

This and the following 21 pages is a true and correct copy of the Constitution of RSL and Services Clubs Association Limited as amended by Special Resolutions passed at the Association's Annual General Meeting held on 14 September 2016.



Mr Garrie Gibson
Chief Executive Officer

15th September 2016
Date

CORPORATIONS ACT
A Public Company Limited by Guarantee
and not having a Share Capital
CONSTITUTION
of
RSL and SERVICES CLUBS ASSOCIATION LIMITED
ACN 097 083 308

NAME

- 1 The name of the Company (hereinafter called "the Association") is "RSL and Services Clubs Association Limited."
- 2 The registered office of the Association shall be situated in Sydney or in such other place as the Board may from time to time determine.

DEFINITIONS

- 3 In this Constitution unless there is something in the subject or context inconsistent therewith:

"the Act" means the Corporations Act, 2001. When any provision of the Act is referred to, that reference is to that provision as modified by any law for the time being in force.

"Annual General Meeting" means the general meeting held each year as required by the Act and this Constitution.

"ANZAC" means Australian and New Zealand Army Corps.

"Association" means the abovementioned company.

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

"By-law(s)" means and includes regulations.

"Chief Executive Officer" means the Chief Executive Officer of the Association from time to time.

"Constitution" means this Constitution.

"Director" means a member of the Board.

"Executive" means the Chairman and Vice Chairman.

"Financial Member" means any Member who has paid all monies payable by the Member to the Association by the due date for payment thereof.

"General Meeting" includes Annual General Meeting.

"Life Member" means any person who is elected to membership of the Association for life.

"Member" means any Club which is a Category 1, 2, 3 or 4 Member or Life Member of the Association.

"Month" means a calendar month.

"Notice board" means the board or boards provided in the Association premises on which notices for the information of Members are posted.

"Office" means the registered office for the time being of the Association.

"Officer" means an officer as defined in the Act.

"Register" means the register of Members kept pursuant to the Act.

"Registered Club" means any club which is a registered club or licensed club within the meaning of the Registered Clubs Act and/or Liquor Act 2007 (NSW) in the state of New South Wales or like legislation in other states in Australia.

"Registered Clubs Act" means the Registered Clubs Act, 1976 (as amended).

"RSL" means Returned and Services League of Australia.

"Seal" means the common seal of the Association.

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

"In writing" or "written" includes printing, lithography and other modes of reproducing or representing words in a visible form.

INTERPRETATION

- 4 The "replaceable rules" contained in the Act are hereby excluded and shall not apply to the Association except insofar as they are repeated or contained in this Constitution.
- 5 This Constitution is subject to the Act. To the extent that any of the provisions in this Constitution are inconsistent with the Act and might prevent the Association being registered under the Act, those provisions will be inoperative and have no effect.
- 6 A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws made pursuant to this Constitution or on any matter arising therefrom, is conclusive and binding on all Members of the Association, subject to such construction or interpretation being varied or revised by the Members of the Association in General Meeting or by the Supreme Court of New South Wales.
- 7 Unless the context or subject matter otherwise requires:
 - (a) words indicating one gender include the other gender and vice versa; and

- (b) words indicating the singular include the plural and vice versa.

OBJECTS

- 8 The objects for which the Association is established are:
- (a) To foster and protect the interests of Registered RSL, Ex-Services, Memorial, Legion Clubs or like Clubs and generally to promote their well being.
 - (b) To act generally in the interests of Registered RSL, Ex-Services, Memorial, Legion Clubs or like Clubs.
 - (c) To promote and act generally in the interest of and support the ideals of the ANZAC spirit and heritage of clubs where such clubs seek and are admitted to membership of the Association.
 - (d) To support and promote the ideals of the ANZAC spirit and heritage in conjunction with any bodies deemed appropriate.
 - (e) To communicate with or make representation whether by way of petition or otherwise to Parliaments, Government Departments and other bodies to put forward the views of Member clubs on any matters which may affect their well being or be to their common advantage.
 - (e1) To conduct professional development activities for Registered Club directors and Registered Club management, such as conferences, seminars, workshops and study tours to visit hospitality venues and operations in order to assist with the management and development of Registered Clubs.
 - (f) Where considered appropriate to act in conjunction with or in support of action taken by other registered clubs bodies or organisations in the interest of Registered Clubs generally.
 - (g) To affiliate with any other recognised associations or such other body or bodies as may be considered appropriate.
 - (h) To promote Inter-club Social and Sporting activities between Member Clubs and any other member clubs.
 - (i) To raise funds by sponsorship, grant, donation or other method approved by the Board from time to time, in addition to membership fees, for the operation of the Association.
 - (j) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.
 - (k) To purchase hire lease or otherwise acquire for the purposes of the Association any real or personal property and any rights and privileges which the Association may think necessary or convenient for the carrying out of its objects or any of them.
 - (l) To give sell mortgage exchange hire lease or otherwise dispose of the property of the Association or any part or parts thereof.

