

**CORPORATIONS ACT 2001**  
**A Public Company Limited by Guarantee**  
**and not having a Share Capital**

**CONSTITUTION**  
**of**  
**THE LISMORE & DISTRICT WORKERS' CLUB LIMITED**  
**ACN 000 919 406**

**NAME**

1. The name of the company is "The Lismore & District Workers' Club Limited".

**DEFINITIONS**

2. In this Constitution, unless there be something in the subject matter or context inconsistent therewith:

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

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

"By-law" means and includes regulations.

"the Club" means Lismore Workers Club Limited.

"the Club Notice Board" means a board or boards designated as such within the Club's premises on which notices for the information of members are posted.

"Constitution" means and includes Rules.

"Director" means a member of the Board.

"financial member" means any member who has paid all money payable by him or her to the Club by the due date for payment thereof.

"Full member" means a person who is an Ordinary member or a Life member of the Club.

"General Meeting" includes Annual General Meeting.

"in writing" and "written" include printing, typing, lithography and other modes of representing or reproducing words in visible form in the English language.

"month" means calendar month.

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

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

"Ordinary member" means a member of the Club other than a Life member, Honorary member, Temporary member or Provisional member of the Club.

"the Registered Clubs Act" means the Registered Clubs Act 1976. When any provision of the Act is referred to, that reference is to such provision as modified by any law for the time being in force.

"Secretary" includes Chief Executive Officer, General Manager, Secretary Manager or Honorary Secretary.

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

### **INTERPRETATION**

3. A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws or regulations of the Club made pursuant to this Constitution or on any matter arising therefrom, is conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.
4. Words indicating the singular number include the plural and vice versa, and words indicating the masculine gender include the feminine gender and vice versa.

### **REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT**

5. The "replaceable rules" contained in the Act are hereby excluded and do not apply to the Club except in so far as they are repeated or contained in this Constitution.
6. The Club is established for the objects set out in this Constitution.
7.
  - (a) The Club is a non-proprietary Club.
  - (b) Subject to the provisions of Sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
  - (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of registration under Part 2 of the Registered Clubs Act, or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
  - (d) The Secretary or manager, or an employee, or a member of the Board or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club or the keeping of gaming machines.

8. (a) An employee of the Club must not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
- (b) Any profits or other income of the Club must be applied only to the promotion of the objects of the Club and must not be paid to or distributed among the members of the Club.
9. (a) Liquor must not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.
- (b) Liquor must not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years must not use or operate poker machines or any other forms of gaming devices on the premises of the Club.

### **OBJECTS**

10. The objects for which the Club is established are:
  - (a) To promote the interests of workers in the Lismore District.
  - (b) To promote social and political intercourse amongst members and the community.
  - (c) To render aid either financial or by other means to clubs and associations in the Lismore District and elsewhere.
  - (d) To provide for members and for members' guests a social and sporting Club with all the usual facilities of a Club including residential and other accommodation, liquid and other refreshment, poker machines and other forms of gaming devices, and provision for sporting and other social and recreational facilities.
  - (e) To provide in existing buildings or any other buildings to be constructed or acquired for the purposes, suitable Club rooms, recreation rooms, reading rooms, social rooms, sporting rooms, meeting places and to provide therein social sporting, games and other facilities for the members of the Club.
  - (f) From time to time as the occasion shall require, to construct, erect or alter any buildings, homes, houses, halls, pavilions, workshops, stables, garages, sheds and other conveniences and works necessary or convenient for the purposes of the Club and to furnish same and maintain same and to provide payout, prepare and maintain buildings, lawns, grounds and areas and means of recreation, for the members of the Club.
  - (g) To purchase, take on lease or in exchange hire or otherwise acquire any lands, buildings easements or property real and personal and any rights or privileges which may be requisite for the purposes of being conveniently used in connection with any of the objects of the Club provided that in case the Club shall take or hold any property which maybe subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
  - (h) To promote and conduct such sports games, social activities, amusements and entertainments, pastimes and recreations indoor and outdoor as the Club may deem expedient.

- (i) To raise money by entrance fees, subscriptions, private subscription, public appeal, Art Unions, donations or otherwise and to accept any legacy, bequest, devise or gift of property whether subject to any special trust or not for all or any of the objects of the Club.
- (j) To promote and hold, either alone or in association with others, any sort of competitive event and award such prizes as are warranted, (including cash) to the winners of such events. Also, to promote, hold and/or support dinners, balls, concerts and other entertainments.
- (k) To subscribe to become a member of and co-operate with any other Club Association or organisation whether incorporated or not whose objects are altogether or in part similar to those of this Club. Provided that the Club shall only subscribe to or support with its funds any Club Association or Organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of Rule 7 of this Constitution.
- (l) To acquire membership and arrange for the representation of the Club at any corporation body or bodies formed for the purpose of promoting the interest of the Club and its social sporting and other activities.
- (m) To hold a licence or permit or other authority under such Act or Acts as shall for the time being in force in the State of New South Wales for the sale of spirituous or other liquors in such manner and quantities and to such persons as the Club may determine and the law permit and to carry on the business of restaurant keepers, restaurant proprietors with or without the benefit of the restaurant permit under the provisions of the Registered Clubs Act, 1976, or any statutory modification or re-enactment thereof or substitute thereof and to carry on the business of wine and spirit merchants and licensed victuallers and also sellers of tobacco and cigarettes and cigars and other supplies and to hold a licence to keep, use and operate Poker Machines and other automatic machines.
- (n) To sell, convey, transfer, improve, manage, develop, exchange, lease, assign, dispose of, turn to account or otherwise deal with all or part of the property and rights of the Club.
- (o) To make draw accept endorse discount and execute and issue Promissory Notes Bills of Exchange Debentures or other transferable or negotiable instruments of any description.
- (p) To borrow or raise and secure the payment of money in such manner as the Club shall think fit in particular by the issue of Debentures or Debenture Stock perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase redeem or pay off any such securities.
- (q) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other securities over the whole or any part of the real or personal property present or future of the Club.
- (r) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined and to sell, dispose of, realise or otherwise deal with any such securities.

