20.5 Members with more than fifty percent (50%) of the votes of the Members who made the Request may call and arrange to hold a general meeting. This meeting must be held within three (3) months of the Request being given to the Club. The Club must pay the reasonable expenses incurred in calling this meeting.

21 Notice of Meetings

- 21.1 In addition to the requirements of Rule 29.5, written notice of a meeting of Full Members must be given individually to each Full Member and to each Director and to the Club Auditor.
- 21.2 The notice of meeting must specify the place, the day and the time of the meeting, the general nature of the business to be transacted.
- 21.3 Notice of meeting may be given:-
 - (a) personally;
 - (b) by sending it by post to the address for the Full Member in the Register or the alternative address nominated by the Full Member; or
 - (c) by sending it to the fax number, e-mail or other electronic address nominated by the Full Member.
- 21.4 Notice of meeting is deemed to have been received 3 days after posting or on the business day after having been faxed or e-mailed.
- 21.5 The period of notice required of the calling of a meeting of Full Members is twenty one (21) days unless 95% of those Full Members who being entitled to vote attend at the meeting and agree to a shorter period of notice for that meeting beforehand.
- 21.6 The shorter periods of notice permitted under clause 21.5 are not permitted for meetings at which a Director or auditor is to be removed or appointed. When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

21.7 Any period of notice is exclusive of the day upon which notice is served but inclusive of the day on which the meeting is to be held.

22 Quorum at Members' Meetings

22.1 Ten (10) Full Members present or represented in person (being Full Members entitled under this Constitution to vote at a general meeting) will constitute a quorum for a general meeting called by the Board. Where a Member's Meeting is called by Members, 100 members present or represented in person (being Full Members entitled under this Constitution to vote at a general meeting) will constitute a quorum.

22.2 If a quorum is not present within half an hour after the appointed time for the commencement of a general meeting:

- (a) the meeting, if convened upon the requisition of Full Members, is to be dissolved; or
- (b) in any other case, the meeting is to be adjourned to a date, time and place determined by the person Chairmaning the meeting.

22.3 If quorum is not present within half an hour after the appointed time for the commencement of the general meeting, the meeting is adjourned to the date, time and place the Directors specify. If the Directors do not specify one or more of those things, the meeting is adjourned to:

- (a) if the date is not specified – the same day in the next week; and
- (b) if the time is not specified – the same time; and
- (c) if the place is not specified – the same place.

23 Chairing Meetings of Members

23.1 The Directors may elect an individual to chair meetings of the Club's Full Members.

23.2 The Directors at a meeting of Full Members must elect an individual present to chair the meeting (or part of it) if an individual has not already been elected by the Directors to chair it or, having been elected, is not available to chair it, or declines to act, for the meeting (or part of the meeting).

23.3 The Full Members at a meeting of Full Members must elect a Full Member present to chair the meeting (or part of it) if:

- (a) a Chairman has not previously been elected by the Directors to chair the meeting; or
- (b) a previously elected Chairman is not available, or declines to act for the meeting (or part of the meeting).

23.4 The Chairman must adjourn a meeting of Full Members if the Full Members present with a majority of votes at the meeting agree or direct the Chairman must do so.

24 Adjourned Meetings

24.1 No business can be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

24.2 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for one month or more.

25 Voting

- 25.1 Subject to clauses 25.2, 25.3 and 25.4, every Full Member present in person has one vote on a show of hands or on a poll.
- 25.2 A member who is also an employee of the Club must not vote at any meeting of the Club.
- 25.3 A challenge to a right to vote at a meeting of Full Members may only be made at the meeting and must be determined by the Chairman, whose decision is final.
- 25.4 At a general meeting a motion put to the vote of the meeting is to be decided on a show of hands unless a poll is demanded.
- 25.5 A poll may be demanded by at least five (5) Full Members entitled to vote on the resolution, or Full Members with at least 5% of the votes that may be cast on that resolution, or by the Chairman. The poll may be demanded before a vote is taken, before the voting results on a show of hands are declared or immediately after the voting results on a show of hands are declared. The percentage of votes that Full Members have is to be worked out as at the midnight before the poll is demanded. A demand for a poll may be withdrawn.
- 25.6 A poll demanded on a matter other than the election of a Chairman or the question of an adjournment must be taken when and in the manner the Chairman directs. A poll on the election of a Chairman or on the question of an adjournment must be taken immediately.
- 25.7 The Chairman has a casting vote and also any vote the Chairman has in his or her capacity as a member.
- 25.8 On a show of hands a declaration by the Chairman is conclusive evidence of the result, provided the declaration reflects the show of hands. Neither the Chairman nor the minutes need to state the number or proportion of votes recorded in favour or against the resolution.