- (m) To invest and deal with any of the monies of the Association not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
 - (n) To make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
 - (o) To borrow money from time to time for such purposes to give debentures liens mortgages charges or other security over the whole or any part of the property real or personal of the Association.
 - (p) To take or reject any gift of property money or goods whether subject to any special trust or not.
 - (q) To erect maintain improve or alter any building or buildings for the purposes of the Association.
 - (r) To indemnify any person or persons whether Members of the Association or not who may incur or have incurred any personal liability for the benefit of the Association and for that purpose to give such person or persons mortgages charges or other security over the whole or any part of the real or personal property present or future of the Association.
 - (s) To establish support or aid in the establishment and support of association funds trusts and conveniences calculated to benefit the Members of the Association or the dependants or connections of such Members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public general or useful object.
 - (t) To carry on all such activities as may be necessary or convenient for the purposes of the Association or any of them.
 - (u) To do all such 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 Association or any of them.
- 9 The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to or amongst the Members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to such Member in respect of monies advanced by it to the Association or otherwise owing by the Association to it or of remuneration of any officers or servants of the Association or to any Member or other person in return for any services actually rendered to the Association. Provided further that no Director shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration shall be given by the Association to any Director provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium to any Director in respect of special honorary services rendered or the repayment to any such Member of out of pocket expenses and interest on money lent or hire of goods or rent for premises demised to the Association. The amount of any honorarium shall be approved by the Members of the Association at a General Meeting.

WINDING UP

- 10 The liability of the Members is limited.
- 11 Every Member undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that it is a Member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a Member and of the costs charges and expenses of winding up the Association and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding one hundred dollars (\$100.00).
- 12 If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the Members of the Association.

The said property shall instead be given up or transferred to some other association or organisation which has objects similar to the objects of the Association and which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association under or by virtue of this Constitution.

- 13 DELETED.

MEMBERSHIP

- 14 Members shall be:
- (a) any Club, which is a Registered Club and is:
 - (i) an RSL, Ex-Services, Memorial, Legion or like Club; or
 - (ii) a club which commemorates Anzac Day or Remembrance Day or both, and assists in veterans' welfare; and
 - (b) Life Members elected under Rule 16(e).
- 15 Members shall be any Club, registered under the Registered Clubs Act or the equivalent legislation in other States and is an RSL, Ex-Services, Memorial, Legion or like Club which shall have made application for membership in accordance with this Constitution and has been duly admitted', and, Life Members elected under Rule 16(e).
- 16 The qualifications for membership of the various classes of Members are as follows:
- (a) Category 1 Members:

Any Club which is a Registered Club and is:

 - (i) an RSL, Ex-Services, Memorial, Legion or like Club; or
 - (ii) a club which commemorates Anzac Day or Remembrance Day or both, and assists in veterans' welfare;

and which has an annual gaming machine turnover above a level set by the Board from time to time and which pays the fee as set by the Board from time to time, will be eligible for membership as a Category 1 Member.

(b) Category 2 Members:

Any Club which is a Registered Club, and is:

- (i) an RSL, Ex-Services, Memorial, Legion or like Club; or
- (ii) a club which commemorates Anzac Day or Remembrance Day or both, and assists in veterans' welfare;

and which has an annual gaming machine turnover above a level set by the Board from time to time which shall be less than the level to qualify as a Category 1 Member but greater than the level to qualify as a Category 3 Member, and which pays the fee as set by the Board from time to time, will be eligible for membership as a Category 2 Member.

(c) Category 3 Members:

Any Club which is a Registered Club, and is:

- (i) an RSL, Ex-Services, Memorial, Legion or like Club; or
- (ii) a club which commemorates Anzac Day or Remembrance Day or both, and assists in veterans' welfare;

and which has an annual gaming machine turnover above a level set by the Board from time to time which shall be less than the level to qualify as a Category 2 Member but greater than the level to qualify as a Category 4 Member, and which pays the fee as set by the Board from time to time, will be eligible for membership as a Category 3 Member.

(d) Category 4 Members:

Any Club which is a Registered Club, and is:

- (i) an RSL, Ex-Services, Memorial, Legion or like Club; or
- (ii) a club which commemorates Anzac Day or Remembrance Day or both, and assists in veterans' welfare;

and which has an annual gaming machine turnover below the level set by the Board from time to time to qualify as a Category 3 Member, and which pays the fee as set by the Board from time to time, will be eligible for membership as a Category 4 Member.