- (s) To hire employ and dismiss such managers, secretary/managers, secretaries, clerks, servants, accountants, solicitors, employees of all kinds and others as may be required or found necessary for the proper working administration or carrying on of the Club and to pay them and to other persons in return for services rendered to the Club salaries wages gratuities or pensions.
- (t) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.
- (u) To promote any company or companies for the purpose of acquiring all or any part of the property rights and liabilities of the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (v) To insure against damage by fire or otherwise any insurable property of the Club and to insure any servant of the Club against risk accident or fidelity in the course of their employment by the Club and to effect insurance for the purpose of indemnifying the Club in respect of claim by reason of any such risk accident or fidelity and to establish and support or aid in the establishments and support of associations, institutions, funds trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurance funds pensions or allowances.
- (w) From time to time make donations to such persons, organisations charitable institutions and sporting bodies as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient, but not inconsistent with or contrary to the other provisions of this Constitution.
- (x) To enter into any arrangements with any government or authority supreme municipal local or otherwise that may seem conducive to the Club's objects or any of them, and to obtain from such government or authority any rights privileges and concessions which the Club may think it desirable to obtain, and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.
- (y) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of the guarantors and to guarantee to become liable for the payment of money or for the performance of any obligations and generally to transact all kind of guarantee business and for the purpose to give securities over all or any part of the Club's business or undertaking or property both present and future.
- (z) To take or hold mortgages, liens and charges for the purpose of securing the payment of the purchase price of any part of the Club's property of whatsoever kind sold by the Club or any money due to the Club from the purchasers and others.
- (aa) To take any gift or property whether subject to any special trust or not for any one or more of the objects of the Club subject always to the proviso in the paragraph (cc) of this Rule.
- (bb) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.

- (cc) In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies, clubs or associations having objects altogether or in part similar to those of the Club and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of this Constitution.
- (dd) In furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club; provided always that notwithstanding anything herein contained or implied no portion of the premises of the Club which is covered by a certificate of registration is to be leased contrary to the Registered Clubs Act.
- (ee) In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of the companies, institutions, societies, clubs or associations with which the Club is authorised to amalgamate.
- (ff) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (gg) To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.

And it is hereby declared that in the interpretation of this Rule the meaning and effect of any object is not restricted by any other object and that each object is to be construed and have effect as an independent power and that this Rule is to be construed so as to widen and not restrict the powers of the Club.

11. The income and property of the Club, howsoever derived, must be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Club. Provided that nothing herein prevents the payment in good faith of interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club. Provided further that no member of the Board or of any committee is to be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee. Provided further that no remuneration is to be given by the Club to any member of the Board or of any committee; except that nothing herein is to be construed as preventing the payment of an honorarium in respect of special honorary services rendered or the repayment of out-of-pocket expenses or payment of interest on money lent, sale or hire of goods or rent for premises demised to the Club.

#### **WINDING UP**

12. The liability of the members of the Club is limited.
13. Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he or she is a member, or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$2.

14. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same must not be paid to or distributed among the members of the Club but must be given up or transferred to some other institution or institutions that is or are carried on predominantly for the promotion and encouragement of the interests of workers and which has or have objects similar to the objects of the Club and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution hereof; such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

### **MEMBERSHIP**

15. The number of Full members of the Club must not exceed the maximum number permissible under the Registered Clubs Act.
16. A majority of Full members of the Club must at all times have the right to vote at the election of the Board.
17. A person must not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member, Temporary member or Provisional member.
18. A person who is under the age of 18 years must not be admitted as a member of the Club.
19. The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of members of the Club and such other persons as the Board admits to membership in accordance with this Constitution are the members of the Club.
20. All classes of membership are open to both sexes.
21. Unless and until otherwise determined by the Board there shall be one class of Ordinary membership of the Club to be known as Ordinary members.

### **ELIGIBILITY FOR ORDINARY MEMBERSHIP**

22. The requirements for eligibility of persons for election to Ordinary membership shall be that the person has attained the age of eighteen (18) years and who has made application for Ordinary membership of the Club in accordance with this constitution and has been duly elected an Ordinary member.

### **LIFE MEMBERSHIP**

23. (a) Life membership may be conferred upon any member who has been a member of the club continuously for a period of not less than ten years and who has rendered outstanding service to the Club. To be eligible for Life membership a member must be nominated by one member and seconded by another member. The nomination will then be forwarded to the Board for approval. If such nomination is approved by the Board, the nomination will be referred to the next General Meeting of the Club. If that nomination is approved at such General Meeting by not less than 80% of the members voting in favour of the resolution, then the person nominated will be a Life member.
- (b) Only one member is to be elected to Life membership of the Club in any one calendar year.

- (c) Any person who is listed as a Life member in the Register of members at the date of the Special Resolution adopting this Constitution will continue to be a Life member.
- (d) A Life member is relieved from payment of any subscription or levies but has all the rights and privileges referred to in this Constitution and also retains the rights and privileges of the class of membership to which he or she belonged immediately prior to becoming a Life member.

#### **RIGHTS OF MEMBERS FOR VARIOUS CLASSES OF MEMBERSHIP**

- 24. If an employee is a member of the Club and his/her employment is terminated as a result of gross or serious misconduct, then the membership of such employee shall cease absolutely and immediately upon such termination.
- 25. Only Life members and financial Ordinary members are entitled to be nominated for, elected to and hold office on the Board.
- 26. Only Life members and financial Ordinary members are entitled to attend and to vote at all General Meetings and to vote at the election of the Board.
- 27. Each member who is entitled to vote has one vote, but cannot vote by proxy.
- 28. (a) The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.
- (b) Without derogating from the general powers of the Board conferred in paragraph (a) of this Rule, all members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:
  - (i) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
  - (ii) the Club's responsible service of gaming policy (as adopted and amended by the Board from time to time).
  - (iii) Requirements of the Club's certificate of registration
  - (iv) Powers given by the Act to refuse admission and or evict persons from the Club.