DIRECTORS

26 Board of Directors

- 26.1 The business of the Club is to be managed by or under the direction of the Directors. The Directors may exercise all the powers of the Club, being a company, except any power the Corporations Act or this Constitution requires the Club to exercise in a general meeting of Full Members. The powers of the Directors include, but are not limited to the power to:
- (a) sign, draw, accept, endorse or otherwise execute a negotiable instrument by obtaining the signature of any two Directors of the Club. The Directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way;
 - (b) delegate any of their powers to a committee of Directors. The committee must exercise the powers delegated to it in accordance with any directions of the Directors. The effect of the committee exercising a power in this way is the same as if the Directors exercised it;

make such By-Laws, Rules or Regulations consistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances, affairs, interest, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Corporations Acts, Rules and Regulations:

- (c) enforce the observance of all By-Laws, Rules and regulations by suspension or expulsion from enjoyment of Club privileges;
- (d) appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit;
- (e) determine who is entitled to sign or endorse on the Club's behalf contracts, receipts acceptances, cheques, bills of exchange, promissory notes and other documents or instruments;
- (f) fix the maximum number of each class of members who may be admitted to the Club;
- (h) fine, caution, suspend for such period as it thinks fit or expel from membership any member who infringes any provision of this constitution or of the By-Laws, rules or regulations of the Club or who is, in the opinion of the Directors, guilty of any conduct prejudicial to the interests of the Club or its Members or any of them or in the opinion of the Board of Directors is guilty of conduct that renders the member unfit for membership, whether such conduct occurred within the premises of the Club or outside the premises of the Club;
- (g) impose any restrictions or limitations on the rights and privileges of members and visitors relating to the use by them of the Club premises and/or amenity or facility therein contained or relating to their conduct, behaviour, clothing and dress whilst on the Club premises;
- (h) Authorise repayment of actual out-of-pocket expenses incurred by any member of the Board.

26.2 Any By-Laws, Rule or Regulation made under this Constitution will come into force and be duly operative upon the posting of an appropriate notice containing such By-Laws, Rule or Regulation on the Notice Board.

27 Composition of the Board

27.1 The Board must comprise seven Directors, each of whom must be a natural person at least 18 years of age.

27.2 The Board must have a President and a Vice-President, each elected each two years at the first meeting of each newly elected Board.