(e) Life Members:

- (i) Life Membership may be conferred upon a person who has rendered outstanding service of not less than 10 years to the Association, or who has made an outstanding contribution to the Association, or who has met other criteria established by the Board from time to time, as follows:

- (A) the person must be a member of a Club that is a Member of the Association;

- (B) the person is nominated by a Category 1 Member and the nomination is seconded by another Category 1 Member;

- (C) the duly completed nomination (in the form required by the Board) must be submitted to the Board, and if it is approved by the Board, a Special Resolution will be put for consideration of the Members eligible to vote at the next Annual General Meeting; and
 - (D) the person can only be elected as Life Member by a Special Resolution on which only Category 1 Members are entitled to vote.
- (ii) A Life Member has the right to attend all General Meetings of the Association, but is not entitled vote on any matter, propose any resolution, or nominate any person for any office of the Association. Provided that nothing in this Rule 16(e) prohibits a Life Member from:
- (A) exercising the rights and carrying out the obligations of a delegate of any Club that is a Member, provided the Life Member is duly appointed as a delegate in accordance with this Constitution; or
 - (B) being elected or appointed to the Board, provided that the Life Member is a person who is eligible for such election or appointment under the terms of this Constitution.

ELIGIBILITY FOR MEMBERSHIP

17 The qualifications for membership of the various classes of Members are as follows:

(a) Category 1 Members:

Any RSL, Ex-Services, Memorial, Legion or like Club registered as a club under the Registered Clubs Act or like legislation in other States and which has an annual poker machine turnover above a level set by the Board from time to time and which pays the fee as set by the Board from time to time will be eligible for membership as a Category 1 Member.

(b) Category 2 Members:

Any RSL, Ex-Services, Memorial, Legion or like Club registered as a registered club under the Registered Clubs Act or like legislation in other States and which has an annual poker machine turnover less than the figure set by the Board from time to time to qualify as a Category 1 Member and greater than the figure set by the Board from time to time to qualify as a Category 3 Member.

(c) Category 3 Members:

Any RSL, Ex-Services, Memorial, Legion or like Club registered as a registered club under the Registered Clubs Act or like legislation in other States and which has an annual poker machine turnover less than the figure set by the Board from time to time to qualify as a Category 2 Member.

(d) Category 4 Members

Any RSL, Ex-Services, Memorial, Legion or like Club registered as a registered club under the Registered Clubs Act or like legislation in other States and which has an annual poker machine turnover less than the figure set by the Board from time to time to qualify as a Category 3 Member.

- (e) (i) Life membership may be conferred upon a person who has rendered outstanding service of not less than 10 years to the Association, or who has made an outstanding contribution to the Association, or who has met other criteria established by the Board from time to time, as follows:
 - (A) the person must be a member of a Club that is a Member of the Association;
 - (B) the person is nominated by a Category 1 Member and the nomination is seconded by another Category 1 Member;
 - (C) the duly completed nomination (in the form required by the Board) must be submitted to the Board, and if it is approved by the Board, a Special Resolution will be put for consideration of the Members eligible to vote at the next Annual General Meeting; and
 - (D) the person can only be elected as a Life Member by a Special Resolution on which only Category 1 Members are entitled to vote.
- (ii) A Life Member has the right to attend all General Meetings of the Association, but is not entitled to vote on any matter, propose any resolution, or nominate any person for any office of the Association. Provided that nothing in this Rule 16(e) prohibits a Life Member from:
 - (A) exercising the rights and carrying out the obligations of a delegate of any Club that is a Member, provided the Life Member is duly appointed as a delegate in accordance with this Constitution; or
 - (B) being elected or appointed to the Board, provided that the Life Member is a person who is eligible for such election or appointment under the terms of this Constitution.

REPRESENTATION AND VOTING RIGHTS OF MEMBERS

18 Category 1 Members shall be entitled to:

- (a) nominate three (3) delegates entitled to vote at any meeting of the Association, provided that if less than three (3) delegates of the Member Club are present at the meeting, those delegates present can exercise between them a total of three (3) votes;
- (b) nominate candidates from Categories 1, 2 or 3 Members for election to the Board of Directors and vote for the elections of Board of Directors;
- (c) nominate candidates from Category 1, 2 or 3 Members for positions on any sub-committee of the Association;
- (d) move resolutions for any alterations to this Constitution of the Association.