#### **HONORARY MEMBERS**

- 29. The following persons may be admitted as Honorary members of the Club in accordance with procedures established by the Board from time to time:
  - (a) the Patron or Patrons for the time being of the Club;
  - (b) any prominent citizen or local dignitary visiting the Club.
- 30. (a) Honorary members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.
- (b) Honorary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.



- (c) The Board has power to cancel the membership of any Honorary member without notice and without being required to give reason.
- (d) When Honorary membership is conferred on any person, the following particulars must be entered in the Club's Register of Honorary members:
  - (i) the name in full, or the surname and initials, of the Honorary member;
  - (ii) the residential address of the Honorary member;
  - (iii) the date on which Honorary membership is conferred;
  
  - (iv) the date on which Honorary membership is to cease.

### **TEMPORARY MEMBERS**

- 31. The following persons may be admitted as Temporary members of the Club in accordance with procedures established by the Board from time to time:
  - (a) A person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's premises or such greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution;
  - (b) A full member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
  - (c) A full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;
  - (d) An interstate or overseas visitor.
- 32.
  - (a) Temporary members are not required to pay an entrance fee or subscription.
  - (b) Temporary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
  - (c) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the membership of any Temporary member at any time without notice and without being required to give reason.
  - (d) When a Temporary member first enters the Club's premises on any day, the following particulars must where required by the Registered Clubs Act be entered in the Club's Register of Temporary members:
    - (i) the name in full, or the surname and initials, of the Temporary member;
    - (ii) the residential address of the Temporary member;
    - (iii) the date on which Temporary membership is granted;

- (iv) the signature of the Temporary member.

### **ELECTION OF MEMBERS**

33. A person must not be admitted as a member of the Club, other than as an Honorary member, Temporary member or Provisional member, unless that person is elected to membership at a meeting of the Board or a duly appointed election committee of the Club by a three-quarters majority of the Board members or election committee members present and voting, the names of those members present and voting at that meeting being recorded by the Secretary. The Board may reject any application for membership without assigning any reason for such rejection.
34. A candidate for ordinary membership need not be proposed or seconded unless the Board determines otherwise.
35. (a) In respect of every application for membership made pursuant to this Constitution there must be completed a nomination form which must be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club.
- (b) The candidate must sign the nomination form.
- (c) The nomination form must be deposited at the Office and the Secretary must cause the name and address of the candidate to be displayed on the Club Notice Board or in some other conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a member of the Club, and an interval of at least 2 weeks must elapse between the proposal of a candidate for election and the candidate's election.
36. When a person has been elected to membership, the Secretary must cause notice of such election to be given personally or promptly forwarded or posted to such person. Upon payment of the entrance fee (if any) and first subscription such person becomes a member of the Club, provided nevertheless that if such entrance fee and subscription is not paid within one month after the date of the notice of election to membership has been given to the person, the Board may at its discretion cancel its election of the person to membership of the Club.
37. A person whose application for membership has failed to receive the required number of votes is ineligible to again apply for membership until 12 months have elapsed since the previous ballot held by the Board or the election committee.

### **PROVISIONAL MEMBERSHIP**

38. (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of Ordinary membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board or the election committee in relation to that person's application for membership of the Club.
- (b) Should a person who is admitted as a Provisional member not be elected to membership of the Club within 6 weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the earlier), that person will cease to be a Provisional member of the Club and the entrance fee and subscription submitted with the nomination form must be immediately returned to that person.

- (c) Provisional members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (d) Nothing in this Constitution will prevent an applicant for membership of the Club submitting with his or her application the appropriate membership subscription for the purpose of seeking Provisional membership pursuant to this Rule.

### **TRANSFER OF MEMBERSHIP**

39. The Board or the election committee, at its discretion, may on the written application of a member who has the qualifications for and wishes to become a member of a different class, transfer that member from any class of Ordinary membership to another class of Ordinary membership and may, if thought appropriate, make an adjustment in the entrance fee (if any) and subscription paid or payable by that member so transferred for the membership year in which the transfer takes place.

### **ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES**

40. Members subscriptions must be paid annually in advance or, if the Board so directs and approves, by quarterly or half-yearly instalments in advance or for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution are as prescribed by the Board from time to time.
41. (a) The entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club are such as the Board may from time to time prescribe, provided that the amount payable by Ordinary members is not less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.
- (b) The Board may from time to time admit to permanent membership of any class of Ordinary membership, any person who satisfies the eligibility requirements for election to that class and who pays in advance a subscription which is prescribed by the Board. A person who has been admitted by the Board to permanent membership of a class of Ordinary membership:
- (i) is to be regarded for the purposes of this Constitution as a member of that class of Ordinary membership; and
  - (ii) is entitled to apply for a transfer from that class of Ordinary membership to another class of Ordinary membership upon payment of any additional amount which may be prescribed by the Board.
42. The Board may at any time or times suspend the payment of entrance fees either generally or in respect of individual cases, and has the discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.
43. (a) If a member has not paid the subscription or any other money due to the Club on or before the due date for payment, the member ceases to be a financial member and the Secretary may cause a written notice of default to be sent to that member.
- (b) If the member pays any such subscription or other money within one month after the due date for payment, that member will again be a financial member.

- (c) If any such subscription or other money remains unpaid after one month from the due date for payment, the defaulting member will be debarred from all privileges of membership and will cease to be a member of the Club. The Secretary must cause a notation to this effect to be made against that person's name in the Register of members.

- 44. The Board has power to make charges and levies on Ordinary members for general or special purposes.

### **PATRON**

- 45. 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 and any Patron will (if not a member of the Club) thereby be deemed to be an Honorary member of the Club and subject to this Constitution will remain an Honorary member while he or she remains a Patron.

### **ADDRESSES OF MEMBERS**

- 46. A member must advise the Secretary of any change in his or her address.

### **REGISTERS OF MEMBERS AND GUESTS**

- 47. The Club must keep the following registers:
  - (a) A register of persons who are Full members of the Club. This register must set forth the name in full, the occupation and address of each Full member and, if the member is an Ordinary member, the date on which that member last paid the fee for membership of the Club.
  - (b) A register of persons who are Honorary members.
  - (c) A register of persons who are Temporary members.
  - (d) A register of persons of or above the age of 18 years who enter the premises of the Club as guests of members.

