Corporations Act 2001
Company Limited by Guarantee

CONSTITUTION
OF
ARANA LEAGUES CLUB LIMITED

ACN 009 912 832

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INTRODUCTION

1. **Replaceable Rules Excluded**

   1.1. The replaceable rules contained in the Law do not apply to the Club

2. **Name**

   2.1. The Club will be called the Arana Leagues Club Limited (in these Rules called "**the Club**").

3. **Definitions and Interpretation**

   3.1. Definitions

In this Constitution:

(1) "**Annual General Meeting**" means the general meeting held each year as required by the Corporations Act 2001; and "General Meeting", means any other general meeting of the Members of the Club;

(2) "**Board**" means the Members for the time being of the Board of Directors as constituted in accordance with these Rules;

(3) "**Chair**" means the President who shall preside as Chair of the Board or in his or her absence, shall be appointed by the Board as Chair from time to time pursuant to 58 and 72 but does not include a person appointed to Chair a Judiciary Committee pursuant to Rule 21.1(b);

(4) "**By-laws, Rules and Regulations**" means the By-laws Rules and Regulations of the Club for the time being in force;

(5) "**Club**" means Arana Leagues Club Limited ACN 009 912 832;

(6) "**Constitution**" means this Constitution of the Club;

(7) "**Corporations Act 2001**" means Corporations Act 2001 of the Commonwealth and/or any statutory modification, amendment or re-enactment thereof for the time being in force or any later Act relating to Companies and for the time being in force in lieu thereof in the place of incorporation of the Club and a reference to a particular provision of the Corporations Act 2001 is a reference to that provision as so modified, amended or re-enacted or contained in such later Act or Corporations Act 2001.

(8) "**Corporations Regulations**" means the Corporations Regulations made under the Corporations Act 2001;

(9) "**Directors**" means the persons appointed as Directors of the Board under Rules 26 to 30;

(10) "**Judiciary Committee**" means a Judiciary Committee of the Club;

(11) "**Football Club**" means the West Arana Hills Rugby League Football Club Inc;

(12) "**In writing**" and "**written**" include printing, lithography and other modes of reproducing or representing words in any visible form;

(13) "**General Manager**" including the Acting Manager, means the officer duly appointed by the Board and employed by the Club to manage the Club on a day to day basis;

(14) "**Honorary Member**" has the meaning given under Rule 13.1(2);

(15) "**Honorary Life Member**" has the meaning given under Rule 13.1(3);

(16) "**Law**" means the Corporations Act 2001;

(17) "**Members**" means Ordinary Members, Honorary Members, Honorary Life Members;

(18) "**Month**" means calendar month;

(19) "**Notice Board**" means the Board or Boards provided in a conspicuous place in the Club premises on which notices for the information of Members are posted;

(20) "**Office**" means the Registered Office for the time being of the Club;

(21) "**Officer**" means a Director, Secretary, Executive Officer or Employee of the Club, a Receiver and Manager appointed under a power contained in an instrument of property of the Club, an Administrator of the Club including an Administrator under a Deed of Arrangement, a liquidator or an entity approved in a voluntary winding up of the Club, a trustee or any other person administrating a compromise or arrangement made between the Club and any other person or persons;

(22) "**Office Bearer**" has the meaning given under Rule 23.1

(23) "**Ordinary Member**" has the meaning given under Rule 13.1(1);

(24) "**President**" means the Office Bearer elected in accordance with Rule 25 or his or her nominee where these Rules permit who shall also be an Office Bearer;

(25) "**Reciprocal Member**" has the meaning given under Rule 112;

(26) "**Register**" means the Register of Members kept under section 169 of the Corporations Act 2001;

(27) "**Returning Officer**" means the person appointed under Rule 28.4;

(28) "**Rule**" means the rules of this Constitution;

(29) "**Secretary**" means the Secretary of the Board including the "**Acting Secretary**";

(30) "**Temporary Member**" means those persons who have applied for membership to the Club but have not as yet received confirmation of their membership from the Board; and

(31) "**Corporate Member**" has the meaning under the Rule 13.1(4).

3.2. Interpretation

(1) Reference to:

(a) one gender includes the others;

(2) Except so far as the contrary intention appears in this Constitution:

(a) an expression has in this Constitution the same meaning as in the Law; and

(b) if an expression is given different meanings for the purposes of different provisions of the Law, the expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.

(3) "Including" and similar expressions are not words of limitation.

(4) Headings and any table of contents or index are for convenience only and do not form part of this Constitution or affect its interpretation.

4. **Objects**

4.1. The objects of the Club are:

(1) to provide facilities for Members and Members' guests;

(2) to promote, foster, support and encourage the aims and objects of the Football Club;

(3) to promote or provide assistance to junior sport and local community and sporting groups;

(4) to carry on all such activities as may be necessary or convenient for the purposes of the Club; and

(5) to do all acts and other things incidental or conducive to the attainment of the objects of the Club.

5. **Powers**

5.1. The Club has the powers of an individual but does not have the power to issue shares.

5.2. The Club may, for example:

(1) enter into contracts;

(2) acquire, hold, deal with and dispose of property;

(3) make charges for services and facilities it supplies; and

(4) do other things necessary or convenient to be done in carrying out its affairs.

5.3. The Club may also issue secured and unsecured notes, debentures and debenture stock for the Club.

6. **Application of Income and Property**

6.1. The income and property of the Club, from wherever it is derived, must be applied solely towards the promotion of the objects of the Club set out in Rule 4.1.

6.2. The assets and property of the Club will be vested in the Board for and on behalf of the Club and its Members and associates.

6.3. The Board will hold the assets and property of the Club upon trust to deal with the same as directed by a general meeting and in the absence of any such direction in such manner as the Members of the Board will determine to be in the best interests of the Club and its Members and associates.

7. **Maintenance of Club Property**

7.1. Without the approval of the Board no Member of the Club will remove from the Club premises any of the property of the Club.

7.2. A Member will be solely responsible for any injury, damage or destruction to any property of the Club as caused by the Member or by any other person who is at the Club premises as a guest of the Member.

8. **No Distribution to Members**

8.1. No portion of the income or property of the Club may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.

8.2. Rule 8.1 does not prevent:

(1) the payment in good faith of remuneration to any Officer, servant or Member of the Club in return for any services actually rendered to the Club or for goods supplied in the ordinary and usual way of business;

(2) the payment of reasonable and proper rent by the Club to a Member of the Club for premises leased by the Member to the Club; or

(3) the reimbursement of expenses incurred by any Member on behalf of the Club.

9. **Limited Liability**

9.1. The liability of the Members is limited.

10. **Guarantee**

10.1. Every Member of the Club undertakes to contribute an amount not exceeding $20.00 to the property of the Club in the event of its being wound up while the Member is a Member or within 1 year after the Member ceases to be a Member, if required for payment:

(1) of the debts and liabilities of the Club (contracted before the Member ceases to be a Member);

(2) of the costs, charges and expenses of winding up; and

(3) for the adjustment of the rights of the contributories among themselves.

MEMBERSHIP

11. NUMBER OF MEMBERS

11.1. The number of Members is unlimited.

11.2. The Members are the persons the Board admits to membership in accordance with this Constitution.

11.3. The Constitution is to be given to financial Members upon written request to the Secretary.

12. REGISTER OF MEMBERS

12.1. At all times a Register of Members will be kept on the Club premises.

12.2. The Board shall keep the Register at the Office. The following information shall be recorded in the register:

(1) the full name and address of the Member;

(2) the date of admission as a Member; and

(3) any other particulars the Board or the Members at a General Meeting decide.