19 Category 2 Members shall be entitled to:

- (a) nominate two (2) delegates entitled to vote at any meeting of the Association, provided that if less than two (2) delegates of the Member are present at the meeting, those delegates present can exercise between them a total of two (2) votes, subject to Rule 75;

- (b) nominate candidates from Categories 1, 2 or 3 Members for election to the Board of Directors and to vote for the elections of Board of Directors; and
 - (c) nominate candidates from Categories 1, 2 or 3 Members for positions on any sub-committee of the Association.
- 19A Category 3 Members shall be entitled to:
- (a) nominate one (1) delegate entitled to vote at any meeting of the Association, subject to Rule 75;
 - (b) nominate candidates from Category 1, 2 or 3 Members for election to the Board of Directors and vote for the elections of Board of Directors;
 - (c) nominate candidates from Category 1, 2 or 3 Members for positions on any sub-committee of the Association.
- 19B Category 4 Members shall not be entitled to nominate a delegate to vote at any meeting of the Association or to nominate candidates for election to the Board of Directors or to vote upon the election of the Board of Directors or to nominate candidates for positions on any subcommittee of the Association.
- 20 There is no limitation of the number of delegates from Categories 1, 2, 3 and 4 Members that may attend as observers to meetings of the Association, however only those delegates authorised under Rules 17(a), 18(a) and 19A(a) above shall be entitled to vote at such meetings.

MEMBERSHIP SUB-COMMITTEE AND APPLICATIONS FOR MEMBERSHIP

- 21
- (a) Candidates for membership of the Association shall lodge an application in writing and shall give the full name and address of the candidate and shall be in such form as the Board shall from time to time require.
 - (b) The application for membership may be accompanied by the amount of any entrance fee and subscription. The Board shall be responsible for reviewing applications for membership and with each application scrutinise the applicant to ensure that the applicant satisfies the criteria for that level of membership set by the Board.
 - (c) If a Membership Sub-Committee is appointed in accordance with Rule 23, the Membership Sub-Committee may recommend to the Board that the application be accepted, rejected or deferred. The Board may accept or reject the recommendation of the Membership Sub-Committee without assigning any reason for that decision. The Chief Executive Officer shall return to such rejected candidates the amount of entrance fee and subscription lodged with the application.
 - (d) The election of members shall be by the Board at a meeting or meetings duly convened. The Chief Executive Officer shall keep a record of the names of the members of the Board present and voting at such meetings and the names of the members elected.
- 22 The Board may establish from its Members a Membership Sub-Committee, and if so established:

- (a) the Membership Sub-Committee shall be responsible for reviewing applications for membership and with each application scrutinise the applicant to ensure that the applicant satisfies the criteria for that level of membership set by the Board;
 - (b) the Membership Sub-Committee may recommend to the Board that the application be accepted, rejected or deferred. The Board may accept or reject the recommendation of the Membership Sub-Committee without assigning any reason for that decision.
- 23 On the election of a member the Chief Executive Officer shall give to such member notice of the election and shall issue with such notice an account for the entrance fees and subscriptions if same have not already been paid.
- 24 Every Club elected to membership shall be required to pay within one month of the date of notice of election the fees and/or subscription specified in the account rendered to it with the notice of election failing which payment the election may be declared null and void.
- 25 Every Club elected to membership and informed of the election as directed by the foregoing Rule shall be deemed to agree to pay the entrance fee and annual subscription and other fees and charges as prescribed in the Constitution of the Association and to be bound by the Constitution of the Association and by the Association's By-Laws from time to time in force and the payment of the said entrance fee or part thereof and/or the said Subscription or part thereof shall be conclusive evidence of such agreement.

TRANSFER OF MEMBERSHIP

- 25A The Board may transfer a Member who has the qualifications to become a Member of another category of membership, to that category of membership. The Board may make an adjustment in the entrance fee and subscription (if any) paid or payable by that Member so transferred for the membership year in which the transfer takes place.

CESSATION OF MEMBERSHIP

- 26 A Member at any time by giving notice in writing to the Chief Executive Officer may resign membership of the Association but:
- (a) shall continue to be liable for any entrance fees or annual subscriptions due but unpaid;
 - (b) shall continue to be liable for any and all arrears of subscriptions due and unpaid at the date of resignation;
 - (c) shall not be eligible to receive a refund for any part of the entrance fees or subscriptions paid; and
 - (d) shall continue to be liable for any sum not exceeding \$100.00 as a Member under Rule 11 of this Constitution.
- 27 If any Member shall refuse or neglect to comply with the provisions of this Constitution or By-Laws or if any Member shall in the opinion of the Board be guilty of conduct deemed by the Board to be unbecoming of a Member or prejudicial to the interest of the Association such Member may be suspended or expelled by resolution of the Board and such resolution need not state the grounds facts or opinions upon which it is based provided:

- (a) that at least seven (7) days before the meeting at which such resolution is passed the Member concerned shall have been notified in writing and requested to be represented at the meeting and at such meeting and before such resolution is moved have an opportunity of giving in writing or orally any explanation or defence which may be thought fit;
 - (b) that the meeting shall be held within one (1) month of the date of the alleged offence or the date on which the charge is laid (whichever is the later);
 - (c) that any resolution under this Rule requires for its passing the affirmative vote of not less than two-thirds of the members of the Board present at such meeting and the decision of the Board shall be final;
 - (d) that any Member notified or any Member proposed to be notified in accordance with paragraph (a) above may immediately be suspended from all privileges of the Association until such time as the meeting is held if the Association gives the Member notice in writing and such notice may be included in the notice of charge issued under Rule 27(a).
- 28 Should a Member incur any debt to the Association or to the Association's staff or employees or persons under contract to the Association and fail to discharge such debt upon request in writing by the Chief Executive Officer it may by resolution of a meeting of the Board be suspended or expelled from membership provided that before so resolving the Board shall give the Member concerned due notice of its intention to take such course but the provisions of Rule 27 shall not apply.
- 29 Every Club ceasing to be a Member whether by retirement, expulsion, neglecting to pay the entrance fee or subscription or otherwise shall forfeit ipso facto all rights as a Member of the Association but shall remain liable for any monies due or payable under the provisions of Rule 11 of this Constitution.
- 30 DELETED.

ADDRESS OF MEMBERS

- 31 Every Member shall on becoming a Member furnish to the Chief Executive Officer particulars of its address, if those particulars have not already been stated on the Membership Application Form and shall notify the Chief Executive Officer in writing of any subsequent change of address. The address so given shall be deemed to be the Member's registered address for the purpose of the issue of notices.

REGISTER OF MEMBERS

- 32 The Chief Executive Officer shall keep in the Association's premises a Register of Members setting forth the name and address of each Member and setting out the date of the latest payment by each Member of the subscription.

ENTRANCE FEE AND SUBSCRIPTION

- 33 (a) The entrance fee, annual subscriptions and other annual fees or charges payable by any class of Member, the amount thereof and the time and manner of payment thereof and all other matters pertaining thereto not by this Constitution specifically provided for such shall be such as shall from time to time be prescribed by the Board. If the annual subscriptions of members, as determined from time to time by the Board, are based on the gaming revenue of each club as reported by the

relevant Department of the New South Wales Government (“Reported Gaming Revenue”), then each member agrees that the Board shall be entitled to access the Reported Gaming Revenue for the purpose of calculating the annual subscription payable by each member club to the Association and the Reported Gaming Revenue shall not be otherwise used or published by the Association without the written consent of that member.

- (b) All annual subscriptions shall be paid in advance or as otherwise determined by the Board.
- 34 The annual subscription shall fall due each year on a date as determined by the Board. If any fee or subscription or call or any instalment thereof shall remain unpaid for a period of one month after it becomes due the Member concerned shall be notified by the Chief Executive Officer in writing of the default. If such subscription still remains unpaid for a further period of one (1) month the Member's name shall be removed from the Register. All Members who pay their subscription prior to the due date shall be Financial Members up to the date the subscription falls due in the following year (subject to this constitution).
- 35 The Board may at any time suspend the payment of entrance fee and/or subscriptions either generally or in respect to individual cases and shall have discretionary power to fix and determine or waive or vary the entrance fee and/or subscriptions chargeable to any Member under any special circumstances that may arise.

PATRON

- 36 The Members in General Meeting may appoint one or more Patrons from time to time upon a recommendation being made by the Board to the meeting.

THE BOARD

- 37 (a) The business and affairs of the Association and the custody and control of its funds shall be managed by the Board.
- (b) Subject to Rule 39, the Board shall consist of seven (7) Directors, who shall be the candidates receiving the highest votes at the election, as set out in Rule 37(d) herein, provided that:
- (i) There shall be at all times not less than 4 positions on the Board filled by persons who are officers or members of Category 1 Member Clubs;
 - (ii) A maximum of 2 positions on the Board may be filled by persons who are officers or members of Category 2 Member Clubs;
 - (iii) A maximum of 1 position on the Board may be filled by a person who is an officer or member of a Category 3 Member Club; and
 - (iv) Not more than 1 person who is an officer or member of the same Member Club may hold office as a Director at any one time.
- (c) Subject to this Constitution, the Members shall elect the Board consisting of seven (7) directors. At the first Board Meeting following an Annual General Meeting at which an election of the Board is held, the Board will select from amongst its

number the positions of Chairman and Vice Chairman and may also do so from time to time as the need arises.