### **DISCIPLINARY PROCEEDINGS**

- 48. If a member refuses or neglects to comply with any of the provisions of this Constitution or the By-laws thereof or be in the opinion of the Board or the Board's duly constituted disciplinary committee (as referred to in paragraph (i) below), guilty of any conduct prejudicial to the interests of the Club or be in the opinion of the Board or the disciplinary committee, guilty of conduct which is unbecoming of a member or which renders the member unfit for membership, the Board or the disciplinary committee has the power to reprimand, suspend from all privileges of membership for such period as it considers fit, expel or accept the resignation of such member and to remove the person's name from the Register of members, provided that:
  - (a) Such member must be notified of any charge against the member pursuant to this Rule by notice in writing to the member at least 14 clear days before the meeting of the Board or disciplinary committee at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge.
  - (b) The member charged is entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in his or her defence.

- (c) The voting by the members of the Board or disciplinary committee present at such meeting will be in such manner as is decided by the Board or disciplinary committee, and no resolution by the Board or disciplinary committee to reprimand, suspend or expel a member is deemed to be passed unless at least a two-thirds majority of the members of the Board or disciplinary committee present vote in favour of such resolution.
  - (d) If the member fails to attend such meeting the charge may be heard and dealt with and the Board or disciplinary committee may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.
  - (e) After the Board or disciplinary committee has considered all the evidence put against the member it must come to a decision as to the member's guilt or innocence in relation to the charge. Once it has decided the issue of guilt or innocence, the Board or disciplinary committee must inform the member prior to considering any penalty.
  - (f) The member charged must be given a further opportunity at the hearing to address the Board or disciplinary committee in relation to the penalty appropriate to the charge of which the member has been found guilty.
  - (g) Any decision of the Board at such hearing or any adjournment thereof is final and the Board or disciplinary committee is not required to assign any reason for its decision or the requirements of the Act imposed on members.
  - (h) In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Rule, the Board or disciplinary committee has the power to immediately suspend that member from all privileges of membership until the charge is heard and determined or for 5 weeks, whichever is the sooner. Notice of an immediate suspension imposed by the Board or disciplinary committee on a member must be notified in writing to that member.
  - (i) The powers of the Board under this Rule may be exercised by a disciplinary committee appointed by the Board and comprising not less than 3 members of the Board. A quorum of the disciplinary committee is 3 members of the Board.
  - (j) The Secretary must not vote but may assist the Board or disciplinary committee in its deliberations.
49. (a) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty ("the senior employee"), has the power to suspend any member's membership and remove that member from the premises of the Club:
- (i) who in the opinion of the Secretary or the senior employee is then intoxicated, violent, quarrelsome or indecent; or
  - (ii) whose presence on the premises of the Club in the opinion of the Secretary or the senior employee may render the Club or the Secretary liable to a penalty under the Registered Clubs Act.
- (b) The Secretary or the senior employee of the Club who has exercised the power referred to in paragraph (a) of this Rule must make a written report to the Board or the Board's duly constituted disciplinary committee within 7 days of the date of the suspension and removal of the member. The report must set out the facts, matters and circumstances giving rise to the suspension and removal. Any such reports is deemed not to be defamatory unless it is intentionally false in a material respect.

- (c) Any suspension of a member by the Secretary or the senior employee pursuant to paragraph (a) of this Rule is to continue until further notice is given to the member by the Board or the Board's duly constituted disciplinary committee in accordance with Rule 48.

### **RESIGNATION AND CESSATION OF MEMBERSHIP**

- 50. (a) A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation will take effect from the date on which it is received by the Secretary.
- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the entrance fee or subscription or otherwise) upon and by reason of such cessation of membership forfeits all rights as a member of the Club, provided that such person remains liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership and any other money due by that person at the date of cessation of that person's membership or for which that person is or may become liable under this Constitution.

### **GUESTS**

- 51. (a) All members will have the privilege of introducing guests to the Club. However, a Temporary member may only introduce (but not sign in) a guest who is under the age of 18 years and in relation to whom, the Temporary member is a responsible adult.
- (b) A member must not introduce guests more frequently or in a greater number than may for the time being be provided by By-law, and must not introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any subscription or other money due to the Club or who is currently under suspension.
- (c) Members are responsible for the conduct of any guest they may introduce to the Club.
- (d) The Board has power to make By-laws from time to time, not inconsistent with this Constitution or the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club.
- (e) A guest must at all times remain in the reasonable company of the member who countersigned the entry in the Register of guests in respect of that guest.
- (f) A guest must not remain on the Club's premises any longer than the member who countersigned the entry in the Register of guests in respect of that guest.
- (g) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
- (h) On each occasion on any day on which a person of or above the age of 18 years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of guests:
  - (i) the name in full, or the surname and initials of the given names, of the guest;
  - (ii) the residential address of the guest;

- (iii) the date of that day;
- (iv) the signature of that member,

provided that if any entry in the Register of guests is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in that Register in respect of that guest if he or she subsequently enters the Club's premises on that day as the guest of that member.

### **THE BOARD**

- 52. (a) The business and affairs of the Club and the custody and control of its funds and property is to be the responsibility of a Board of Directors consisting of 9 members.
- 53. (a) A member of the Club is not eligible to be nominated for, elected to or hold office as a member of the Board unless that person is a Life member or financial member.
  - (b) In addition to paragraph (a) of this Rule, a member is not eligible to be nominated for election to the Board who:
    - (i) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge within the period of 2 years immediately prior to the date determined for the next Annual General Meeting in the year in which an election of the Board is required;
    - (ii) at any time has been convicted of an indictable offence; or
    - (iii) is not a financial member at the time that nominations for the Board close.
- 54. (a) The members of the Board holding office as at the date of adopting this Constitution will hold office until the conclusion of the next Annual General Meeting when they will retire but will be eligible for re-election.
  - (b) A member who, pursuant to this Constitution, is not a financial member or is currently under suspension is ineligible to be nominated for or elected to the Board or to any office or committee or to perform duties as holder of an office or member of any committee, while the member remains not financial or during the period of such suspension. Any member who is already an elected Director of the Club and who is not a financial member or is under suspension will be able to perform only their duties as a Director until their term of office expires.