27.3 Directors may be RSL Members or Associated Members.

28 Election of Board of Directors

28.1 The Board will be elected every two years, and will hold office for two years following the election.

28.2 The Directors must be appointed to the Club in accordance with Clause 28.

- 28.3 The Directors of the Club may appoint a person as Director in order to make up a quorum for a Directors Meeting even if the total number of Directors of the Club is not enough to make up that quorum.
- 28.4 A Director appointed by the Board in accordance with Clause 28.3 holds office until the next Annual General Meeting unless he or she is removed or vacates the office of Director in accordance with this Constitution.
- 28.5 Notice of the Annual General Meeting must be advertised in a newspaper circulating in the Wallsend district and be placed on the Notice Board not less than forty nine (49) clear days prior to the date fixed for that meeting. The Notice must specify the date, place and time of the meeting and must call for nominations for Directors.
- 28.6 No person:
- (a) currently under suspension by the Board in accordance with this Constitution; or
 - (b) who is a servant or employee of the Club,
 - (c) who is not an Full Member of the Club, or
 - (d) who is appointed by the Board as Returning Officer for that election or
 - (e) who is a Director of or holds a position of Director, or is elected or appointed to the position of Director, of any registered Club where such other registered Club has its premises or place or business within ten (10) kilometres radius from the Club,
- is eligible to nominate, stand for, vote on or be elected to, the Board.
- 28.7 Nominations for seven (7) offices of Director must be:
- (a) in writing;
 - (b) signed by two Full Members and the nominee;
 - (c) delivered to the Returning Officer no later than 5 pm on the day forty-two (42) days before the day fixed for the general meeting (“the closing of nominations”), at which time the draw for the order of the names on the ballot will take place in the club rooms. Photographs and resumes of candidates published to be presented in the same order as the names appear on the ballot sheet; and
 - (d) posted on the Notice Board by the Returning Officer immediately after the closing of nominations.
- 28.8 If less than or equal to the full number of Directors is nominated, the Returning Officer must declare those nominated duly elected.
- 28.9 If less than full number of Directors to be filled were appointed according to Clause 28.8, additional nominations must be invited at the Annual General Meeting.
- 28.10 If nominations made at the Annual General Meeting in accordance with Clause 28.9 exceed the number of vacancies remaining following appointments made in accordance with Clause 28.8, the vacancies must be filled from those nominated at the Annual General Meeting by an election by resolution of the Annual General Meeting.
- 28.11 If there is more than the required number of either RSL Directors or Associate Directors nominated in accordance with Clause 28.7, an election will take place.

28.12 Election of Directors shall be by ballot conducted in the manner following:

- (a) Ballot papers will be available in the Club Rooms from the Returning Officer or his nominee during the times set down by the Board of Directors.
- (b) A member on presentation of his membership card will receive the requisite number of ballot papers to elect candidates to be elected in accordance with Clause 28. Each of such Ballot Papers will be marked by the Returning Officer or his nominee.
- (c) The member shall complete the ballot papers in accordance with the instructions thereon and place the completed ballot papers in a locked box provided for that purpose and all ballot papers must be placed in the ballot box during the hours above mentioned.
- (d) No ballot paper shall be counted as valid unless it bears the mark of the Returning Officer or his nominee. It is the responsibility of the member receiving the ballot paper to ensure that the same has been marked.
- (e) Every Financial Member who is eligible to vote shall have one vote.
- (f) No member shall issue or distribute "how to vote" tickets or display any material advocating either for or against the election of any candidate or candidates for the Board of the Club. Any breach shall be deemed to be conduct prejudicial to the interest of the Club or its members for the purposes of Section 16.1 of the Clubs Constitution.

28.13 A Member is ineligible to be nominated for election or to be appointed to the Board if that Member:

- (a) has appeared before the Board pursuant to any conduct referred to in Clause 16.1 or Clause 16.1(h) and has had his or her membership of the Club suspended or has been expelled from membership of the Club for a period of not less than three (3) months where such expulsion or period of suspension has occurred within the period of two (2) years immediately prior to the date of nomination for election to the Board or appointment to the Board; or
- (b) Is a former employee of the Club and was employed by the Club at any time within a period of five (5) years prior to being nominated for election to the Board or appointed to the Board.

28.14 No person may be nominated for President unless he/she has been a member of the Club for not less than three (3) continuous years as at the date of his/her nomination and has also served, or will have served, on the Board of Directors for not less than two (2) continuous years as at the date of his/her election or appointment as President.

28.15 No person may be nominated for Vice President unless he/she has been a member of the Club for not less than three (3) continuous years as at the date of his/her nomination and has also served, or will have served, on the Board of Directors for not less than twelve (12) continuous months as at the date of his election or appointment as Vice President.

28.16 To be eligible for nomination as a Director of the Club, the nominee for a Director must have gained prior to their nomination or must obtain during the first twelve months of their appointment as a Director, such accreditation with the Club Directors Institute as the Board shall in their absolute discretion consider appropriate.

Resignation of Directors

28.17 A Director of the Club may resign as a Director of the Club by giving written notice of resignation to the Club at its registered office.

29 Casual Vacancies

29.1 If any Director:

- (a) dies;
- (b) fails to attend a regular Board Meeting for three consecutive meetings without leave of absence;
- (c) resigns;
- (d) becomes bankrupt; or
- (e) becomes of unsound mind or
- (f) is elected to or appointed to the position of a Director of any other registered Club which such other registered Club has its premises or place of business within ten (10) kilometres radius from the Club,

his or her office must be declared vacant by the Board and he or she will cease to be a Director. The Board may appoint a successor to hold office until the next election by the AGM and until such appointment is made the continuing Directors may act despite such vacancy.