- (d) The election of the Board shall be by ballot and the method of voting shall be by the 'first past the post' system of election, subject to Rule 37(b). The election of the Board shall take place in conjunction with each Annual General Meeting at which an election of the Board is held as required by this Constitution and the Board shall determine the starting and finishing times for voting over a period of time prior to the Annual General Meeting. The results of the election shall be declared by the Returning Officer at each Annual General Meeting, in conjunction with which an election of the Board has been held. Proxy voting as provided for under the Act shall be permitted.
- (e) The term of each Board, other than the Foundation Board of Directors, shall be for two (2) years and the Board members shall hold office until the conclusion of the second Annual General Meeting after which they were elected, when they shall retire. A retiring director will (subject to this Constitution) be eligible for re-election.
- (f) Subject to the Act, proxy voting is permitted, with respect to voting for the election of the Board and upon resolutions considered at General Meetings.
- (g) The election of the Board shall be conducted by a Returning Officer appointed by the Board. The Returning Officer shall conduct the election of the Board in accordance with this Constitution and By-Laws of the Association.
- (h) Subject to the Act, the Board may from time to time make such By-Laws as it thinks necessary for the conduct of any election and all matters in conjunction therewith.
- (i) Any person nominated for election to the Board must be approved or authorised in writing by the Member Club of which that person is a member.

FIRST BOARD OF DIRECTORS

- 38 (a) The first Board shall be the signatories to this Constitution and the first Board of Directors shall hold office until the first Annual General Meeting of the Association.
- (b) The first Board whilst in existence shall exercise all the powers and functions conferred by this Constitution on the Board. The first Board may elect such officers as it considers necessary and may fill any vacancy that may occur in the Board.

CASUAL VACANCIES

- 39 (a) Subject to Rule 39(b), if a casual vacancy occurs in the office of a Director, the Board may appoint any person who is an officer or member of a financial Category 1 Member, Category 2 Member or Category 3 Member to fill the casual vacancy for the balance of the term of the Director who has vacated the position.
- (b) In making an appointment under Rule 39(a), the Board shall not be bound by the requirements of Rule 37(b) in relation to the composition of the Board, provided that there must be at all times not less than 4 positions on the Board filled by persons who are officers or members of Category 1 Member Clubs.

- 40 The office of Director will be immediately vacated and a casual vacancy thereby created if that person:
- (a) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage a Company under Sections 206F or 206G of the Act;
 - (b) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Association;
 - (c) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board;
 - (e) by notice in writing given to the Secretary, resigns from office; or
 - (f) ceases to be a person entitled to hold office on the Board including if that person ceases to be an officer or member of a financial Category 1 Member, Category 2 Member or Category 3 Member for a period exceeding 3 Months.

ACTS OF BOARD OF DIRECTORS

- 41 All acts done at any Board Meeting or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or Directors or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 42 Subject to the provisions of Rule 9 no Director shall receive any remuneration for his services in his capacity as a Director.

POWERS OF THE BOARD

- 43 The business and general affairs of the Association shall be under the management of the Board which shall have full control of the property of the Association and absolute authority subject to this Constitution regarding its disposition and in the conduct and administration of all the affairs and business of the Association including the rights and privileges of Members except insofar as is otherwise expressly provided by this Constitution. In particular but without derogating from the general powers hereinbefore conferred the Board shall have power from time to time:-
- (a) To appoint from among its members or Members of the Association sub-committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such sub-committee such powers as it may think fit. Unless otherwise specified in the minutes of the Directors appointing the sub-committee the quorum of all sub-committees shall consist of a majority of the members of such sub-committee. The Chairman shall be an ex-officio member of all sub-committees.
 - (b) To make such 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 administration and management of the Association's finances affairs interests

effects and property of the Members of the Association and to amend or rescind from time to time any such By-Laws rules and regulations.

- (c) To enforce the observance of all By-Laws rules and regulations by suspension from enjoyment of Association privileges or any of them.
- (d) To appoint any delegate or delegates to represent the Association for any purpose with such powers as may be thought fit.
- (e) To purchase or otherwise acquire for the Association any property rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (f) To secure the fulfilment of any contracts or engagements entered into by the Association by mortgaging or charging all or any of the property of the Association as may be thought fit.
- (g) To institute conduct defend compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association and also to compound or allow time for payment and satisfaction of any debts due to and any claim or demands by or against the Association.
- (h) To determine who shall be entitled to sign or endorse on the Association's behalf contracts receipts acceptances cheques bill of exchange promissory notes and other documents or instruments.
- (i) To invest and deal with any of the monies of the Association not immediately required for the purposes of the Association upon such securities and in such manner as the Board may think fit and from time to time vary such investments.
- (j) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Association and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stocks perpetual or otherwise and whether charged upon all or any of the Association's property both present and future or not. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (k) To sell exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Association and to let any property of the Association or sell all or any of the lands and buildings or other property or rights to which the Association may be entitled from time to time.
- (l) To fix the maximum number of each class of Members who may be admitted to the Association and the respective entrance fees and annual subscriptions for each class.
- (m) To caution or suspend for such period as it thinks fit any Member who shall wilfully infringe any provision of this Constitution or of the By-Laws rules or regulations of the Association or who shall in the opinion of the Directors be guilty either in or out of the Association premises of conduct unbecoming of a Member or prejudicial to the interests of the Association.