### **ELECTION OF THE BOARD**

- 55. The Board is to be elected at an election at which the members entitled to vote consist of a majority of the Full members of the Club.
- 56. The election of the Board will be conducted in the following manner, and on and from the 2010 election of the Board and every year second year thereafter:
  - (a) Except as hereinafter provided, nominations for election to offices of the Board must be made in writing signed by 2 financial full members of the Club and signed by the nominee and be delivered to the Secretary by 6pm on the closing

date for nominations, which must be at least 28 days before the date of the Annual General Meeting. The proposer, seconder and nominee must be financial members of the Club at the time the nomination form is signed. The Secretary will immediately cause notification of such nominations to be posted on the Club Notice Board.

- (b) On a biennial basis there are nine (9) positions available for nomination as Board member.
- (c) If the number of candidates duly nominated for the various positions does not exceed the number required to be elected, the candidate or candidates nominated will be declared elected at the Annual General Meeting.
- (d) If no nominations or insufficient nominations be received for the number required to be elected, the candidate or candidates, if any, nominated will be declared elected at the Annual General Meeting and nominations may, with the consent of the nominee, be made orally at the meeting for the vacancies then remaining. If more than one candidate is nominated for such vacancies, an election by ballot for such vacancies remaining will be held in accordance with procedures prescribed by the Board.
- (e) If the number of candidates nominated exceeds the number required to be elected, a ballot will be conducted for the various positions in accordance with the following procedure:
  - (i) The Board will appoint a Returning Officer to take charge of the ballot and not less than 2 Assistant Returning Officers who will also act as scrutineers of the ballot.
  - (ii) The Ballot will be conducted applying electronic (by Internet) and Declaration Postal Voting
  - (iii) The Returning Officer will manage and implement all necessary ballot preparations and arrangements to facilitate the proper conduct of the ballot ensuring security of processes and materials, the accurate tabulation of internet and "admitted" postal votes and will report the result of the ballot to the Annual General Meeting.
  - (iii) Twenty one days prior to the Annual General Meeting, the Returning Officer will send by pre-paid post to every member of the Club entitled to vote in the election of the Board (at the members' most recent address held by the Club) the following:
    - A Postal Voting Declaration Envelope bearing the name and address of the member;
    - An Internet Voting Instruction Sheet/Password Advice addressed to the member
    - A ballot paper prepared in accordance with this Constitution and initialled by the Returning Officer;
    - A Reply-Paid Envelope addressed to the Returning Officer;
    - At the Board's discretion, information about the candidates.
    - At the Board's discretion, other information and directions in relation to the completion and return of ballot papers/ballots by Postal Voting or by Internet Voting.
  - (v) Any member of the Club to whom the ballot material was sent who satisfies the Returning Officer that the postal ballot paper was not received by him, or her was spoilt by him or her, will be given a further ballot paper.
  - (vi) Where an eligible member claims that they desired to vote in the ballot by Internet Voting, but that their Internet Voting Instruction Sheet/Password Advice was not received by him or her, or was spoilt by



him or her, that member may be provided a copy of the Instruction Sheet/Password Advice.

- (vi) The non-receipt of the ballot material by a member of the Club eligible to vote will not invalidate the ballot.
- (vii) The position for the names of the candidates on the ballot paper/Internet ballot will be determined by draw by lot by the Returning Officer, with 2 members of the Club who are not candidates as observers, within 7 days after the closing day for nominations.
- (viii) If voting by Declaration Postal Voting, a member of the Club must record his or her postal vote in the following manner:
  - Read and follow the instructions on the ballot paper
  - The member must insert a mark in squares provided on the ballot paper opposite the names of the candidates the member wishes to be elected. The number of squares marked must be equal to the number of candidates to be elected. Any ballot paper not so marked will be rejected as informal.
- (ix) To complete the Declaration Postal Voting process a member must:
  - (a) insert their marked ballot paper in the Declaration Envelope provided
  - (b) sign the Declaration Envelope and endorse it with their Lismore Workers Club Member Number;
  - (c) insert the signed and endorsed Declaration Envelope in the Reply-Paid Envelope provided; and
  - (d) post the Reply-Paid Envelope to the Returning Officer so that the Reply-Paid Envelope is received by the Returning Officer before the closure of the ballot
- (x) For Internet Voting, the Internet Voting instructions included in the ballot material pack posted to members will provide such further instructions as may be provided on the secure voting website;
  - (a) the means by which a vote may be completed by Internet Voting;
  - (b) the electronic address at which the ballot may be lodged;
  - (c) a random Internet Voting Password; and
  - (d) the closing date and time of the ballot.
- (xi) secure voting website.
- (xii) A member using Internet Voting must validate their entitlement to vote by:
  - (a) entering their membership number and a random Password; and
  - (b) following the process prescribed on the secure voting website.
- (xiii) A member using Internet Voting must validate their entitlement to vote by:
  - (a) entering their membership number and a random Password; and
  - (b) following the process prescribed on the secure voting website.
- (xiv) Voting shall be accomplished by an already authenticated voter "clicking" in the selection boxes beside their preferred candidate(s) listed on the

Internet ballot. A member will have the opportunity to review and revise their candidate selections before the final submission of their vote to the Returning Officer.