12.3. A Member wishing to inspect the Register shall make an application in writing to the Secretary who will arrange for such inspection within seven (7) days at a reasonable time and upon reasonable notice.

13. CATEGORIES OF MEMBERSHIP

13.1. Membership of the Club will be of four (4) categories, that is:

(1) Ordinary Member

(a) Ordinary Members must be over the age of 18 years and agree to promote the objects of the Club.

(b) Ordinary Members are entitled to 1 vote each and are entitled to the full use and enjoyment of the facilities of the Club and to all the rights of Members.

(2) Honorary Members

(a) Honorary membership may be granted by the Board without payment of any subscription to any person over the age of 18 years provided that person has one of the following qualifications:

(i) any Manager or Member of any visiting sporting team for the duration of the visit of this team;

(ii) any Member of a Rugby League Football Club which Club is visiting Brisbane for the purposes of playing sport against the Football Club for the duration of the visit of such club;

(iii) any person who currently has submitted a formal application for ordinary membership awaiting Board approval;

(iv) a Member of a club registered under the provisions of the Liquor Act which Member is visiting the Club premises for the purposes of participating in a sport or competition being held on the Club premises which sport or competition is part of a recognised competition in which the Club is participating for the day of such visit; or

(v) any prominent citizen or sportsman visiting Brisbane for some special occasion.

(b) An Honorary Member (other than an Honorary Life Member) is entitled only to the social privileges of the Club and to play such games, recreations and pastimes as determined by or on the invitation of the Board.

(c) An Honorary Member will not have voting rights or be entitled to take part in the management of the Club's affairs.

(d) An Honorary Member's membership may be terminated at any time by resolution of the Board upon the recommendation of the Secretary.

(3) Honorary Life Membership may be granted to a member who has rendered outstanding and meritorious service to the club for a period of at least 15 years or who has served as a member of the Board of Directors of the club for at least 15 years.

(a) All nominees/applications for Honorary Life Membership must be reviewed and approved by a majority of the Board of Directors (as per rule 17).

(b) Approved Honorary Life Membership nominees are to be submitted by the Board to a General Meeting of the Club for approval by Special Resolution.

(c) Notice of intention to move a resolution to grant Honorary Life Membership shall be given with the notice of Annual General Meeting or General Meeting.

(d) Honorary Life Members are exempt from the obligation to pay annual fees and shall be entitled to the same rights and privileges as an Ordinary Member.

(4) Corporate Member

(a) A company or body corporate may apply for ordinary membership of the Club, provided their membership is considered by the Club's Board to be compatible with the objects of the Club.

(b) A Corporate Member must nominate in writing an individual representative to exercise its rights as an Ordinary Member. The form of nomination must include the name and address of the representative and be signed by that representative.

(c) The representative can be changed at any time by the Corporate Member advising the Club in writing of the name of the new representative.

13.2. The number of Members of each class will be unlimited; however the Board at their discretion may fix the maximum number of each class.

APPLICATION FEE AND ANNUAL SUBSCRIPTION

14. APPLICATION FEE

14.1. The application fee payable by each applicant for membership is the sum the Directors determine for each category of membership.

14.2. No application fee is payable by any Honorary Member, unless applying for ordinary membership, or an Honorary Life Member.

15. SUBSCRIPTIONS

15.1. The subscription payable by a Member of the Club is the sum the Directors determine.

15.2. All annual subscriptions are due and payable in advance on 31 March in each year.

15.3. No annual subscription is payable by any Honorary Life Member.

15.4. Membership fees are for the year commencing 1 April and ending 31 March.

16. FORM OF APPLICATION FOR MEMBERSHIP

16.1. Every nominee for admission as a Member of the Club must be:

(1) in writing in a form approved by the Board;

(2) signed by the applicant; and

(3) be lodged with the Secretary.

16.2. An application form must be accompanied by:

(1) an application fee, if any, determined in accordance with Rule **14.1**; and

(2) the subscription, determined in accordance with Rule **15**.

17. ADMISSION TO MEMBERSHIP

17.1. The Directors must consider an application for membership after its receipt and determine, in their discretion, the admission or rejection of the applicant.

17.2. The Directors need give no reason for the rejection of an application. When applications for membership come before the Board, the acceptance or rejection of any application will be decided by a simple majority and in the event of an equal

number of votes being cast for and against, the Chair will have the deciding casting vote.

17.3. Where required by any Member of the Board, the vote on the admission of any nominee will be by secret ballot.

17.4. If an application for membership is rejected the application fee, if any, and the subscription must be refunded to the applicant.

17.5. If an applicant is accepted for membership the name and details of the Member must be entered in the Register of Members.

17.6. If an application for membership is rejected, the Secretary must notify the applicant in writing.

CESSATION OF MEMBERSHIP

18. RESIGNATION

18.1. A Member may resign from membership of the Club by giving written notice to the Secretary.

18.2. The resignation of a Member takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.

19. FAILURE TO PAY

19.1. If any fee, call, charge or any instalment remains unpaid for a period of two (2) months after it becomes due, the Directors have the power to debar such Member from all privileges of membership and in doing so, remove the Member's name by resolution of the Board from the Register. The provisions of Rule **21** will not apply to any such resolution.

19.2. The Board may at any time or times suspend the payment of subscriptions either generally or in respect to individual cases and will have discretionary power to fix and determine or waive the subscription chargeable to any Member under any special circumstances that may arise.

20. CESSATION OF MEMBERSHIP

20.1. An Ordinary Member ceases to be a Member:

(1) on the death of the Member; or

(2) if the Member is expelled under Rule **21**.

20.2. An Honorary Member or Honorary Life Member ceases to be a Member:

(1) in accordance with Rule **20.1**; or

(2) if the Directors, for any reason, request in writing the resignation of the Member and the Member does not resign within two (2) months after the request is sent.

21. SUSPENSION AND EXPULSION

21.1. If, in the opinion of two (2) Directors there is a case to answer that a Member has acted or is acting in a manner considered to be detrimental to the objects of the Club or which may be considered a breach of this Constitution or has committed or is committing a breach of the Constitution (or any provision thereof), then:

(a) An office bearer must summon the Member to appear before the Judiciary Committee at a duly convened meeting of the Judiciary Committee to answer the breach or breaches. Upon receipt of the notice of breach or breaches by the Member charged, all privileges of membership of that Member including the right to use the Club's premises and/or any amenity or facility contained in the Club premises shall be suspended and shall remain suspended until the Hearing of the breach or breaches has been concluded.

(b) The Directors shall, by a Director's resolution (under Rule 60 of the Constitution) appoint a panel of not less than seven (7) Ordinary Members to form the Judiciary Committee panel. Such appointment shall be on a bi-annual basis. Each individual Judiciary Committee shall be comprised of three (3) to five (5) persons from the panel. The Judiciary Committee for each matter shall be selected by the Office Bearers. The Office Bearers shall appoint the Chair for each Judiciary Committee convened. In selecting the Judiciary Committee for any particular matter the Office Bearers must ensure that no person appointed has any conflict of interest.

(c) The Directors (by Directors' resolution under Rule 60 of this Constitution) may approve By-Laws concerning the process and procedure to be adopted at a hearing before the Judiciary Committee.