29.2 The Club may by resolution carried at any extraordinary general meeting remove any Director or all the Directors before the expiration of his or her or their period of office and appoint another Director or Directors as the case may be in his or her or their place. The person or persons so appointed will hold office during such time only as the Director or Directors removed would have held office if he or they had not been so removed.

30 Alternate Directors

30.1 With the other Directors prior approval, a Director may appoint an alternate to exercise some or all of the Director's powers for a specified period.

30.2 If the appointing Director requests the Club to give the alternate notice of Directors' meetings, the Club may do so.

30.3 Where an alternate exercises the Director's powers, the exercise of the powers is just as effective as if the powers were exercised by the Director.

30.4 The appointing Director may terminate the alternate's appointment at any time.

30.5 An appointment or termination must be in writing. A copy must be given to the Club.

31 Validity of Directors' Acts

31.1 The acts of a Director or Secretary of the Club are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.

31.2 Where a person whose office as Director of the Club is vacated pursuant to section 224(1) of the Corporations Act, purports to do an act as a Director of the Club, that act is valid, in relation to a person dealing with the Club in good faith and for value and without actual

knowledge of the matter because of which the office of the Director was vacated, as if that office had not been vacated.

32 Honorary Service by Board

- 32.1 No Director can be appointed to any salaried office of the Club or any office of the Club paid by fees, and no holder of such an office can be appointed to the Board.
- 32.2 No remuneration or other benefit in money or money's worth may be paid or given by the Club to any Director, except for the payment of out of pocket expenses incurred by the Director in the performance as a Board member, unless approved by the members in general meeting.

33 Indemnity

- 33.1 Every Director, auditor and other officer of the Club is entitled to be fully indemnified out of the property and assets of the Club against any and all liabilities incurred by them in that capacity:
- (a) in successfully defending any proceedings, whether civil or criminal, or in which judgement is given in favour of the Director, auditor or officer, or in which the Director, auditor or officer is acquitted; and
 - (b) in connection with any application in relation to those proceedings in which relief is granted to the Director, auditor or officer by the Court.
- 33.2 The Club may effect adequate policies of Directors and officers insurance against liability of its Directors, auditor and other officers of the Club as referred to clause 33.1.

DIRECTORS' MEETINGS

34 Director's Meetings

- 34.1 A Directors' meeting may be called by a Director giving reasonable notice individually to every other Director.
- 34.2 Not less than twelve (12) Directors' meetings must be each year.
- 34.3 A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.
- 34.4 By the insertion of a new clause 34.4 in the following terms "At any Directors meeting the President shall be the chairman of such meeting. In the absence of the President the Vice President shall be the chairman of any meeting of Directors. In the absence of the President and the Vice President then clause 34.5 shall take effect.
- 34.5 The Directors may elect a Director to Chairman their meetings. The Directors may determine the period for which the Director is to be the Chairman. The Directors must elect a Director present to Chairman a meeting, or part of it, if:
- (a) A Director has not already been elected to Chairman the meeting; or
 - (b) A previously elected Chairman is not available or declines to act, for the meeting or the part of the meeting.

- 34.6 A resolution of Directors must be passed by a majority vote cast by the Directors entitled to vote on the resolution. The Chairman has a casting vote if necessary in addition to any vote they have in their capacity as a Director.
- 34.7 The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the proposed resolution sign a document or send or return an identical e-mail to the Club or the Secretary accurately identifying the resolution and stating that they are in favour of the proposed identified resolution. Separate copies of such a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs or sends the required document or e-mail.

35 Quorum at Directors Meetings

- 35.1 Unless the Board determines otherwise, the quorum for Board meetings is four (4) Directors. The quorum must be present at all times during the meeting.
- 35.2 The Board may function validly providing its number is not reduced below the quorum. Should the number of Directors fall below the quorum, the remaining Directors may act only to appoint, a Director or Directors to enable a quorum to be present at a meeting of Directors.