- (xv) To cast a valid vote, a member must follow the instructions included on the ballot screen consistent with these ballot procedures and ensure that the Internet communication is initiated before the closing time and date of the ballot.
- (xvi) The random Internet Voting Passwords remain secret to the individual voter and to the Returning Officer. The random Password will be consumed upon the successful casting of a vote.
- (xvii) The Internet Voting system will accept only formal votes, in accordance with the mandated voting system requirements.
- (xviii) A member will be unable to cast an informal vote using the Internet Voting system.
- (xix) A member using Internet Voting will be unable to vote twice in the same ballot.
- (xx) A postal ballot paper, if it is suitably contained in its signed, endorsed Declaration Envelope, may be deposited in the ballot box or boxes set aside for that purpose, prior to 6pm on the day immediately before the Annual General Meeting or a postal ballot paper, suitably contained in its signed, endorsed Declaration Envelope and then placed in the Reply Paid Envelope, may be posted or delivered in the Reply-Paid Envelope supplied to the member, so that the Reply-Paid Envelope is received by the Returning Officer by 6:00pm on the day prior to the day immediately preceding the Annual General Meeting. Internet Voting also will close at 6:00pm on the day prior to the day immediately preceding the Annual General Meeting.
- (xxi) Failure by a member to comply with the foregoing will render the vote invalid.
- (xxii) The failure of a completed ballot paper or electronic ballot to reach the Returning Officer, by, or on the day fixed for the close of the ballot, will not invalidate the ballot.
- (xxiii) The Returning Officer will ensure that ballot materials are maintained under security at all times.
- (xxiv) The Returning Officer will arrange for the opening of the returned Reply-Paid Envelopes from Declaration Postal Voters and validate the enclosed Declaration Envelopes to establish which Declaration Envelopes will be admitted to the count and which will be rejected from the count process as invalid.
- (xxv) To be admitted to the count:
  - (a) the Declaration Envelope must be signed by the voter and be endorsed with the member's Lismore Workers Club Member Number; it must have been received by the Returning prior to the closure of the ballot; and
  - (b) the voter submitting the Declaration Envelope:
    - (i) must be listed on the Member Roll;
    - (ii) have been marked on the Member Roll as having cast a vote; and
    - (iii) have not also voted by Internet Voting.
- (xxvi) Declaration Envelopes rejected as invalid will be separated, parcelled and labelled.

- (xxvii) The processes outlined above (except for the multiple voting process requirement) may be undertaken in advance of the close of the ballot. However no further steps in the validation/count process will be taken until after the close of the ballot.
- (xxviii) As soon as practicable after the closing of the ballot, those latest receipts of returned Declaration Envelopes from the Club Ballot Box(es) will be processed and dealt with, as described above.
- (xxix) All "Accepted" Declaration Envelopes, which have been marked back to the Member Roll, will then be checked against the list of members who cast Internet Votes. Where a member has voted by Internet Voting and by Postal Voting, their Postal Declaration Envelope will be rejected and be parcelled with other rejected Declaration Postal Votes.
- (xxx) All "Accepted" Declaration Envelopes will then have their signature slips removed, and the detached signature slips will be set aside, parcelled and labelled. These steps will be taken to protect voter secrecy and anonymity, before the opening any "accepted" declaration votes and the removal, unfolding and counting of ballot papers.
- (xxxi) The Declaration Envelopes will be opened and the Returning Officer will arrange for the removal of the ballot papers from the "admitted" Declaration Envelopes, for the unfolding of the ballot papers, and then the consideration and tabulation of the "admitted" postal ballot papers, in the presence of at least one independent person authorised by the Board.
- (xxxii) The Returning Officer will arrange for each "admitted" ballot paper to be examined for formality. Informal ballot papers will be removed from the formal count, tallied, set aside and parcelled.
- (xxxiii) The decision of the Returning Officer as to the validity of any postal ballot paper will be final.
- (xxxiv) The counts of "admitted" postal ballot papers may be conducted either manually or by data keying ballot papers.
- (xxxv) For Internet Voting, voters will be authenticated by correct entering of member number and random password. If these details are not correctly entered and validated, an Internet vote is unable to be cast.
- (xxxvi) Authenticated Internet Votes will be automatically tabulated. When a voter submits and consumes their Password, their manner of voting is separated and electronically detached from their record of voting so their Internet Vote is secret.
- (xxxvii) The results from Postal Vote counts will be electronically merged with those of tabulated Internet Votes to determine the election outcome.
- (xxxviii) The ballot count is to be conducted under the "first past the Post" method and the 9 candidates receiving the greatest number of votes will be elected as Board members.
- (xxxix) If there is an equality of votes affecting the election of any candidate, then the Returning Officer, with the assistance of such of the Assistant Returning Officers as may be present, will elect by lot from such candidates the candidate who is, or are, to be elected.
- (xl) The positions of President, Vice President and Treasurer will be elected from the elected Board members should they wish to stand for these positions, by the members who are present and entitled to vote at the Annual General Meeting.
- (xli) At the first meeting of the elected Board, the Directors will elect from their members any other positions deemed by the Board to be necessary and from time to time may elect such further positions deemed by the Board to be necessary.

57. The Board may from time to time make such By-laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection therewith.

### **POWERS OF THE BOARD**

58. The Board is responsible for the management of the business and affairs of the Club.
59. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any regulations not being inconsistent with this Constitution from time to time made by the Club in General Meeting, provided that no such regulation will invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board has power from time to time:
- (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such member or members of the Board or such Full members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed must in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President or his or her nominee, who must be a member of the Board, has the right to be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee must be determined by a majority of votes of the members present and in the case of an equality of votes the chairman will have a second or casting vote. The meetings and proceedings of any committee consisting of 2 or more members are to be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule or by any regulation made by the Board pursuant to this Rule.
  - (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
  - (c) To make such By-laws 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 Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:
    - (i) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
    - (ii) the general management and control of the trading activities of the Club;
    - (iii) the management and control of the Club's premises;
    - (iv) the management and control of dress regulations on the Club's premises;
    - (v) the upkeep and control of the Club's property;
    - (vi) the management and control of all competitions;