(d) If the Judiciary Committee decides that a Member summoned to appear is guilty of the breach or breaches, the Committee may:

(i) Suspend the Member from membership of the Club for a stated period and thereby deprive the Member of the benefits of membership for a period of such suspension, or

(ii) Expel the Member from membership of the Club, in which case the Secretary shall cause the Member's name to be removed from the Register of Members.

21.2. At the discretion of the Board the offending Member may be given the opportunity to appeal to the Board.

21.3. Nothing in this Rule 21 shall authorise or permit the removal from office of a Director otherwise than in accordance with Rule 31.

22. EFFECT OF CESSATION OF MEMBERSHIP

22.1. If any Member ceases to be a Member under this Constitution, the Member remains liable to pay to the Club any money which, at the time of the Member ceasing to be a Member, the Member owes to the Club on any account.

APPOINTMENT OF OFFICE BEARERS

23. **Office Bearers**

23.1. The Office Bearers of the Company are:

(1) the President; and

(2) the Secretary.

24. **ELIGIBILITY AND NOMINATION**

24.1. Only Directors may be Office Bearers. Any Director is eligible for election to any Office Bearer position.

24.2. Each Director standing for election as an Office Bearer must be proposed by another Director and elected by the Board.

24.3. A Director can only stand for election for one (1) position as an Office Bearer.

24.4. A nomination may be:

(1) in writing, received by the Secretary not less than twenty-four (24) hours prior to the Board meeting at which the election is to take place and signed by the candidate and the proposer; or

(2) made orally at the meeting, provided that the candidate is present and consents to the nomination.

25. **ELECTION OF OFFICE BEARERS**

25.1. The nominee with the highest number of votes will be elected in the case of the election of the President and Secretary. In the case of a tied vote a further ballot will be held between those candidates who received the same highest number of votes. In the event of the vote still being tied the President holding office at the Annual General Meeting will have a casting vote.

25.2. Balloting will be by secret ballot and by simple first past the post balloting.

25.3. The Board has the right to fill any casual vacancy in the two (2) Office Bearer positions from within its own rank.

APPOINTMENT OF DIRECTORS

26. **NUMBER OF DIRECTORS**

26.1. The business and affairs of the Club will be managed by the eight (8) Directors.

27. **DIRECTORS' QUALIFICATIONS**

27.1. No person will be qualified to be a Director who is not a Member of the Club nor will an employee of the Club be entitled to be a Director while remaining in employment.

28. **ELECTION OF DIRECTORS**

28.1. Directors will be elected as a result of a ballot conducted in accordance with Rule **30** or as a result of a general resolution of Members made at an Annual General Meeting in accordance with Rule **29**.

28.2. Directors elected by a ballot will be announced at each Annual General Meeting of the Club.

28.3. An elected Director holds office until the termination of the next Annual General Meeting held on the expiry of 3 years after his or her election.

28.4. The Returning Officer will be appointed by the Board before the annual elections are conducted.

29. **Nomination for Election**

29.1. The Board will be elected by the general body of Members from persons nominated provided that:

(1) not less than five weeks before the date fixed for the Annual General Meeting nominations for the offices of Director are delivered to the Secretary;

(2) any 2 Members entitled to vote may nominate another Member entitled to vote ("candidate") to serve as a Member of the Board;

(3) the nomination must be:

(a) in writing;

(b) signed by the candidate and the Members who nominated him or her; and

(c) each Member present at the Annual General Meeting may vote for any number of candidates not more than the number of vacancies;

(4) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

29.2. A list of the candidates' names to be drawn by lot by the Returning Officer or the Secretary if no Returning Officer is appointed, with the names of the Members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Club for at least 7 days immediately preceding the Annual General Meeting.

30. **ELECTION PROCEDURES - DIRECTORS**

30.1. If required by the Board, balloting lists must be prepared containing the names of the candidates in the order drawn by lot.

30.2. Any casual vacancy or vacancies which may occur on the Board of Directors may be filled by the Directors and the Member or Members appointed and will hold office for the remainder of the term of the Director whose place the appointee filled subject to Rule 34.

30.3. The Secretary will immediately after receiving nominations post the names of the candidates and their proposers on the Notice Board.

30.4. If the full number of candidates for the positions of Directors is not nominated as prescribed, additional nominations may, with the consent of the nominee or nominees, be made at the meeting. If there are more than the required number nominated, an election by poll must take place, but if there are only the requisite number nominated, the Chair will declare those nominated duly elected.

30.5. An election by ballot of the Members of the Board must be conducted in the following manner:

(1) At least 21 days prior to the Annual General Meeting, members will be notified in accordance with rule **65** that a ballot for the election of a number of Directors is necessary:

(a) a statement of the number of vacancies to be filled at the election; and

(b) the names of all duly nominated candidates listed as drawn in accordance with rule **30.1**.

(c) this notification will include advice that ballot papers will be available for collection at the reception desk of the Arana Leagues Club during the hours of 10am to 5pm, Monday to Friday.

(2) The Ballot paper shall include an envelope:-

(a) marked "Voting Paper" and incorporating on its outside, provision for the voter to write the voter's name, address, membership number and signature which shall be in or to the effect of the following form:

Name (in block letters)

Membership Number

Address

Signature

(3) A Member wishing to vote must:

(a) mark the voting paper by making a cross opposite the names of the number of preferred candidates required to be elected to fill the vacancies;

(b) place the voting paper inside and seal the envelope;

(c) legibly write the Member's name, address and membership number and signature on the outside of the envelope;

(d) place the sealed envelope in the ballot box located at the reception desk of the Arana Leagues Club.

(4) All formal voting papers will be collected by the Secretary by 5.00pm on the Wednesday preceding the Annual General Meeting and should be counted in the ballot which will commence immediately upon return to the Club.

(5) The ballot will be conducted by the Secretary or Returning Officer appointed by the Board assisted by scrutineers to be appointed by the Board. Each candidate will have the right to appoint 1 scrutineer if the candidate so desires.

(6) After the ballot is closed the Secretary or the Returning Officer assisted by the scrutineers must:

(a) take reasonable steps to satisfy themselves regarding the integrity of the ballot;

(b) eliminate any invalid or informal votes;

(c) count the ballot; and

(d) report the result to the Chair of the Annual General Meeting who will declare such candidate and candidates who received the greatest number of votes to be duly elected.

(7) A voting paper is to be declared informal if it:

(a) does not indicate a vote for the exact number of candidates to be elected;

(b) is contained in an envelope which is not completed; or

(c) is ambiguous or otherwise not in accordance with these Rules.

(8) In the case of any doubt as to the formality of the voting paper, the matter is to be referred to the President or his/her nominee whose decision is final.

(9) In the event of an equality of votes in favour of 2 candidates, the Chair of the meeting has a casting vote or votes so as to ensure the election of not more than the number necessary to fill the vacancies.

(10) Non receipt of a voting paper by any Members will not invalidate the ballot.

REMOVAL AND RESIGNATION OF DIRECTORS

31. REMOVAL OF DIRECTORS

31.1. Subject to the Law the Club may by resolution remove a Director from office.

32. RESIGNATION OF DIRECTOR

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

33. VACATION ON BOARD OF DIRECTORS

33.1. The office of a Director is declared vacant if the Director:

(1) ceases to be a Director by virtue of the law;

(2) ceases to be qualified as a Director under Rule **27**;

(3) becomes bankrupt or makes an arrangement or composition with creditors generally;

(4) becomes prohibited from being a Director of a company by reason of any order made under the Law;

(5) 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;

(6) resigns from office in accordance with Rule **32**;

(7) is absent from 3 consecutive meetings of the Board without acceptable consent; or

(8) is removed by resolution in accordance with Rule **31**.