- (n) To recommend the amount of honorarium payable to any Member of the Board under Rule 9 and subject to approval by a General Meeting to pay such honorarium.
 - (o) To repay actual out-of-pocket expenses incurred by any member of the Board.
- 44 Any By-Law rule or regulation made under this Constitution shall come into force and be duly operative upon the posting of an appropriate notice containing such By-Law rule or regulation on the Notice Board.

MEETINGS OF BOARD OF DIRECTORS

- 45 (a) The Board shall meet not less than quarterly for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The quorum of the Board shall be four (4) members of the Board.
- (b) The Chairman shall preside at all meetings of the Board. If the Chairman is not present or is unwilling or unable to act then the Vice Chairman shall preside. If the Vice Chairman is not present or is unwilling or unable to act then the members of the Board present shall elect one of their number to be Chairman of the meeting. The Chairman shall have a deliberative vote only.
- (c) A meeting of the Board may be called or held using any technology consented to by all Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.
- 46 The Board may appoint a Chief Executive Officer of the Association. The appointee shall continue in the position until the Board so determines.

ANNUAL GENERAL MEETING

- 47 The Annual General Meeting of the Association shall be held not later than 5 months after the end of each financial year at such time and place as may be prescribed by the Board. At least 21 clear days written notice of all meetings shall be given to each Member entitled to attend such meeting.
- 48 The business of the Annual General Meeting shall be as follows:
- (a) to confirm the Minutes of the previous Annual General Meeting;
 - (b) to receive and consider the reports of the Board;
 - (c) to receive and consider the financial report, directors report and auditor's report as required by the Act;
 - (d) to elect the Board for the ensuing year;
 - (e) to elect a patron or patrons;
 - (f) to deal with any business of which due notice has been given in writing; and
 - (g) to deal with all business and notices of motion which shall be handed to the Chief Executive Officer at least twenty-eight (28) days prior to the date of the Annual General Meeting.

- 49 The Chairman shall preside at all General Meetings. If the Chairman is not present or is unwilling or unable to act then the Vice Chairman shall preside. If the Vice Chairman is not present or is unwilling or unable to act then the members of the Board present shall elect one of their number to be Chairman of the meeting.
- 50 Every question or motion submitted to a General Meeting shall be decided in the first instance by a show of hands and in the case of equality of votes the Chairman shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a Member.
- 51 At any General Meeting unless a poll is demanded by the Chairman or by at least five members present and entitled to vote at the Meeting a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and any entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 52 If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the Meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination made in good faith be final and conclusive.
- 53 The Chairman of an Annual General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 54 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a Chairman of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
- 55 Any Annual General Meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no notice of such adjournment need be given.

GENERAL MEETINGS

- 56 All Meetings other than the Annual General Meeting shall be called General Meetings.
- 57 (a) Every notice convening a General Meeting shall be in writing and shall specify the place the day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by this Constitution or the Act.
- (b) The period of notice shall be not less than twenty-one (21) days in respect of any General Meetings including General Meetings requiring the passage of a Special Resolution.
- (c) A General Meeting called by the Board of its own volition may be postponed or cancelled at any time before the day of the meeting by the Board as it may determine.

- (d) A General Meeting called by the Board on the request of the Members under Section 249D of the Act may be postponed or cancelled by the Board at any time before the day of the meeting, on the request of those Members. The Members must pay the expenses of the cancellation unless the Board determines otherwise.
- (e) A General Meeting called by the Members under the Act, may be cancelled by those Members so notifying the Association in writing at least 14 days prior to the date for which the General Meeting has been called. The Members must pay the expenses of the cancellation unless the Board determines otherwise.
- (f) The Board must give notice of the postponement or cancellation of a General Meeting to all persons entitled to receive notices of that meeting.

QUORUM FOR MEETINGS

- 58
- (a) At an Annual or General Meeting called by the Chairman or the Board, ten (10) Members who are present and entitled to vote shall be a quorum.
 - (b) At a General Meeting called by the Board on the request of Members under section 249D of the Act, thirty (30) Members who are present and entitled to vote shall be a quorum.
 - (c) If a quorum not be present within 15 minutes of the time fixed for an Annual or General Meeting, the meeting if convened on or by the requisition of Members shall be dissolved. If convened by the Chairman or the authority of the Board, it shall adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within 15 minutes of the time appointed for the meeting, the Members present shall be a quorum.