- (vii) the conduct of members, temporary members and guests of members;
  - (viii) the privileges to be enjoyed by members;
  - (ix) the relationship between members and the Club's employees;
  - (x) and generally all such matters as are commonly the subject matter of Club Rules or By-laws or which are not reserved either under the Act, the Registered Clubs Act, this Constitution or the By-laws for decision by the Club in General Meeting.
- (d) To enforce the observance of all By-laws by suspension from enjoyment of any or all privileges of membership or otherwise as it thinks fit.
  - (e) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it thinks fit.
  - (f) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as it thinks fit.
  - (g) 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 also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
  - (h) 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.
  - (i) To invest and deal with any of the money of the Club not immediately required for the objects of the Club upon such securities and in such manner as it thinks fit and from time to time to vary or realise such investments.
  - (j) To borrow or secure the payment of any sum or sums of money for the objects of the Club and raise or secure the payment of such sum or sums from time to time and in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon or over all or any part of the Club's property both present and future or not so charged, or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. 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 property, rights or privileges at such price and generally on such terms and conditions as it thinks fit; and with the sanction of a General Meeting to sell, exchange or dispose of the land referred to in the certificate of title on which the Clubhouse at Lismore is built; and to lease any of the Club's property subject to any requirement of the Registered Clubs Act.
- (l) (i) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.
  - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or

contractors in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract of service or for service or otherwise.

- (m) To fix the maximum number of persons who may be admitted to each class of membership of the Club.
- (n) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested and to define and limit the persons eligible for membership of all or any such sections and committees, and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections and committees or any of them, and from time to time to prepare or approve and amend By-laws for the control and regulation of such sections and committees and the conduct and activities thereof and also to terminate and dissolve any such sections or committees or to reconstitute the same on a similar or different basis.
- (o) To set the entrance fees, subscriptions and other fees, charges and levies payable by members.
- (p) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises.
- (q) To recommend the amount of honorarium payable to any member of the Board or to any other person in respect of his or her services rendered to the Club and subject to approval by a General Meeting to pay such honorarium.
- (r) To repay out-of-pocket expenses incurred by any member of the Board or any other person in the course of carrying out his or her duties for the Club.

#### **BY-LAWS**

60. Any By-law made under this Constitution will come into force and has the full authority of a By-law of the Club on being posted upon the Club Notice Board.

#### **SECTIONS AND COMMITTEES**

61. The Board may permit any section created under this Constitution to adopt a name distinctive of such section and to become affiliated with the body controlling a game, sport or activity on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club, capitation fees to any such controlling body or as required by such body.
62. A person is ineligible to be a member of any section created under this Constitution unless he or she is a financial member of the Club.
63. The Board may empower any section or committee created under this Constitution to open and operate an account in the name of the section in such bank or financial institution as the Board may from time to time approve, provided that the persons eligible to operate upon any such account must be approved by the Board which from time to time may remove and replace such persons or any of them.
64. Subject to the absolute control and supervision of the Board, each such section or committee created under this Constitution may manage its own affairs but must make regular reports to the Board (or otherwise as may be required from time to time by the

Board). The minutes and records of the section or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.

65. Subject to this Rule, the constitutions and rules or by-laws of each such section created under this Constitution may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose, provided that no amendment proposed to and approved by the meeting of the members of the section will have effect unless and until it has been approved by resolution of the Board.
66. Any disciplinary action to be considered by a section or committee created under this Constitution in respect of any member of such section or committee must at once be reported to the Board together with the reasons for such consideration of action and with a recommendation as to what action (if any) is to be taken by the Board.

### **PROCEEDINGS OF THE BOARD**

67. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary but at least once in each calendar month for the transaction of business, and a record of all members of the Board present and of all resolutions and proceedings of the Board must be entered in a Minute Book provided for that purpose.
68. The President will preside as Chairman at every meeting of the Board. If the President is not present or is unwilling or unable to act, then the members of the Board present may elect their own Chairman.
69. The quorum for meetings of the Board is 5 members of the Board.
70. The President at any time may convene a meeting of the Board. The Secretary upon the request of not less than 3 members of the Board must convene a meeting of the Board.
71. Subject to this Constitution, questions arising at any meeting of the Board must be decided by a majority of votes and a determination by a majority of the members of the Board will for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the Chairman of the meeting will have a second or casting vote.
72. All acts done by any meeting of the Board or by any person acting as a member of the Board will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
73.
  - (a) The Board may pass a resolution without a meeting of the Board being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Such a resolution is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
  - (b) Separate copies of a document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
  - (c) The resolution is passed when the last Director signs.
74.
  - (a) A Director must in accordance with Sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. "Material personal interest" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.

- (b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the Minutes of that meeting of the Board.
- (c) Without limiting the application of Section 191(2) of the Act, paragraph (b) does not apply to an interest:
  - (i) which the Director has as a member of the Club and which is held in common with the other members of the Club; or
  - (ii) which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).
- (d) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
  - (i) must not vote on the matter (or in relation to a proposed resolution under paragraph (e)(i) in relation to the matter, whether in relation to that or a different Director); and
  - (ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
- (e) Paragraph (d) does not apply if:
  - (i) the Board has passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Club, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
  - (ii) the Australian Securities and Investments Commission has declared or ordered in accordance with Section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

### **VACANCIES ON THE BOARD**

75. Subject to the provisions of this Constitution, the members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given, remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution or ordinary resolutions appoint another person or persons in his or her or their place. Any person so appointed will hold office during such time only as the person in whose place he or she is appointed would have held the same if he or she had not been so removed.
76. The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (a) dies;
  - (b) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;



- (c) 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 Club;
  - (d) 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;
  - (e) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
  - (f) by notice in writing given to the Secretary, resigns from office;
  - (g) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act;
  - (h) becomes an employee of the Club;
  - (i) ceases to be a member entitled to hold office on the Board; or
  - (j) ceases to be a member of the Club.
77. The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The member so appointed will hold office only until the conclusion of the Annual General Meeting in the year in which an election of the Board is required.
78. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.