33.2. The Club may by special resolution carried at a General Meeting remove any Director or all the Directors before the expiration of the Director or Directors period of office and appoint another or other Director or Directors as the case may be in the Director or Directors' place. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if the Director or the Directors had not been so removed.

33.3. All acts done at any Board meeting or by any person acting as a Director will notwithstanding that it afterwards be discovered that there was some defect in the appointment of such Director or Directors or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

34. **Casual Vacancies**

34.1. If a vacancy occurs on the Board as outlined in Rule 33.1 the Board may appoint a Director to the Board to fill the vacancy.

34.2. A person who is appointed as a vacancy

(1) Holds office for the remainder of the term of the Director whose place the appointee fills subject to such appointment being confirmed by resolution at the next annual general meeting (if the term of such appointment extends beyond the next annual general meeting);

(2) Is eligible to be nominated and stand for re-election at the expiration of term of the appointment.

(3) The continuing Directors may act notwithstanding such vacancy.

DIRECTORS' INTERESTS

35. **PROHIBITION ON BEING PRESENT OR VOTING**

35.1. Except where permitted by the Law a Director who has a material personal interest in a matter that is being considered at a meeting of Directors must at the first meeting the Director is present at, inform the Directors present of any interests the Director may hold where the interest is unanimously considered to be of a nature that is contrary to the interests of the Board as a whole, the Director at the respective meeting:

(1) must not be counted in a quorum;

(2) must not vote on the matter; and

(3) must not be present while the matter is being considered at the meeting.

36. **DIRECTOR TO DISCLOSE INTERESTS**

36.1. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Club must, as soon as practical after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of the Directors or by written notice to the Secretary of the Club.

36.2. A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Director must declare at a meeting of the Directors of the Club or by written notice to the Secretary of the Club the fact and the nature, character and extent of the conflict.

36.3. For the purposes of Rules **36.1** and **36.2**, a Director's interest or any conflict must be disregarded if it arises from or relates solely to:

(1) a guarantee to be given by the Director (or by persons including the Director or by a body corporate of which the Director is a Member or Officer) in respect of a loan to the Club; or

(2) the position of the Director as a Director of a related body corporate.

37. **EFFECT OF INTEREST IN CONTRACT**

37.1. If a Director has an interest in a contract or proposed contract with the Club (other than as a Member), or a conflicting interest or duty in relation to any other matter being considered by the Directors, and the Director discloses the nature and extent of the interest or duty at a meeting of the Directors or by written notice to the Secretary of the Club:

(1) the contract may be entered into; and

(2) if the disclosure is made before the contract is entered into:

(a) the Director may retain benefits under the contract even though the Director has an interest in the contract;

(b) the Club cannot avoid the contract merely because of the existence of the interest; and

(c) the Director is not disqualified from the office of Director.

37.2. For the purposes of Rule 37.1"contract" includes an arrangement, dealing or other transaction.

38. **OTHER INTERESTS**

38.1. Without limiting Rule 36 or Rule 37 a Director may to the extent permitted by the Law be interested in any operation, undertaking or business undertaken or assisted by the Club or in which the Club is or may be interested.

POWERS OF DIRECTORS

39. **VALIDATION OF ACTS OF DIRECTORS AND SECRETARIES**

39.1. 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.

40. **GENERAL BUSINESS MANAGEMENT**

40.1. The business of the Club is to be managed by or under the direction of the Directors.

40.2. The Directors may exercise all the powers of the Club except any powers that the Law or this Constitution requires the Club to exercise in General Meeting.

40.3. No Rule made or resolution passed by the Club in General Meeting can invalidate any prior act of the Directors which would have been valid if that Rule or resolution had not been made or passed.

41. **BORROWING POWERS**

41.1. Without limiting the generality of Rule 40, but subject to Rule 8, the Directors may exercise all the powers of the Club to borrow money, to charge any property or business of the Club and to issue debentures or give any other security for a debt, liability or obligation of the Club or of any other person.

42. **APPOINTMENT OF ATTORNEY**

42.1. The Directors may appoint any person or persons to be the attorney or attorneys of the Club for the purposes, with the powers and discretions (being powers and discretions vested in or exercisable by the Directors), for the period and subject to the conditions they see fit.

42.2. A power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the Directors see fit and may also authorise the attorney to delegate all or any of the powers and discretions vested in the attorney.

43. **NEGOTIABLE INSTRUMENTS**

43.1. The Board has the power to determine who will be entitled to sign or endorse on the Club's behalf, contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.

43.2. Any 2 Directors or 1 Director and 1 of the employees authorised to sign cheques may sign, draw, accept, endorse or otherwise execute a negotiable instrument (except a Club gaming account where 2 staff members are authorised to sign cheques to facilitate the prompt payment of gaming prizes).

43.3. The Directors may determine that a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

44. POWERS AND DUTIES OF THE DIRECTORS

44.1. In particular, but without limiting the general powers expressed in these Rules, the Board will have power:

(1) Subject to Rule **100** to make any By-laws, Rules or Regulations not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control, interests and effects and property and for the convenience, comfort and well being of the Members and to amend or rescind from time to time any such By-laws, Rules and Regulations.

(2) To enforce the observance of all By-laws, Rules or Regulations by suspension from enjoyment of Club privileges or any of them or otherwise as the Board thinks fit.

(3) To engage, appoint, control, remove, discharge, suspend and dismiss such General Managers, Secretaries, officers, solicitors, accountants, surveyors, bankers, clerks, representatives, agents and servants as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration.

(4) To purchase or otherwise acquire for the Club any property rights or privileges that the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.

(5) To secure the fulfillment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.

(6) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and to compound or allow time for payment and satisfaction of any debts due to and claims or demands by or against the Club to arbitration and to observe and perform the award.

(7) To invest and deal with any of the monies of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.

(8) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and to lease any property of the Club and with the sanction of a General Meeting of the Club to sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time, provided however, that the Board shall only deal with the same in such manner as is allowed by law.

(9) To impose any restrictions or limitations on the rights, privileges of Ordinary Members, Honorary Members, Honorary Life Members, Temporary Members, Corporate Members and visitors relating to the use by them of the Club premises and/or any amenity or facility contained in it or relating to their conduct, behaviour, clothing and dress whilst on the said premises.

44.2. Any By-law, Rule or Regulation made under this Constitution will come into force and be fully operative upon the posting of an appropriate notice detailing such By-law, Rule or Regulation on the Notice Board.

44.3. The Club in General Meeting may revoke and disallow any such By-law, Rule or Regulation provided that the notice convening the meeting states that notice has been received as provided for in Rule **44.4** of this Constitution and also specified the By-law, Rule or Regulation objected to.

44.4. Without limiting the rights of Members under this Rule **44** any 20 Members may at any time not later than the month of July in any year give to the Secretary notice in writing signed by them that they object to one or more specified By-laws, Rules or Regulations and the Secretary will then include a statement to that effect on the notice convening the next Annual General Meeting.

44.5. Neither the revocation or disallowance by the Club in General Meeting of any By-law, Rule or Regulation nor the knowledge that it might take place nor its amendment or rescission by the Board will invalidate any act by the Board or by an officer or servant of the Club prior to such amendment or rescission.