36 Directors Interests

- 36.1 A Director who is or becomes directly or indirectly interested in a contract or proposed contract with the Club must, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of Directors.
- 36.2 The Secretary must record this declaration in the minutes of that meeting.
- 36.3 A Director who has a material personal interest in a matter being considered at a Director's meeting must not vote on the matter or be present while the matter is being considered at the meeting.
- 36.4 Clause 36.3 does not apply where the interest is an interest the Director holds as a member of the Club and in common with other members of the Club.
- 36.5 Clause 36.3 does not apply if the Board has passed a resolution specifying the Director, the interest and the matter and stating the Directors voting for the resolution are satisfied the interest should not disqualify the relevant Director from considering or voting on the matter.

37 Board Delegation and Board Committees

- 37.1 The Board may, by resolution, delegate to a Director or committee of two or more Directors plus other members chosen by the Board, the exercise of such of the Board's powers (other than this power of delegation) as are specified in the resolution. The Club or the Board may by resolution revoke wholly or in part any such delegation.
- 37.2 A delegation under the above clause may be made subject to conditions or limitations as to the exercise of any of the powers delegated, or as to time or circumstances.
- 37.3 Notwithstanding a delegation under this Constitution, the Board may continue to exercise all or any of the powers delegated.

37.4 A committee with delegated authority from the Board may:

- (a) Select a Chairman of its meetings. If no Chairman is elected, or, if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the meeting, then the members present may choose one of their number to be Chairman of the meeting, and
- (b) meet and adjourn as it thinks proper. Questions arising at any meeting must be determined by a majority of votes of the members present and voting. In case of an equality of votes the Chairman may have a second or casting vote.

38 Appointment of Secretary

The Secretary will be appointed by the Board for such term, upon such conditions as the board thinks fit

39 Minutes

39.1 The Board and any committee established by the Board must keep minutes of its meetings held. Such minutes may be kept in books or electronic databases provided and maintained for that purpose, and, in particular must record:

- (a) all appointments of officers and employees made by the Board;
- (b) the names of the Directors present at each meeting of the Board and of any committee of the Board; and
- (c) all resolutions and proceedings at all meetings of Full Members and of the Board and of committees of Directors.

39.2 Minutes must be recorded in the minute book or database within 1 month of the date of the meeting to which they relate. If minutes of meetings are maintained in an electronic database then hard copies of the minutes will be printed and kept in a separate register as may be required from time to time by the Corporations Act.

39.3 Every Director present at or taking part in any meeting must sign his or her name in a book or send their e-mail to a database kept for that purpose.

39.4 The minutes are to be kept in the English language.

40. Neither the Board of the Club nor the Club in general meeting may pass any resolution, or seek to amend the Constitution so as to enable the Board or the Club in general meeting to pass any resolution to restrict or prevent the Club from providing suitable premises or the provision of suitable space within the premises of the Club for the RSL to conduct its affairs or hold meetings of any Executive of the RSL or meetings of all members of the RSL to be held at least once per month and to provide such secretarial and administrative support as may be reasonably required by the RSL at no cost to the RSL and to make provision for the display of suitable war memorabilia in the premises of the Club at no cost to the RSL.

This is the Constitution of the Wallsend RSL & Community Club Limited as amended at its Annual General Meeting held on the day of 20

Peter Moore

John Hume

President

CEO

Dated

Dated

APPENDIX 1

**APPLICATION FOR FULL MEMBERSHIP OF
WALLSEND RSL & COMMUNITY CLUB LIMITED**

I, _____
(name)

of _____
(address)

being _____
(occupation)

Apply for Full Membership of Wallsend RSL & Community Club Limited and agree that in the event of admission as a Full Member, I will be bound by the Club's Constitution and rules for the time being in force.

Signature of applicant

Date

Date of Birth

Mr/Mrs/Ms Married/Single/Defacto

ID Check by:

Mobile No: _____

Email Address: _____

Note: The entrance fee and subscription are payable when lodging this application. An applicant does not become a Full Member unless this application is accepted at a Board meeting. You will be notified by mail if your application is accepted. If your application is not accepted the entrance fee and subscription will be refunded with the notice.