### **GENERAL MEETINGS**

79. A General Meeting called the Annual General Meeting must be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the end of the Club's financial year. All general meetings other than Annual General Meetings are called General Meetings.
80. The Board may whenever it thinks fit convene a General Meeting and it must, on the request of not less than 5% of the members of the Club or 100 members of the Club (whichever is the lesser) having at the date of the deposit of the request at the Office a right to vote at General Meetings of the Club, within 21 days proceed to convene a General Meeting to be held as soon as practicable, but in any case not later than 2 months after the deposit of the request and in the case of such request the following provisions will have effect:
- (a) The request must state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office and may consist of several documents in identical wording each signed by one or more of those members.
  - (b) If the Board does not within 21 days from the date of the request being so deposited duly proceed to convene the meeting, the members who made the request or any of them representing more than 50% of the members who made the request may themselves convene the meeting but any meeting so convened must not be held after the expiration of 3 months from the date of such deposit.

- (c) In the case of a meeting at which a resolution is to be proposed as a Special Resolution the Board will be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.
  - (d) Any meeting convened under this Rule by the members must be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
  - (e) Any reasonable expenses incurred by the members in convening any meeting under this Rule must be repaid to the members by the Club.
81. Subject to the provisions of the Act relating to Special Resolutions, at least 21 days notice specifying the place, day and hour of a General Meeting must be given in the manner provided by this Constitution to all members entitled to attend and vote at General Meetings of the Club, such notice shall state the general nature of the meeting's business and if a resolution or special resolution is to be proposed at the meeting – set out the intention of the resolution and state the resolution. However the meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

#### **QUORUM FOR GENERAL MEETINGS**

82. No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at a General Meeting convened on the request of members is not less than 5% of the members of the Club or 100 members of the Club (whichever is the lesser) who are present and entitled to vote, and at all other General Meetings and at all Annual General Meetings is not less than 50 members of the Club who are present and entitled to vote.
83. If within 15 minutes from the time appointed for any General Meeting a quorum is not present, the meeting if convened upon the request of members will be dissolved. In any other case it will stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine but such period must be less than one month. If at such adjourned General Meeting a quorum is not present, the members who are present and entitled to vote will be a quorum and may transact the business for which the meeting was called.

#### **PROCEEDINGS AT GENERAL MEETINGS**

84. The ordinary business of any Annual General Meeting is to receive and consider the reports prescribed by Section 317 of the Act and to elect, as required and in the manner provided in this Constitution, the members of the Board, and subject to the Act, to appoint an Auditor or Auditors.
85. The President is entitled to act as Chairman at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then a member of the Board will act as Chairman. If a member of the Board is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the members of the Club present will elect one of their number to be Chairman of the meeting.
86. Every question submitted to a General Meeting will be decided by a show of hands (unless a poll is demanded by the Chairman or by not less than 5 members) and in the case of an equality of votes whether on show of hands or on a poll the Chairman of the meeting will have a second or casting vote.

87. Voting by proxy is not allowed:
- (a) at any election of the Board;
  - (b) at any meeting of the Board or of a committee of the Club; or
  - (c) at any General Meeting.
88. At any General Meeting (unless a poll is demanded), 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 an entry to that effect in the book containing the Minutes of the proceedings of the Club, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
89. (a) If a poll is demanded it must be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman directs and the result of the poll will be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of the Chairman or on a question of adjournment must be taken immediately.
- (b) A demand for a poll may be withdrawn.
90. The Chairman of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting must for all purposes be treated as having been passed on the date when it was in fact passed and must not be deemed to have been passed on any earlier date. It is not necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for one month or more, when notice of the adjourned meeting must be given as in the case of an original meeting.
91. Minutes of all resolutions and proceedings at General Meetings must be entered within one month of the meeting in a book provided for that purpose. Any such Minutes must be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting, and if purporting to be so signed is prima facie evidence of the proceedings to which it relates.

#### **ACCOUNTS AND AUDIT**

92. The Board must cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
93. The books of account must be kept at the Office or at such other place as the Board thinks fit. The Club must at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other Act to inspect such records.
94. The Club must, within 4 months after the end of the Club's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), send to each member of the Club, but subject to Section 316 of the Act, either:
- (a) a copy of the financial report required under Section 295 of the Act, a copy of the directors' report required under Section 298 of the Act and a copy of the auditor's report required under Section 308 of the Act; or
  - (b) a copy of the concise report that complies with Section 314(2) of the Act.

95. The financial year of the Club commences on the first day of July and ends on the last day of June in each year or, subject to the Act, is for such other period as the Board may determine.
96. Auditors must be appointed and their duties regulated in accordance with the Act and their remuneration is to be fixed by the Board.

#### **SECRETARY**

97. The Board must appoint one but not more than one Secretary who is the General Manager of the Club.

#### **EXECUTION OF DOCUMENTS**

98. The Board must provide for the safe custody of the Seal.
99. (a) The Club 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 members of the Board; or
  - (ii) one member of the Board and the Secretary.
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) 2 members of the Board; or
  - (ii) one member of the Board and the Secretary.
100. The Club may only fix the Seal to a document after a resolution of the Board to that effect.

#### **NOTICES**

101. A notice may be given by the Club to any member either:
- (a) personally; or
  - (b) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or
  - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
102. (a) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) 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.
103. If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Club Notice Board is deemed to be notice to such member at the expiration of 24 hours after it is so posted up.

## **INDEMNITY TO OFFICERS**

104. (a) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except:
- (i) in relation to a liability owed to the Club or a related body corporate; or
  - (ii) in relation to 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) in relation to 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.
- (b) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club 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 Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except:
- (i) in relation to conduct involving a wilful breach of duty in relation to the Club; or
  - (ii) in relation to a contravention of Sections 182 or 183 of the Act.

## **COPY OF CONSTITUTION**

105. A copy of this Constitution must be supplied to a member on request being made to the Secretary and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or such lesser fee as determined by the Board.

## **READING OF CONSTITUTION**

106. This Constitution must be read and construed subject to the provisions of the Act and the Registered Clubs Act, and to the extent that any of the provisions in this Constitution are inconsistent therewith and might prevent the Club being registered under the said Acts, those provisions will be inoperative and have no effect.

## **AMENDMENTS TO CONSTITUTION**

107. This Constitution may be amended only by a resolution passed by a three-quarters majority of Life members and financial members who are present and voting at a

General Meeting, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with the Act.

## **LISMORE WORKERS CLUB LIMITED**

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