45. DELEGATION

45.1. The Directors may delegate any of their powers or functions (not being duties imposed on the Board as Directors of the Club by the Corporations Act 2001 or of general law) to:

(1) a judiciary committee;

(2) a committee of Directors;

(3) a Director;

(4) an employee of the Club; or

(5) any other person or persons as may be thought fit.

45.2. The delegate or delegates must exercise the powers delegated in accordance with any directions of the Directors.

45.3. The exercise of the power by the delegate or delegates is as effective as if the Directors had exercised it.

45.4. The delegate or delegates have no power to delegate further.

45.5. The Directors may revoke or alter from time to time any delegation made.

45.6. Any delegation formed will have the power to co opt any Member or Members.

45.7. A sub committee may meet and adjourn as it thinks proper. Questions arising out of any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chair shall not have a second or casting vote and the motion shall be deemed not to have passed.

INDEMNITY AND INSURANCE

46. **INDEMNITY**

46.1. To the extent permitted by the Law, the Club indemnifies:

(1) every person who is or has been an officer of the Club; and

(2) where the Board of Directors considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Club;

against any liability incurred by that person in his or her capacity as an officer of the Club or of the related body corporate (as the case may be).

46.2. In accordance with section 199A of the Law, the Club must not indemnify a person against:

(1) any of the following liabilities incurred as an officer of the Club:

(a) a liability owed to the Club or a related body corporate;

(b) a liability for a pecuniary penalty order under section 1317G of the Law or a compensation order under section 1317H of the Law; or

(c) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith;

(2) legal costs incurred in defending an action for a liability incurred as an officer of the Club if the costs are incurred:

(a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under Rule **46.2(1)**;

(b) in defending or resisting criminal proceedings in which the person is found guilty;

(c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or

(d) in connection with proceedings for relief to the person under the Law in which the Court denies the relief.

Rule 46.2(2)(c) does not apply to costs incurred in responding to actions taken by the Australian Securities and Investments Commission or a liquidator as part of an investigation before commencing proceedings for a court order.

(3) For the purposes of Rule 46.2(2) the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

47. **INSURANCE**

47.1. The Club may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Club or a related body corporate of the Club against any liability incurred by the person as an officer of the Club or a related body corporate except a liability (other than one for legal costs) arising out of:

(1) conduct involving a wilful breach of duty in relation to the Club; or

(2) a contravention of section 182 or 183 of the Law.

47.2. In the case of a Director, any premium paid under this Rule is not considered to be remuneration.

48. **DIRECTOR VOTING ON CONTRACT OF INSURANCE**

48.1. Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Club.

49. **LIABILITY**

49.1. No officer of the Club is liable for the act, neglect or default of any other officer or for joining in any act or for any other loss, expense or damage which arises in the execution of the duties of his or her office unless it arises through his or her own negligence, default, breach of duty or breach of trust.

50. **MEANING OF "OFFICER"**

50.1. For the purposes of Rules 46, 47, 48 and 49, "Officer" means a Director or Secretary.

INSPECTION OF RECORDS

51. **RIGHTS OF INSPECTION**

51.1. Subject to Rule 12.3, the Directors of the Club may authorise a Member to inspect any books of the Club.

51.2. Subject to Rule 12.3, a Member other than a Director does not have the right to inspect any document of the Club, other than the minute books for the meetings of its Members and for resolution of Members passed without meetings, except as provided by law or authorised by the Directors or by the Club in General Meeting.

52. **CONFIDENTIAL INFORMATION**

52.1. Except as provided by the Law, and subject to Rule 12.3, no Member (not being a Director) is entitled to require or receive any information concerning the business, trading or customers of the Club or any trade secret, secret process or other confidential information of or used by the Club.

DIRECTORS' MEETINGS

53. CIRCULATING RESOLUTIONS

53.1. The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution, except a Director absent from Australia who has not left a facsimile number or electronic email address at which he or she may be given notice, sign a document containing a statement that he or she is in favour of the resolution set out in the document.

53.2. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

53.3. The resolution is passed when the last Director signs.

53.4. A facsimile or electronic email addressed to or received by the Club and purporting to be signed or sent by a Director for the purpose of this Rule 53 must be treated as a document in writing signed by that Director.

54. MEETINGS OF DIRECTORS

54.1. The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they see fit.

54.2. The minutes of any meeting of the Directors must state the method of meeting and the persons present.

55. CALLING DIRECTORS' MEETINGS

55.1. The President may at any time and the Secretary must upon the request in writing of 2 Directors convene a meeting of the Board.

56. NOTICE OF MEETING

56.1. Reasonable notice of every Directors' meeting must be given to each Director except that it is not necessary to give notice of a meeting of Directors to any Director who:

(1) has been given special leave of absence; or

(2) is absent from Australia and has not left a facsimile number or electronic email address at which he or she may be given notice.

56.2. Any notice of a meeting of Directors may be given in writing or orally, and whether by facsimile, telephone, electronic email or any other means of communication.

57. TECHNOLOGY MEETING OF DIRECTORS

57.1. A Directors' meeting may be held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw the consent within a reasonable period before the meeting.

57.2. If a Directors' meeting is held using any technology and all the Directors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.

57.3. The following provisions apply to a technology meeting:

(1) each of the Directors taking part in the meeting must be able to hear and be heard by each of the other Directors taking part in the meeting; and

(2) at the commencement of the meeting each Director must announce his or her presence to all the other Directors taking part in the meeting.

57.4. If the Secretary is not present at a technology meeting one of the Directors present must take minutes of the meeting.

57.5. A Director may not leave a technology meeting by disconnecting his or her link to the meeting unless that Director has previously notified the Chair of the meeting.

57.6. A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that Director has previously obtained the express consent of the Chair to leave the meeting.

58. **Chairing Directors' Meetings**

58.1. The President is the Chair of all meetings of the Directors.

58.2. At a meeting of Directors if:

(1) no President has been elected as provided by Rule 25; or

(2) the President is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the Directors present must elect a Director who is present to chair the meeting.

59. **QUORUM**

59.1. A majority of the Directors present and entitled to vote will constitute a quorum.

59.2. If a quorum is not present within 30 minutes of the time fixed for the meeting, the meeting will stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will be a quorum.

60. **PASSING OF DIRECTORS' RESOLUTIONS**

60.1. Subject to these Rules, questions arising at any meeting of the Board will be decided by a majority of votes and a determination of a majority of the Members of the Board shall for all purposes be deemed a determination of the Board. In the case of an equality of votes the Chair of the meeting will have a second or casting vote.

60.2. The continuing Directors of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the numbers fixed by or pursuant to the Rules as the necessary quorum of the Board, the continuing Directors may act for the purpose of increasing the number of Directors or summoning a General Meeting of the Club, but for no other purpose.

60.3. A resolution in writing signed by all the Members of the Board in Australia for the time being entitled to receive a notice of meeting of the Board 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 Members of the Board.

60.4. Subject to the law and the Corporations Regulations, when it is necessary that the Directors meet together for the dispatch of business and it is inconvenient for them to gather together for the purpose, then such of them as are in Australia and would (if meeting together in person) constitute a quorum may conduct a meeting by telephone or such other technology consented to by all Directors. The consent may be a standing one. A Director may only withdraw the Director's consent within a reasonable time of the meeting. Resolutions passed at such a meeting will be valid and effectual as if passed at a meeting of Directors called and constituted at which each of these Directors was personally present.