MINUTES OF MEETINGS

- 59
- The Association must keep minute books in which it records within 1 month:
- (a) proceedings and resolutions of meetings of the Members;
 - (b) proceedings and resolutions of Board meetings (including meetings of Board committees);
 - (c) resolutions passed by Directors without a meeting; and
 - (d) any other matters required by the Act.

FINANCIAL YEAR

- 60
- The financial year of the Association shall commence on the first day of July of each year and end on the last day of June of the following year.

ACCOUNTS AND AUDIT

- 61
- The Board shall cause correct accounts and books to be kept showing the financial affairs of the Association and the particulars usually shown in books of account of a like nature and showing in particular and without limiting the generality hereof:
- (a) All sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place.

- (b) All sales and purchases of goods by the Association.
- (c) The assets credits and liabilities of the Association.

- 62 The books of account shall be kept at the registered office of the Association or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.
- 63 The Association must for each financial year, send or make available, to each Member the directors report, the financial report and the auditor's report, as required by the Act.

SECRETARY

- 64 The Board must appoint a Secretary who unless determined otherwise by the Board shall be the Chief Executive Officer.

AUDITORS

- 65 Auditors shall be appointed and their duties regulated in accordance with the provisions of Part 2M.4 of the Act.

EXECUTION OF DOCUMENTS

- 66 The Board must provide for the safe custody of the Seal.
- (a) The Association may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
 - (i) 2 Directors; or
 - (ii) one Director and the Secretary.
 - (b) The Association may execute a document (including a deed) without using the Seal if that document is signed by:
 - (i) 2 Directors; or
 - (ii) one Director and the Secretary.
- 67 The Association must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

NOTICES

- 68 A notice may be given by the Association to any Member either personally, or by sending the notice to the facsimile number or electronic address (if any) nominated by the Member, or by sending it by post to it or its registered address or if it has no registered address within the State of New South Wales to the address if any within the said State supplied by it to the Association for the giving of notices.
- 69 Where a notice is sent by post service of the notice shall be deemed to be effective by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

70 Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.

71 DELETED.

INDEMNITY

72 (a) Every person who is or was an officer of the Association may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Association against any liability (other than a liability for legal costs) to another person incurred as such an officer except in relation to:

- (i) a liability owed to the Association or a related body corporate; or
- (ii) a liability for a pecuniary penalty order under Section 1317G of the Act or a compensation order under Section 1317H of the Act; or
- (iii) a liability that is owed to someone other than the Association or a related body corporate and did not arise out of conduct in good faith.

(b) Every person who is or was an officer of the Association may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Association against any legal costs incurred as such an officer except:

- (i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Act; or
- (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
- (iii) 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
- (iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.

(c) The Association may pay a premium for a contract insuring a person who is or was an officer of the Association against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except in relation to:

- (i) conduct involving a wilful breach of duty in relation to the Association; or
- (ii) a contravention of Sections 182 or 183 of the Act.

MISCELLANEOUS

73 Any heading attached to any provisions of this Constitution shall not affect these Rules or this Constitution.

74 The Association will give a copy of this Constitution to any Member within 7 days if that Member:

- (a) asks the Association, in writing, for a copy; and
- (b) pays a fee (up to the fee prescribed by the Act) if required by the Association.

AMENDMENTS TO CONSTITUTION

- 75 Any provision of this Constitution may be amended or repealed only by a Special Resolution passed by at least 75% of the votes cast by Members entitled to vote on the Special Resolution. Only Category 1 Members are entitled to propose and vote on such a Special Resolution.
- 76 We, the several persons whose names are subscribed being subscribers to this Constitution hereby agree to the foregoing Constitution.

SUBSCRIBERS

The subscribers are desirous of being formed into a Company in pursuance of this Constitution.

Full Names of Subscribers	Common Seals of Subscribers (if applicable)	Witnesses
Merrylands R.S.L. Club Limited	 Director/Secretary Director
Coffs Harbour and District Ex- Servicemen and Women's Memorial Club Limited	 Director/Secretary Director
Canterbury-Hurlstone Park R.S.L. Club Limited	 Director/Secretary Director
Shoalhaven Ex- Servicemen's Club Limited	 Director/Secretary Director
Nelson Bay R.S.L. Memorial Club Limited	 Director/Secretary Director
Albury Soldiers, Sailors and Airmen's Club Limited	 Director/Secretary Director
DATED this	day of	2003.