MEETINGS OF MEMBERS

61. CALLING OF GENERAL MEETING

61.1. A majority of Directors may call a General Meeting whenever they see fit.

61.2. Except as permitted by law, a General Meeting, to be called the "Annual General Meeting", must be held at least once in every calendar year as provided for by Rule 90.

61.3. All meetings other than the Annual General Meeting will be called General Meeting.

61.4. The Board must call and arrange to hold a General Meeting on the request of Members with at least 5% (five per cent) of the votes that may be cast at a General Meeting, or at least one hundred (100) Members who are entitled to vote at a General Meeting.

61.5. The request must:

(1) be in writing;

(2) state any resolution to be proposed at the meeting;

(3) be signed by the Members making the request; and

(4) be given to the Club.

61.6. Separate copies of the document setting out the request may be used for signing by Members if the wording of the request is identical in each copy.

61.7. The percentage of votes that Members have is to be determined as at midnight before the request is given to the Club.

61.8. The Directors must call the meeting within 21 days after the request is given to the Club.

61.9. At all General Meetings all Ordinary Members, Corporate Members and Honorary Life Members of the Club will be entitled to vote on all questions.

61.10. A Member whose subscription has not been paid by the due date will not be entitled to vote at any meeting until such subscription is paid.

62. **CALLING OF MEETING BY MEMBERS**

62.1. The meeting must be called in the same way as far as it is possible in which General Meetings of the Club may be called. The meeting must be held no later than 3 months after the request is given to the Club.

62.2. The percentage of votes that Members have is to be determined as at midnight before the General Meeting is called.

62.3. Notice of the date of each such meeting is to be posted on the Club notice board for 21 days prior to such meeting.

63. **AMOUNT OF NOTICE OF MEETING**

63.1. Subject to the Law and this Constitution where a specified number of days' notice or notice extending over any period is required to be given the day of service is not, but the day upon which the notice will expire is, included in the number of days or other period.

63.2. Subject to the provisions of the Law as to short notice and the provisions of Rule **64.1**, at least 21 days' notice of a General Meeting must be given to those persons who are entitled to receive notices from the Club.

64. **PERSONS ENTITLED TO NOTICE OF GENERAL MEETING**

64.1. Notice of a meeting of the Club's Member must be given to:

(1) each Member entitled to vote at the meeting;

(2) each Director; and

(3) the Club's auditor.

64.2. No other person is entitled to receive notice of General Meetings.

65. **HOW NOTICE IS GIVEN**

65.1. The Club may give the notice of meeting to a Member by one or more of the following:

(1) Personally;

(2) by sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member; or

(3) by sending it to the member by other electronic means (if any) nominated by the Member.

(4) By posting on the internal notice board.

(5) By any other means as determined by the Board.

66. **WHEN NOTICE IS GIVEN**

66.1. A notice of meeting sent by post is taken to be given 3 days after it is posted.

66.2. A notice of meeting sent by electronic means is taken to be given on the business day after it is sent.

66.3. A certificate signed by any General Manager, Secretary or other officer of the Club that the notice was posted or given in accordance with this Rule 67 is conclusive evidence of the matter.

67. **CONTENTS OF NOTICE**

67.1. A notice of a General Meeting must:

(1) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);

(2) state the general nature of the meeting's business;

(3) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and

(4) contain a statement setting out the following information:

(a) that the Member has a right to appoint a proxy; and

(b) that the proxy needs to be a Member of the Club.

68. **NOTICE OF ADJOURNED MEETING**

68.1. When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

69. **POSTPONEMENT OF GENERAL MEETING**

69.1. The Directors may postpone the holding of any General Meeting whenever they see fit (other than a meeting requisitioned by Members as provided by the Law) for not more than 42 days after the date for which it was originally called.

69.2. Whenever any meeting is postponed (as distinct from being adjourned under Rule 59.2 or Rule 69 the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

70. **TECHNOLOGY**

70.1. The Club may hold a meeting of its Members at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate at the complete discretion of the Board.

71. **QUORUM**

71.1. The quorum for an Annual General Meeting or General Meeting of the Club is double the number of Directors plus one members present entitled to vote and the quorum must be present at all times during the meeting.

71.2. In determining whether a quorum is present, individuals attending as proxies are counted.

71.3. If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting:

(1) where the meeting was called by the Members or upon the requisition of Members, the meeting is dissolved; or

(2) in any other case, the meeting is adjourned to the date, time and place the Directors specify. If the Directors do not specify 1 or more of those things, the meeting is adjourned to:

(a) if the date is not specified - the same day in the next week;

(b) if the time is not specified - the same time; and

(c) if the place is not specified - the same place.

71.4. If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the Members present will be a quorum.

72. **CHAIR AT GENERAL MEETINGS**

72.1. The President of the Club, if present, presides as Chair at every General Meeting.

72.2. Where a General Meeting is held and:

(1) there is no President of the Club; or

(2) the President is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Directors present may appoint 1 of their number to be Chair of the meeting and in default of their doing so the Members present may appoint any 1 of their number to be Chair of the meeting.

72.3. The Chair must adjourn a meeting of the Members if the Members present with a majority of votes at the meeting agree or direct that the Chair must do so.

73. **BUSINESS AT ADJOURNED MEETINGS**

73.1. Only unfinished business is to be transacted at a meeting resumed after an adjournment.

74. **VOTES OF MEMBERS**

74.1. Every Member eligible to vote must vote on a show of hands and on the taking of a poll have one (1) vote.

74.2. No Member other than an Honorary Life Member will be entitled to be present or vote at any meeting of the Club or to be elected to any office unless they have paid

all instalments of the subscription and all other monies due to the Club at the time of such meeting.

74.3. No objection will be raised to the qualification of any voter except at a meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting will be valid for all purposes. Any objection made in due time will be referred to the Chair of the meeting, whose decision is final and conclusive.

PROXY REPRESENTATIVES

75. WHO CAN APPOINT A PROXY

75.1. A Member who is entitled to vote at a meeting of the Club's Members may appoint a person as the Member's proxy to attend and vote for the Member at the meeting. These votes must be tabled at the Annual General Meeting.

75.2. The person appointed as the Member's proxy may be an individual or body corporate.

75.3. The appointment may specify the proportion or number of votes that the proxy may exercise.

75.4. Each Member may appoint a proxy if the Member is entitled to cast two or more votes at the meeting, they may appoint two proxies. If the Member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise half the votes.

75.5. Any fraction of votes resulting from the application of Rule **71.3** and **71.4** is to be disregarded.

76. RIGHTS OF PROXIES

76.1. A proxy appointed to attend and vote for a Member has the same rights as the Member:

(1) to speak at the meeting;

(2) to vote (but only to the extent allowed by the appointment); and

(3) to join in a demand for a poll.

76.2. If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

76.3. A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.

76.4. A proxy may be revoked at any time by notice in writing to the Club.

77. WHEN PROXY FORM MUST BE SENT TO ALL MEMBERS

77.1. If a Member requests a proxy appointment form for a meeting or a list of persons willing to act as proxies at a meeting the Club must send the form or list to all

Members who ask for it and who are entitled to appoint a proxy to attend and vote at the meeting.

78. **APPOINTING A PROXY**

78.1. An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the following information:

(1) the Member's name, membership number and address;

(2) the Club's name;

(3) the proxy's name or the name of the office held by the proxy; and

(4) the meetings at which the appointment may be used.

An appointment may be a standing one.

78.2. An undated appointment is taken to have been dated on the day it is given to the Club.

78.3. An appointment may specify the way the proxy is to vote on a particular resolution. If it does:

(1) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;

(2) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;

(3) if the proxy is the Chair - the proxy must vote on a poll, and must vote that way; and

(4) if the proxy is not the Chair - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a Member, this Rule **78.3** does not affect the way that the person can cast any votes the person holds as a Member.

78.4. An appointment does not have to be witnessed.

78.5. A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

79. **FORM OF PROXY**

79.1. A proxy sent may be in a form determined by the Directors but must:

(1) enable the Member to specify the manner in which the proxy must vote in respect of a particular transaction; and

(2) leave a blank for the Member to fill in the name of the person primarily appointed as proxy.

79.2. The form may provide that if the Member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the Chair of the meeting is appointed proxy.

79.3. Despite Rule 74.1 an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

ARANA LEAGUES CLUB LIMITED

ACN.....

I/We, of , being a Member/Members of the above named company, appoint of or, in his or her absence, of as my/our proxy to vote for me/us on my/our behalf at the *annual general/*general meeting of the company to be held on and at any adjournment of that meeting.

† This form is to be used *in favour of/*against the resolution.

Signed on .

* Strike out whichever is not desired.

† To be inserted if desired.

80. **RECEIPT OF PROXY DOCUMENTS**

80.1. For an appointment of a proxy for a meeting of Members to be effective, the following documents must be received by the Club at least 24 hours before the meeting:

(1) the proxy's appointment; and

(2) if the appointment is signed by the appointer's attorney - the authority under which the appointment was signed or a certified copy of the authority.

80.2. If a meeting of Members has been adjourned, an appointment and any authority received by the Club at least 24 hours before the resumption of the meeting are effective for the resumed part of the meeting.

80.3. The Club receives an appointment or authority when it is received at any of the following:

(1) the Club's registered office;

(2) a facsimile number at the Club's registered office; or

(3) a place, facsimile number or electronic email address specified for the purpose in the notice of meeting.

80.4. An appointment of a proxy is ineffective if:

(1) the Club receives either or both the appointment or authority at a fax number or electronic address; and

(2) a requirement (if any) in the notice of meeting that:

(a) the transmission be verified in a way specified in the notice; or

(b) the proxy produce the appointment and authority (if any) at the meeting;

(c) is not complied with.

81. **VALIDITY OF PROXY VOTE**

81.1. A proxy who is not entitled to vote on a resolution as a Member may vote as a proxy for another Member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

81.2. Unless the Club has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:

(1) the appointing Member dies;

(2) the Member is mentally incapacitated;

(3) the Member revokes the proxy's appointment; or

(4) the Member revokes the authority under which the proxy was appointed by a 3rd party.

VOTING AT MEETINGS OF MEMBERS

82. HOW VOTE MAY BE EXERCISED

82.1. Subject to Rules **79** and **80** at any General Meeting of Members, each Ordinary Member, each Corporate Member and each Honorary Life Member present has one (1) vote on a show of hands and on a poll.

82.2. The vote may be exercised in person or by proxy.

82.3. At the commencement of any General Meeting the Chair must disclose all proxies received.

83. VOTING DISQUALIFICATION

83.1. A Member is not entitled to vote at a General Meeting if the annual subscription of the Member, is more than 1 month in arrears at the date of the meeting or the postponed or adjourned meeting.

84. OBJECTIONS TO RIGHT TO VOTE

84.1. A challenge to a right to vote at a meeting of Members:

(1) may only be made at the meeting; and

(2) must be determined by the Chair, whose decision is final.

84.2. A vote not disallowed following the challenge is valid for all purposes.

85. HOW VOTING IS CARRIED OUT

85.1. A resolution put to the vote at a meeting, Members must be decided on a show of hands unless a poll is demanded.

85.2. On a show of hands, a declaration by the Chair is conclusive evidence of the result. Neither the Chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

86. MATTERS ON WHICH A POLL MAY BE DEMANDED

86.1. A poll may be demanded on any resolution.

86.2. A demand for a poll may be withdrawn.

87. **WHEN A POLL IS EFFECTIVELY DEMANDED**

87.1. At a meeting of Members, a poll may be demanded by:

(1) at least three (3) Members entitled to vote on the resolution; or

(2) the Chair.

87.2. The poll may be demanded:

(1) before a vote is taken;

(2) before the voting results on a show of hands are declared; or

(3) immediately after the voting results on a show of hands are declared.

88. **WHEN AND HOW POLLS MUST BE TAKEN**

88.1. A poll demanded on a matter other than the election of a Chair or the question of an adjournment must be taken when and in the manner the Chair directs.

88.2. A poll on the election of a Chair or on the question of an adjournment must be taken immediately.

88.3. The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

88.4. The result of the poll is the resolution of the meeting at which the poll was demanded.

89. **CHAIR'S CASTING VOTE**

89.1. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting has a casting vote in addition to any vote he or she may have in his or her capacity as a Member or proxy.

89.2. The Chair has discretion both as to use of the casting vote and as to the way in which it is used.

ANNUAL GENERAL MEETING

90. **ANNUAL GENERAL MEETING**

90.1. The Annual General Meeting will be held within five (5) months of the end of the financial year.

90.2. The Annual General Meeting will occur at a time and place as may be prescribed by the Club in General Meeting or in default at a time and place as may be determined by the Board provided always that an Annual General Meeting is held at least once in every calendar year.

91. **BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING**

91.1. The following business must be conducted at each Annual General Meeting:

(1) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the Club for the last financial year;

(2) receiving the auditor's report on the financial affairs of the Club for the last financial year;

(3) presenting the audited statement to the meeting for adoption;

(4) electing Members of the Board; and

(5) appointing an auditor.

92. **RESOLUTIONS PROPOSED BY MEMBERS**

92.1. No Member may at any meeting move any resolution relating to special business unless:

(1) the Member has given not less than thirty (30) business days' previous notice in writing of the Member's intention to move an ordinary resolution or two (2) months' notice in writing of the Member's intention to move a special resolution at the meeting by leaving the notice and a signed copy of the resolution at the registered office of the Club; or

(2) the resolution has previously been approved by the Directors.

92.2. Upon receiving a notice referred to in Rule **92.1(1)** the Secretary must:

(1) if the notice convening the meeting has already been despatched, immediately notify the Members of the proposed resolution; or

(2) otherwise include notice of the proposed resolution in the notice convening the meeting.

MINUTES

93. **MINUTES**

93.1. The Board must cause Minutes to be kept by the Secretary in books provided for the purpose:

(1) of all appointments of officers made by the Club in General Meeting or by the Board;

(2) of the names of the Directors present and voting at each meeting of the Board;

(3) of the number of Members present and voting at General Meetings of the Club; and

(4) of all resolutions and proceedings at all meetings either of the Club or of the Board.

93.2. The Club must ensure that minute books for the meetings of its Members and for resolutions without meetings are open for inspection by Members free of charge.

93.3. An Ordinary Member of the Club may ask the Club in writing for a copy of:

(1) any minutes of a meeting of Members or an extract thereof.

93.4. If the Club does not require the Ordinary Member to pay for the copy the Club must send it:

(1) within (14) days of the Ordinary Member's request; or

(2) within any longer period approved by the Australian Securities & Investments Commission.

93.5. If the Club requires payment for the copy, the Club must send it:

(1) within fourteen (14) days after the Club receives the payment; or

(2) within such longer period approved by the Australian Securities & Investments Commission.

(3) The amount of any payment cannot exceed the amount prescribed by the law.

ACCOUNTS, AUDIT AND RECORDS

94. **ACCOUNTS, AUDITS AND RECORDS**

94.1. All amounts must be deposited in the financial institution account as soon as practical after receipt.

94.2. Any cheque or form of electronic lodgement must be signed in accordance with the requirements provided for in Rule **43.2** or as the Board otherwise approves.

94.3. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".

94.4. Where electronic banking is conducted the Board must authorise a particular staff Member or Members to conduct such activities. A written record must be kept of any electronic banking conducted and the copy must be signed in accordance with the requirements provided for in Rule **43.2**.

94.5. All expenditure must be approved or ratified at a Board meeting.

94.6. The Board must, as soon as practical after the end of each financial year, ensure a statement containing the following particulars is prepared:

(1) the income and expenditure for the financial year just ended;

(2) the Club's assets and liabilities at the close of the year; and

(3) the mortgages, charges and securities affecting the property of the Club at the close of the year.

94.7. The auditor must examine the statement prepared under Rule **94.6** and present a report about it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.

94.8. The income and property of the Club must be used solely in promoting the Club's objects and exercising the Club's powers.

94.9. Balance sheets and accounts shall be prepared and audited before the Annual General Meeting by a duly qualified Accountant appointed at the Annual General Meeting of the Club.

95. **FINANCIAL YEAR**

95.1. The financial year of the Club will commence on the first day of July and end on the last day of June in each year.

VISITORS

96. **VISITORS**

96.1. Members but not Temporary Members may introduce guests to the Club subject to the Member concerned entering the guest's name and the Members' signature in a book for that purpose.

96.2. The Board will have power to exclude guests or particular persons from the Club premises.

96.3. A guest is not to remain upon the Club premises after the introducing Member has left the Club premises. No liquor will be sold or supplied to any person under 18 years of age nor to any person who is not a Member or a guest of a Member who is at the Club premises on the invitation and in the company of a Member or to any other person prohibited by law.

97. **CONTROL OF CLUB EMPLOYEES**

97.1. Employees of the Club will be under the immediate control of the General Manager of the Club and otherwise of the Board and no other Member will have the right to reprimand any employee. Complaints against any employee are to be in writing and are to be handed to the General Manager or any Member of the Board for the attention of the Board.

MEMBERS' CONDUCT

98. **MEMBERS' CONDUCT**

98.1. Any Member of the Board may report to Management, and the General Manager, or any duty manager, may remove from the Club premises any person breaching these Rules or whose conduct is in the opinion of a member of the Board, Secretary or as the case may be the duty manager, derogatory or prejudicial to the interests of the Club.

INSURANCE

99. **INSURANCE**

99.1. The Board must ensure that the Club retains public liability insurance in respect of damage to property, death or bodily injury occurring upon the property of the Club for cover of at least $20,000,000 and must keep such cover current at all times.

ALTERATION AND PUBLICATION OF RULES

100. **ALTERATION OF RULES**

100.1. Subject to the Law, these Rules may be amended, repealed or added to by a special resolution carried at a General Meeting.

100.2. Notice giving details of the proposed alteration and of the date, time and place of the General Meeting must be provided in accordance with the provisions of Rules 63 and 64.

(1) the General Meeting at which such proposed alteration will be considered will be held no earlier than twenty-one (21) days after the date of notifying those Members entitled to receive notice of the General meeting;

(2) Subject to provisions of the Act, this Constitution may be amended, rescinded or added to from time to time by a Special Resolution carried out at any General Meeting provided that no such amendment, rescission or addition shall be valid unless the same has been previously submitted to, and approved, by the governing bodies.

101. **PUBLICATION OF RULES**

101.1. A copy will be at all times available to any Member at the Club's premises. A copy of the Club's By-Laws will at all times be available to any Member upon request to the Secretary.

102. **BY-LAWS**

102.1. The Board may make, amend or repeal By-Laws, not inconsistent with these Rules, for the internal management of the Club.

102.2. A By-Law may be set aside by a vote of Members at a General Meeting of the Club.

EXECUTION OF DOCUMENTS

103. **USE OF COMMON SEAL**

103.1. If the Club has a common seal the Directors must provide for its safe custody.

103.2. The common seal may not be fixed to any document except by the authority of a resolution of the Directors or of a committee of the Directors duly authorised by the Directors.

103.3. The Club executes a document with its common seal if the fixing of the seal is witnessed by:

(1) 2 Directors of the Club; or

(2) a Director and a Company Secretary of the Club.

104. **EXECUTION OF DOCUMENTS WITHOUT COMMON SEAL**

104.1. The Club may execute a document without using a common seal if the document is signed by:

(1) 2 Directors of the Club; or

(2) a Director and a Company Secretary of the Club.

105. **EXECUTION OF DOCUMENT AS A DEED**

105.1. The Club may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Rule **103.3** or Rule **104.1**.

106. **EXECUTION – GENERAL**

106.1. The same person may not sign in the dual capacities of Director and Secretary.

106.2. A Director may sign any document as Director, with or without the common seal, although the document relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature complies with the requirements of this Constitution as to execution despite his or her interest.

106.3. Rules **103.3** and **104.1** do not limit the ways in which the Directors may authorise documents (including deeds) to be executed on behalf of the Club.

107. **COMMON SEAL**

107.1. Any common seal must be:

(1) kept securely by the Board; and

(2) used only under the authority of the Board and in the presence of 2 Directors at a minimum.

107.2. Each instrument to which the seal is attached must be signed by 2 members of the Board and countersigned by:

(1) the Secretary; or

(2) someone appointed by the Board.

INADVERTENT OMISSIONS

108. **FORMALITIES OMITTED**

108.1. If some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Directors that the omission has directly prejudiced any Member financially. The decision of the Directors is final and binding on all Members.

WINDING UP

109. **ALTERATIONS**

109.1. If the Club is approved as a public benevolent institution by the Australian Taxation Office, the Australian Taxation Office must be notified in writing of any alterations to this Constitution.

110. **WINDING UP**

110.1. If upon the winding up or dissolution of the Club any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the Members but must be given or transferred to some other institution or institutions determined by the Members at or before the time of dissolution which has similar objects to the Club and which is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth Taxation Act.

110.2. If the Members do not make the necessary determination under Rule **110.1**, the Club may apply to the Supreme Court of Queensland to determine the institution or institutions.

111. **GOVERNING LAW AND JURISDICTION**

111.1. The law of Queensland governs this Constitution.

112. **RECIPROCAL MEMBERS**

112.1. Must provide that the Club's Secretary must keep on the premises a list of reciprocal clubs

SIGNING

113. **SIGNING**

113.1. The persons whose names are written below agree to this Constitution and to be Members of the Club.

)
)
)

EXECUTED by **ARANA LEAGUES CLUB LIMITED** ACN 009 912 832 in accordance with section 127 of the *Corporations Act 2001:*

Director/Company Secretary

Ty Muir

Name of Director/Company Secretary
(BLOCK LETTERS)

Director

MICHAEL REID

Name of Director
(BLOCK LETTERS)